CONSTITUTION AND BYLAWS OF THE AMERICAN SOCIETY
OF TROPICAL MEDICINE AND HYGIENE*

Organized 17 November 1951 at Chicago, Illinois
Incorporated under the laws of the State of Delaware, 21 January 1952

CONSTITUTION

ARTICLE I

NAME, ORIGIN, AND PURPOSE

Section 1

This Society shall be called “The American Society of Tropical Medicine and Hygiene.” The period of duration for which it is organized is perpetual, or until such time as a proposal for dissolution shall be passed by the Council of the Society, such dissolution to be in compliance with Article XII of the Society Articles of Incorporation as amended 6 October 1981.

Section 2

This Society shall be incorporated under the laws of the State of Delaware and shall be formed by the amalgamation of the American Society of Tropical Medicine, founded in 1903, and the National Malaria Society, founded in 1916. The Articles of Incorporation may be amended in the same manner as amendments to the Constitution except that no such action shall be taken that would adversely affect the qualifications of the Society under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law).

Section 3

The purpose of this Society shall be education, research and advancement of tropical medicine, hygiene and related disciplines.

ARTICLE II

MEMBERSHIP

Section 1

All members in good standing as of the date of amalgamation of the American Society of Tropical Medicine and of the National Malaria Society become charter members of The American Society of Tropical Medicine and Hygiene upon payment of the annual dues.

Section 2

There shall be six classes of members: Active, Honorary, Life, Emeritus, Student, and Affiliate.

Section 3

Individuals interested in any phase of tropical medicine, hygiene and related disciplines may be proposed for Active Membership and may be elected as provided by the Bylaws of the Society.

Section 4

Any individual not an American citizen who has made eminent contributions to some phase of tropical medicine or hygiene shall be eligible for Honorary Membership by election as provided in the Bylaws of the Society. Such Honorary Members shall not vote or pay dues, but shall receive the official publications of the Society.

Section 5

Any Active Member may become a Life Member by payment of twenty times the current annual dues in one sum, by which the member becomes exempt from the payment of any future dues assessable during his or her lifetime. Each Life Member shall continue to exercise all rights of an Active Member and to receive the official publications of the Society during his or her lifetime.

Section 6

Active Members in good standing may be transferred to Emeritus Membership at their written request to the Secretary. Eligibility consists of 15 continuous years of active membership and retirement from active work in tropical medicine. Such Emeritus Members shall not vote or pay dues, but will receive Tropical Medicine and Hygiene News and notices of meetings. Emeritus Members may be reinstated as Active members upon request and payment of annual dues.

Section 7

A Student Member shall have all the rights and privileges of an Active Member except the right to hold office. Student members

* Revised as of November, 1996.
include pre-doctoral students and those in post-doctoral fellowships. Upon graduation or other termination of his or her student status, he or she may become an Active Member upon payment of Active Member dues. Student status must be certified by the student's department chairperson or major professor upon application, and annually thereafter upon paying Student Member dues.

Section 8

Organizations and individuals with demonstrated activity or beneficial interests in the area of tropical medicine may be elected as Affiliate Members with approval of the Council.

Each Affiliate member shall appoint one individual as a contact, and that individual may vote and hold office as long as he or she remains the contact person for that Affiliate Member organization.

ARTICLE III
OFFICERS
Section 1

The elected Officers of the Society shall be a President, a President-Elect, an Immediate Past President and eight Councilors. Any member in good standing is eligible for election to office in accordance with the Constitution and Bylaws. The elected Officers shall constitute the Council in which the government of the Society shall be vested. A Secretary-Treasurer, a Scientific Program Chairperson, the Editor of the American Journal of Tropical Medicine and Hygiene, and the Editor of the Tropical Medicine and Hygiene News all are Officers appointed by the Council. These appointed Officers are ex-officio, non-voting members of the Council; however, they may make and second motions.

The President-Elect shall be elected by the Society for a term of one year or until the President-Elect's successor is elected. At the end of the term, the President-Elect shall become the President of the Society for the ensuing year and at the completion of that term will serve for one year as Immediate Past President.

The Secretary-Treasurer, Scientific Program Chairperson, and Editors of the Society publications shall be elected by the Council for terms of three years.

Two Councilors shall be elected by the Society at each annual meeting to serve for four years.

Terms of office in the Society shall begin at the close of the business meeting at the annual meeting at which the officers were elected and appointed, except that the Secretary-Treasurer's term of office shall begin on the first day of the Society's fiscal year next following the annual meeting at which the Secretary-Treasurer was elected.

If the Presidency becomes vacant, the President-Elect shall become President for the remainder of the unexpired term, and shall then continue in office as President for the full year for which he or she was elected. In the event the President-Elect is unable to serve, the office devolves on the candidate who had received the next larger number of votes, for the remainder of the unexpired term as President-Elect, in which event the offices of President and President-Elect shall be filled in the next election. The President may fill vacancies among the councilors occurring during the year by appointing Councilors to serve until the next annual meeting, when new Councilors are elected.

Any appointed Officer may be removed, with or without cause, by a vote of two-thirds of the members of the Council then in office or two thirds of the eligible voting Members of the Society, when ever in their judgment the best interests of the Society will be served.

Section 2

The Nominating Committee will be composed of members in good standing in the Society representing, insofar as possible, the various scientific disciplines of the Society. Members of the Nominating Committee will be appointed for a term of two years. Half of the new members of the Nominating Committee will be appointed on or before January 1 annually and these members will include the two outgoing Council members from the previous year and three additional members appointed by the President, who also may appoint members to fill any other vacancies on the Committee. The Chairperson of the Committee will be selected annually by the President from the second-year members of the Committee who are not ex officio members from the Council. In the first year of implementation, the Nominating Committee will be composed of only five members appointed in that year, the two outgoing Councilors and three members appointed by the President. At least four months before the next annual meeting the Nominating Committee shall submit to the Secretary-Treasurer the names of two nominees for each Officer position to be elected, with the proviso that nominees should reflect the diversity of the Society membership, including with respect to age, gender, and professional and scientific interests and expertise.

At least two months prior to the annual business meeting, the Secretary-Treasurer shall send a ballot to each member eligible to vote. The President shall appoint a Tellers Committee to count the ballots. The ballots shall be returned to the Chairperson of the Tellers Committee. To be valid, a ballot must be received by said Chairperson of the Tellers Committee at least two weeks prior to the annual business meeting, so that the results of the election can be announced at the annual business meeting.

With the exception of the timing requirement set forth in the last sentence and the second paragraph of this Section, which shall be mandatory, the timing requirements set forth in Section 2 shall be considered guidelines and the failure to rigidly adhere to them shall not invalidate an election.

ARTICLE IV
PUBLICATIONS OF THE SOCIETY
Section 1

The Society may publish publications such as The American Journal of Tropical Medicine and Hygiene and Tropical Medicine and Hygiene News, as the Council deems to be in the best interests of the Society from time to time.

ARTICLE V
AMENDMENT OF CONSTITUTION
Section 1

Amendments to this Constitution may be adopted at the annual business meeting of the Society upon approval by a majority of the Council and upon a two-thirds affirmative vote of ballots cast by voting members, or, at the Council's option, upon approval by a majority of the Council and upon a favorable two-thirds vote of those members eligible to vote who do so by mail ballot. Results of mail ballots shall be announced at the annual business meeting.
BYLAWS

ARTICLE I

The duties of the President shall be those regularly devolving on the chief executive officer. The President shall preside at meetings of the Council and the Society, appoint committees as provided in the Bylaws, and shall deliver an address at the annual meeting.

ARTICLE II

The President-Elect shall succeed the President at the annual meeting except as noted in Article III of the Constitution. The President-Elect shall preside at meetings of the Society in the absence of the President and shall serve on the Scientific Program Committee.

ARTICLE III

The Scientific Program Chairperson shall be responsible for the structure of scientific sessions at the annual meeting. The Chairperson shall appoint members to said Program Committee for terms of one year each. Due consideration will be given so that the appointees represent different sub-disciplines of tropical medicine. The Chairperson of the Committee on Continuing Medical Education is an ex-officio voting member of the Scientific Program Committee.

ARTICLE IV

The Secretary-Treasurer shall be the custodian of all records of the Society. The Secretary-Treasurer shall handle the business and finances of the society and shall submit an annual financial report reviewed by a certified public accountant. The Secretary-Treasurer shall be responsible for the arrangement of meetings and appointment of local committees. The Secretary-Treasurer shall maintain the financial account of Society publications. The Secretary-Treasurer shall attend and record the minutes of meetings and be reimbursed from the funds of the Society for expenses incurred. The Secretary-Treasurer shall be bonded for a sum to be determined annually by the Council.

ARTICLE V

The Council shall manage the Society's affairs and direct its business. It shall initiate, coordinate, and terminate the work of the committees. It shall elect the Secretary-Treasurer, the Scientific Program Chairperson, and Editors of the publications. It shall have the power to approve the expenditure of funds and establish an annual budget for the Society.

The Council may appoint an Executive Director to assist in the administration of the affairs of the Society. The Executive Director shall have the duties and authority that are specified by the Council. The Officers and Council may delegate to the Executive Director the duties of any Officer or the Council has authority unless such authority is nondelegable under these Bylaws.

The Society shall indemnify, to the full extent permitted by law, any Councilor, Officer, employee, or agent of the Society against expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding in which such individual is made a party by reason of being or having been such Councilor, Officer, employee, or agent, except that the Society shall not indemnify such individuals for willful misconduct. Such indemnification shall not be deemed exclusive of any other rights to which such Councilor, Officer, employee, or agent may be entitled under any agreement, vote of the Council, or otherwise.

At any meeting of the Council, either regular or special, the presence of a majority of the Council members shall constitute a quorum. Unless otherwise required by the State of Delaware, the Articles of Incorporation, or this Constitution or Bylaws, the vote of a majority of the Councilors present and voting at a meeting at which a quorum is present shall be necessary for the adoption of any matter. Members of the Council may participate in any meeting by means of conference telephone or similar equipment by means of which all persons participating can hear one another.

Any action required or permitted to be taken at a meeting of the Council may be taken by written ballot. The affirmative vote of a majority of all voting members of the Council shall be necessary for the adoption of any matter voted upon by mail ballot by the Council, and the signed ballots shall be filed with the minutes of the meeting.

The Council shall establish an Executive Committee, which shall exercise the authority of the Council and the management of the Society between meetings of the Council. The Executive Committee shall be composed of the President, the President-Elect, the Immediate Past President, the Secretary-Treasurer, the Journal Editor and the Scientific Program Chairperson. Any managing Executive Office appointed by the Council shall participate as a non-voting member of the Executive Committee. The duties of the Executive Committee will be as specified and authorized by the Council and may include administrative and management decisions during the course of the year and authorizations of expenditures within guidelines established by the Council.

ARTICLE VI

The Editor of The American Journal of Tropical Medicine and Hygiene, with the aid of the Editorial Board, is responsible for the form and content of the Journal within the limits and directives established by the Council. The Editor shall also serve on the Scientific Program Committee. The Editorial Board shall be composed of members to be selected and changed by the Editor subject to approval by the Council.

The Editor of The Tropical Medicine and Hygiene News is responsible for the form and content of the News within the limits and directives established by the Council.

ARTICLE VII

Nominations for membership shall be made on the official application form and be endorsed by one member. To be elected, the applicant must be approved by the Secretary-Treasurer based on beneficial interests in the fields of tropical medicine, hygiene and related disciplines. In addition to the categories of individual membership, the Council may create one or more categories within Affiliate Membership and may specify dues for these memberships.

ARTICLE VIII

Honorary Members shall be nominated by the Honorary Membership Committee, and elected by unanimous vote of the Council. The
Honorary Membership Committee shall provide the Council with curricula vitae and summaries of the scientific qualifications of the candidates whom it recommends. No more than two Honorary Members may be elected in any one year.

ARTICLE IX

The Council shall have the authority to establish affiliated groups as Chapters of the Society upon receipt of a written petition signed by five (5) or more persons who reside in an area where no Chapter exists. Each such Chapter shall function under the provisions of a standard charter which defines the general organizational structure and purposes of the Chapter. There shall be provisions in each Chapter's charter to the effect that:

a) The objectives and purposes of the Chapter are compatible with those of the Society,

b) The President and the President-Elect of the chapter shall be persons who are members in good standing of the Society.

c) Any person who is a member of the Society becomes a member of any class of the Chapter upon presenting proof of membership in the Society and the payment of dues appropriate to the membership class sought in the Chapter.

Chapters shall be established as separate legal entities and the Society shall not be responsible for debts or obligations of Chapters.

ARTICLE X

The dues for Active and Student Members of the Society shall be determined by the Council. Changes in the dues shall require approval by three-fourths of the Council. Dues shall become due and payable the first day of January of each year. Active Members, and Student Members in good standing shall receive the annual volume of the Journal and published issues of the News. Any member with dues in arrears for three years shall be dropped from membership.

ARTICLE XI

The Society shall hold an annual meeting for the conduct of business and scientific sessions unless the Council orders otherwise. The Secretary-Treasurer, with the approval of the Council, shall determine the time and place for the annual meeting. An annual business meeting session shall be held during the annual meeting, and no other event shall be scheduled for the same time. The voting members attending the annual business meeting shall constitute a quorum, and the affirmative vote of a majority of those present and voting shall be necessary for the approval of any motion. In the conduct of business sessions, the current version of Robert's Rules of Order shall be the guide, and at the beginning of each session the President shall appoint a member to serve as Parliamentarian. The minutes of the annual business meeting shall be published in the Journal or the News or other appropriate venue.

ARTICLE XII

The President-Elect shall appoint annually new members with overlapping three-year terms to a Membership Committee and an Honorary Membership Committee, and in alternate years, a Committee on the Charles Franklin Craig Lecture and a Committee on the Fred L. Soper Lecture. The Membership Committee shall be composed of at least three members. The Honorary Membership Committee and the Committee on the Charles Franklin Craig Lecture shall each be composed of three members. The committee on the Fred L. Soper Lecture shall be composed of three members appointed by the President-Elect of the Society and a fourth member designated by Gorgas Memorial Institute of Tropical and Preventive Medicine, Incorporated.

The President-Elect, with the concurrence of the Council, shall appoint a Committee on Public Affairs, and a Committee on Continuing Medical Education, each consisting of at least four members appointed for overlapping terms of three years.

The Scientific Program Committee shall be comprised of the Scientific Program Chairperson, the President-Elect, and Editor of the Journal, and additional members as needed, appointed as provided in Article III.

The Council shall elect an Archivist for a renewable three-year term of office; and the Archivist shall appoint such additional members of the Society as necessary to constitute a Committee on Archives, which shall encourage and oversee the accumulation, maintenance and utilization by scholars and the public of archival materials concerning the Society, its members, and the broad field of tropical medicine and hygiene.

The Council shall appoint the Committee on Awards of the Society, appointing one Past-President each year for a term of three years; the Chairperson shall be the member with longest seniority on the Committee; this committee shall administer the awards and medals of the Society, including the Walter Reed Medal, the Joseph Augustin LePrince Medal, the Ben Kean Medal, the Donald Mackay Medal, and the Bailey K. Ashford Medal. The Council is responsible for creating, appointing, and discontinuing other committees required to transact the business of the Society.

ARTICLE XIII

The Bylaws may be amended at the annual business meeting by a two-thirds vote of members present and voting or, at the Council's option, by a favorable two-thirds vote of those members eligible to vote who do vote by mail ballot. In either case such amendments shall have been sent to the Secretary-Treasurer for circulation to the Council at least three months before the meeting. Results of mail ballots shall be announced at the annual business meeting.