

Charter of the **International Society for Viruses of Microorganisms (ISVM)**, as approved on July 19, 2012

I. **Name**

1. The name of the society is the International Society for Viruses of Microorganisms. Hereforward it will be referred to as "the ISVM" or "The Society".

II. **Scope**

1. The scope as well as focus of the Society is on the biology and utility of viruses of microorganisms (collectively: microbial viruses), including viruses infecting the microbial members of the three cellular domains:
 - a. *Bacteria* – bacterial viruses, a.k.a., bacteriophage(s) or phage(s)
 - b. *Archaea* – archaeal viruses
 - c. *Eukarya* – algal viruses, protist viruses, yeast and fungal viruses

III. **Objectives**

1. The Society is to serve as an interface between:
 - a. Society members;
 - b. Institutions involved in the advancement of knowledge concerning microbial viruses;
 - c. Entities involved in the commercial development or sale of microbial viruses;
 - d. Regulatory bodies involved in the oversight of microbial virus research and application;
 - e. The general public.
2. The Society is to participate in:
 - a. Promoting the scientific and educational advancement of knowledge concerning microbial viruses;
 - b. Evaluating information, published or as appropriate unpublished, pertaining to microbial viruses;
 - c. Gathering and disseminating to interested parties scientific and technical information on microbial viruses;

- d. Consulting in the developing and refining regulations concerning the use and application of microbial viruses.

IV. **Founding**

1. The International Society for Viruses of Microorganisms was founded and incorporated as a non-profit entity in the State of Ohio, U.S.A., on 27 September, 2011.

V. **Membership**

1. Persons are qualified for membership if they are interested in the study and understanding of microbial viruses.
2. Membership categories include: Professional, Institutional/Corporate, Student, Emeritus, Associate, and Supporting.
3. All Members unless otherwise indicated:
 - a. Have voting rights;
 - b. Are required to pay such dues as may be set forth in the Society's policies;
 - c. Shall receive the Society's newsletter;
 - d. May serve as members of Standing Committees.
4. Professional Members are voting members and may hold any Elected Office or Standing-Committee membership except those positions reserved for other membership categories. Professional membership is open to any person interested in microbial viruses who falls into one or more of the following categories:
 - a. Academic – the member holds at least one of the following scientific or professional academic degrees: BA, BS, Masters, Ph.D., ScD, DrPH, or equivalent;
 - b. Medical – the member holds at least one of the following degrees or qualifications: MD, DO, DDS, RN, or equivalent.
5. Institutional/Corporate Membership is open to Business entities (profit or non-profit) that are engaged in activities that promote the Objectives of the Society, including pursuing industrial and/or commercial development of microbial viruses or their products, and who employ or retain the services of individuals who qualify for Professional Membership in the Society (regardless of whether any of those individuals are current Society members). Institutions/Corporations do not have voting rights or the ability to hold Elected Office, but anyone associated with the Institution/Corporation who also holds an individual membership in the Society is entitled to all of the rights normally associated with that membership category.

6. Student Membership is open to any person interested in Society Objectives who is a regularly matriculated student of the sciences in study for a future degree. Student Members are voting members, but may not hold Elected Office positions. Student Members are encouraged to refrain from serving on Standing Committees except specifically as student members.
7. Emeritus Membership is open to any person who has retired from their professional career or is 65 or older, and has been a Professional Member of the Society for one or more years (or who meets these qualifications and joins the Society within two years of its founding). Emeritus members qualify for all privileges of Professional Membership.
8. Associate Membership is open to any person interested in participating in advancement of Society Objectives who either does not qualify for other membership categories or who otherwise does not desire to participate in the Society governing in those capacities. Associate Members are voting members and are eligible for the Member-At-Large Elected Office but not other Elected Office positions.
9. Supporting Membership is open to any person interested in Society Objectives without participating in Society governing. Supporting Members are not be eligible to vote and may not serve as Elected Officers or members of Standing Committees, but have all other rights and privileges.

VI. Society Governance – Trustees

1. Trustees shall be charged with making policy for the Society and over-seeing the work of the Executive officers.
2. There will be five Trustees – the President of the Society; the Chair of the Scientific Advisory Board; and three At-Large Trustees.
3. At-Large Trustees will serve three-year terms with the selection of At-Large Trustees staggered so that no two At-Large Trustee's terms expire in the same year. The terms of the other Trustees will coincide with their terms of office.
4. The Trustees shall convene no less than twice annually at a time and manner that allows substantial participation of Trustees.
 - a. Meetings may be in-person, via phone conference or other electronic means or some combination of these methods.
 - b. To carry out Society business, a quorum of four of the five Trustees must be achieved.

- c. A written record of these meetings will be made accessible to all members of the Society on the ISVM web site within one month of the conclusion of each meeting.

VII. Society Governance – Executive Officers

1. Executive Officers shall support Trustees in policy making and shall administer day-to-day business of the Society in a timely manner.
2. Executive Officers include a President, a President-elect, a Vice-President, a Membership Secretary, a Treasurer, an Information Officer, a Website Administrator and one or two Members-At-Large.
3. Candidates for offices will be nominated biennially either before (in writing) or at the General Members Meeting. Elections will be held by secret ballot circulated either electronically or by mail to all voting members as soon thereafter as is feasible.
 - a. Candidates must receive a majority or plurality of votes to be elected to office.
 - b. All office holders shall serve a two-year term, holding office until their successors are elected and qualified, except with the following obligations or limitations:
 - I. The President shall not directly self-succeed, except as provided by Article XII;
 - II. The President-Elect shall succeed the President at the end of President's term;
 - III. The Vice-President may be re-elected for up to two consecutive terms;
 - IV. The Secretary may be re-elected for up to three consecutive terms;
 - V. Members-At-Large shall serve staggered terms and may not directly succeed themselves.

VIII. Society Governance – Board of Scientific Advisors

1. The charges of the Board of Scientific Advisors are (a) formulating science-promoting strategy to be used by Trustees and Executive Officers to develop policies and practices for the Society and (b) organizing the scientific content of the biannual meeting.
2. The Board of Scientific Advisors shall consist of 10 – 20 individuals.
3. Members are nominated by Trustees or Executive Officers and appointed by Trustees at any regular Trustees' meeting.

4. Scientific Advisors serve no fixed term and need not be members of the Society except as noted below.
5. The Board of Advisors shall elect one of their members as Chair. The Board Chair must be a Professional or Emeritus Member of the ISVM.
 - a. The Chair will also be a Trustee as noted above.
 - b. The Chair will serve a two year term and may serve no more than two consecutive terms.
6. The Board of Scientific Advisors will meet as needed with no fixed schedule or quorum requirement.

IX. Society Governance – Standing Committees

1. The Trustees will establish policies defining Standing Committees as needed for the efficient functioning of the ISVM.

X. Society Governance – Finances

1. The Society will be supported by donations, grants and annual dues of the membership,.
 - a. The proceeds of the sale of following will only be sought when they do not conflict with the Society's nonprofit and tax-exempt status as noted in Article XVI: (1) publications or some other items it may issue with the approval of the Trustees, and (2) such property or funds as it may acquire.
2. All Executive Officers, Trustees and Scientific Advisors serve gratis, although the Society may hire professional staff as needed.
 - a. Expenses incurred by Executive Officers, Trustees and Scientific Advisors as part of their duties may be reimbursed.
3. The Executive Officers, as guided by the Treasurer, are required to provide a balanced budget for Society operations prior to the beginning of an agreed upon fiscal year, and are responsible for assuring both that debt is avoided and that Society finances are expended in a responsible manner.
4. Both projected and presented budgets require of majority approval of by the Trustees.
5. Debt may not be assumed by the Society except as approved by super-majority (two-thirds of votes) by the entire membership.
6. Any funds currently owned by the Society, including any surpluses accrued during normal operations, must be held in a United States bank account and available only upon signature by both President and Treasurer. A petty cash account will also be established,

of maximum size as determined by the Trustees, which is available for Society business by Treasurer signature alone.

7. The finances of the Society will be audited by an accredited accounting firm at least once every six years.

XI. Society Governance – Recall

1. Any Trustee, Executive Officer or Scientific Advisor may be removed from office at any time by a super-majority (two-thirds of votes) by participating members, using a secret ballot, by a to-be-specified means of communication.
2. Such a recall election can be called by a petition signed by 20 percent of the voting members and to be valid must receive votes by no less than one-half of the entire voting membership (professional, student, emeritus and associate members).

XII. Society Governance – Order of Succession

1. Vacancies of offices, such as when an Executive Officer is unable to complete their term of office, will be filled until the next regular election by succession of the Executive Officers as follows:
 - a. The President will be succeeded by the President-Elect. An officer who succeeds to the Presidency with less than a year remaining in the term may self-succeed for the next regular two-year term.
 - b. The President-Elect shall be chosen by Society-wide special election, and will succeed to the Presidency at the next regular election.
 - c. The Vice-President shall be appointed by the President, with Trustee approval, or via Society-wide special election if Trustee approval can not be obtained.
 - d. The Secretary shall be appointed by the President, with Trustee approval, or via Society-wide special election if Trustee approval cannot be obtained.
 - e. The Treasurer shall be appointed by the President, with Trustee approval, or via Society-wide special election if Trustee approval cannot be obtained.
 - f. Members-At-Large shall be appointed by the President, with Trustee approval, or positions may be left open until next election.

XIII. Society Governance – Adoption and Changes in the Charter and Policies

1. This Charter will be adopted if it receives a simple majority vote of participants in a designated ISVM meeting session at the July 2012 Microbial Virus meeting at Brussels, Belgium.

2. The Society's Charter may be modified by a 75% vote of the membership participating in the vote. For purposes of modifying the Charter, a vote must achieve a quorum of 50% of the entire membership.
 - a. Voting may be at any General Meeting of the Society or by electronic voting or by a combination of both voting methods.
3. Policies of the Society, as established by the Trustees, may be modified by a 75% vote of the Trustees or by a majority vote of members at any General Meeting of the society or by electronic vote or by a combination of both voting methods.

XIV. General Meetings

1. The Society will hold a General Meeting at least once every two years. This meeting will typically be part of a scientific conference fully or partially sponsored by the ISVM but can be organized separately.
2. Meeting agendas will be available on the ISVM web site for viewing by members at least one month prior to the meeting.

XV. Dissolution

1. Dissolution of the Society may occur by unanimous vote of the Trustees and two-thirds majority vote of the entire voting membership of the Society.
2. Any assets remaining in the organization after dissolution will be distributed to a not-for-profit organization which has established its tax-exempt status under Section 501(C)(3) of the United States Internal Revenue Code.
3. The Board of Directors will choose one or more such recipient organizations; if at all possible, such organization(s) should be engaged in activities that are compatible with the Objectives of the Society.

XVI. Tax Exemption

1. Notwithstanding any other provisions of these articles, the Corporation shall not engage in any other activities not permitted for a corporation exempt from United States federal income taxes under Section 501(C)(3) of the United States Internal Revenue Code of 1954.