

Housekeeping Rules of The International Society for Industrial Ecology

This document contains, and expands on, the Bylaws of the The International Society for Industrial Ecology in the Netherlands (the Society) with the purpose of setting the internal rules, expectations of conduct, and constitution of the Society.

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Legend:

Yellow = additional text of note in these Housekeeping Rules

The complete English Language version of the Dutch Bylaws of the Society can be found here:

<https://is4ie.org/resources/documents/31>

A copy of the Dutch Corporate Governance Code (2016) is available here:

<https://www.mccg.nl/?page=3779>

Article I. Name

The Society shall be called “The International Society for Industrial Ecology” (ISIE) as registered in the Kamer van Koophandel of the Netherlands.

Article II. Purpose

The purpose of this Society is to promote and develop the field of industrial ecology and its applications.

The society aims to achieve its purpose, in part, by:

- To foster the development and application of industrial ecology approaches, tools, metrics, and strategies for practical and widespread use in the public and private sectors
- To achieve better recognition of industrial ecology as an area of research and practice with value to industry and government, in addition to its status as an area of academic study.
- To support young professionals in academia and industry to overcome challenges (e.g., gaining tenure or promotion in interdisciplinary departments or positions with responsibility for multiple areas of sustainability).
- To provide valuable services to members by enhancing networks, resources, and services that support industrial ecology research, practice and practitioners.

Article III. Membership

Regular membership in the Society shall be open to all individuals whose work may be associated with any aspect of industrial ecology and to individuals who are interested in its possibilities for moving towards sustainability and an improved environmental state.

Student membership in the Society shall be open to any student who is interested in gaining knowledge about industrial ecology.

The Board may establish other classes of membership.

The Board decides on the admission of members.

The Board keeps a register with the names and addresses of all members.

The membership of the Society ends:

A. by the death of the member;

- B. by cancellation by the member;
- C. by cancellation by the Society.

This can be done when a member has failed to meet the requirements for membership as defined in the Bylaws, when the member does not comply with their duties, or if the member can not be reasonably expected to continue their membership.

Article IV. Governance

The Society's Board is the primary governing body. The Board establishes the policies and procedures for the Society. The President, President-elect, Immediate Past President, Secretary, Treasurer, and up to eight (8) additional Board members elected by the membership shall constitute the Board and shall have all the duties and powers of a Board of Directors.

The Board shall propose General Housekeeping Rules which regulate the practical operations of the Society at a level of detail going beyond that provided in the Bylaws, including the operations of committees and sections, and the organization of elections. The Editor-in-Chief of the Journal of Industrial Ecology and Executive Director of ISIE may join Board meetings in an ex-officio capacity but do not have voting rights. The Board may choose to invite other people to board meetings, as it sees fit including representatives of sections

An Annual General Meeting (AGM) of the membership is to be held in conjunction with a scientific meeting organized by the society, virtually as an online forum, or a combination thereof. The AGM approves the Annual Report prepared by the Board, the statement of accounts for the past year, a financial statement for the current year, and a budget for the subsequent year prepared by the treasurer, amendments to Bylaws and housekeeping rules, and a report on the election, prepared by the election monitors. The AGM votes on proposals put forward by members of the Society.

The Governance of the Society may be expected to conform to the Dutch Corporate Governance Code (December 2016 version).

Article V. The Board

Subject to the restrictions in accordance with the Bylaws, the Board is charged with the management of the Society.

The elected officers of the Society shall be a President, a President-elect, a Secretary, and a Treasurer, all of whom shall be elected by the membership. The President-elect shall serve for a term of two (2) years as such followed by two (2) years as President and two (2) additional years by the Immediate Past President. The Secretary and Treasurer shall serve for terms of

three (3) years and may be re-elected for no more than one (1) successive additional terms. Ordinary Board members shall serve staggered terms of three (3) years and may be re-elected for no more than one (1) successive additional terms. The board may appoint a member to assist the treasurer in her/his duties. All Board members shall serve for the duration of their office or until a successor is elected.

It shall be the duty of the President to prepare and preside over the AGM and all meetings of the Board. The President shall appoint and charge, with the approval of the Board, the chairperson and all members of all Committees of the Board, except the Nominating Committee, and shall carry out other activities usually pertaining to the office. When authorized by a majority vote of the Board and approved by the Treasurer, the President may enter into and execute contracts and other agreements on behalf of the Society. The President-elect shall serve in the place of the President in his or her absence. The President shall automatically become the Immediate Past President at the beginning of the new President's term of office.

The Secretary shall be responsible for keeping the minutes of the Society and the Board and perform such other duties as may be prescribed by the Board. **One Board Member may act as Vice-Secretary and serve in the place of the Secretary in his or her absence.**

The Treasurer shall be responsible for the custody of all funds and securities of the Society, shall develop an annual budget and shall provide a statement of accounts, after the close of the fiscal year. **One Board Member may act as Vice-Treasurer and serve in the place of the Treasurer in his or her absence.**

Otherwise, the liabilities and duties of Board members may be expected to conform to the Dutch Corporate Governance Code (December 2016 version).

Any officer of the Society may resign at any time by giving written notice to the Board. The Board may fill the office temporarily until the next election is held; except that the President-elect shall automatically succeed to the Presidency should that office become vacant.

If the number of Board members has dropped below three, the Board will remain authorized to fulfill its duties. However, the Board is obliged to convene a General Meeting as soon as possible in which the provision in the vacancy/vacancies arises.

The Board is authorized under its responsibility to have certain parts of its duties carried out by committees appointed by the Board.

The Board is authorized, subject to the approval of the General Meeting, to enter into agreements for the acquisition, sale and borrowing of registered property, and to enter into agreements in which the Society undertakes to be a (joint-)guarantor, as well as to be a guarantor to third parties and to represent the Society in respect to these acts.

The absence of the aforementioned approval of the General Meeting can be appealed to by third parties. The General Meeting is authorized to subject decisions of the Board to its approval. These decisions must be clearly described and communicated to the Board in Writing.

The elected members of the Board shall be broadly representative of the gender and geographic distribution of the membership. For this purpose, regions shall be North America; Europe; Asia and the Pacific; Latin America and the Caribbean, Africa, and Eastern Europe, Caucasus and Central Asia - refer to Diversity and Inclusion Policy (TBA).

Conflict of interest

A Board Member may:

- A. hold any office or place of profit or employment other than that of the Society's auditor or any director or employee of the auditor;
- B. be a member of any corporation or partnership other than the Society's auditor; or
- C. be a creditor of any corporation (including the Society) or partnership; or
- D. enter into any agreement with the Society.

A Board Member who has a material personal interest in a matter that relates to the affairs of the Society must give the other Board Members notice of the interest unless permitted by the law not to do so.

A Board Member who has a material personal interest in a matter that is being considered at a Board meeting must not be present while the matter is being considered at the meeting; or vote on the matter, unless permitted by the law to do so, in which case the Board Member may:

- E. be counted in determining whether or not a quorum is present at any meeting of the Board considering that contract or arrangement or proposed contract or arrangement;
- F. sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
- G. vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

The Society cannot avoid an agreement with a third party merely because a Board Member:

- H. fails to make a disclosure of an interest; or
- I. is present at, or counted in the quorum for, a Board meeting that considers or votes on that agreement.

Article VI. Nominations & Elections

Nominees for elected offices of the Society shall be named by the Nominating Committee. The Nominating Committee shall consist of six (6) members who shall be elected by the

membership, and who shall serve no other elected office at the same time. In addition, the Immediate Past President shall be a seventh member of the Committee. The elected members of the Committee shall be broadly representative of the geographic and gender distribution of the membership. Each elected member will serve staggered terms of three (3) years.

The Nominating Committee will oversee the nomination and election processes. All candidates for election and those serving in elected positions must be members of the Society according to the Bylaws of the Society.

Candidates for election must be proposed by one member and seconded by at least one other member, both "in good standing". The Nominating Committee may nominate and second candidates themselves. The Nominating Committee may, with the candidate's agreement, move an individual member to be a candidate for a position other than that for which they were nominated, at any time up to announcement to the membership of the list of candidates.

Elections shall be held annually by electronic ballot **at least 30 days prior to the AGM**. Elections shall be overseen by two election observers chosen among the members of or appointed by the Nominating Committee. The Society office shall prepare and transmit to every member, 20 days prior to the **Election**, a ballot listing of candidates. All ballots must be received no later than two (2) weeks after being circulated. The observers shall ensure that the process for counting the ballots is sound and anonymous. A plurality of the votes cast shall be necessary to elect and in case of a tie vote, the decision shall be made by lot under direction of the Chair of the Nominating committee.

Elected officers shall assume their responsibilities on July 1.

Article VII. Contracted services

When approved by the Board and the treasurer in accordance with the approved budget, the president may contract specific duties to individuals or companies who will be reimbursed. This may include administrative and/or executive assistance to the President and Board in managing the functions of the Society.

Article VIII. Committees

Committees shall be constituted by the Board with such membership, duration, functions and authority as may be delegated to it or prescribed to it. The appointment of individuals to the committees shall be delegated to the president. The board shall have an advisory role for such appointments. All committee appointments shall be unsalaried appointments.

Article IX. Financial Operations

Beyond the expenditures required by the ordinary activities of the Society, no money from the general Society accounts shall be disbursed except by the express authority of the Board. All fiscal affairs of the Society shall be conducted on a calendar year basis.

Article X. Membership Fees

The annual dues for regular members and any other class of membership shall be determined annually **by a vote by Members at the AGM**, on the recommendation of the Board, and shall be paid as **determined by the Bylaws of the Society**.

Dues can be divided into categories that pay a different contribution.

The Board is authorized in special cases to grant full or partial exemption from the obligation to pay a contribution.

The Board is authorized, after having obtained permission from the General Meeting, to attach commitments to membership.

Article XI. Scientific Meetings

The Society is authorized to hold scientific meetings, internationally, nationally, and regionally. The Society's research conference is held annually or biennially. As part of the meeting, the President shall give a brief review of developments in the Society since the previous conference and open the floor to questions or comments from Society members. If necessary, an ad hoc meeting may be arranged during the conference for further discussion of matters raised.

Article XII. Sections

The Society shall establish sections serving the particular interests of members upon petition by 10 members of the Society and with the approval of the Board. Each section shall appoint a liaison (non-voting) representative to the Board and deliver an annual report to the Board which will be summarized in the Annual Report of the Society. Each member of any section shall also be a member of the Society in good standing. The sections may engage in any activities as long as they are consistent with the policies and mission of the Society. Sections are expected to develop general rules of procedure **which are approved by the Board**. The Society will, if requested, collect section dues. Sections must maintain a minimum of 25 members. The Board may vote to close any section after a 90 day notice period. Seven votes will be required to take such action.

Article XIII. Procedure of Board and Committee Business

Board meetings

A Board Member may at any time, and the Secretary must on the request of a Board Member, call a Board meeting. The convenor of each Board meeting must give reasonable notice of the meeting (and, if it is adjourned, of its resumption) individually to each Board Member.

Subject to the Bylaws of the Society, a Board meeting may be held by the Board Members communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion. The Board Members need not all be physically present in the same place for a Board meeting to be held and a Board Member who participates in a meeting held in accordance with the Housekeeping Rules is taken to be present and entitled to vote at the meeting.

Unless the Board decides otherwise, the quorum for a Board meeting is the lesser of 5 or half the current number of Board members plus one. A quorum must be present for the whole meeting.

Decision on questions

Subject to Articles in these Housekeeping Rules, questions arising at a Board meeting are to be decided by a majority of votes of the Board Members present and voting, and each Board Member has one vote. The chairperson of a meeting does **not** have a casting vote in addition to his or her deliberative vote.

Minutes

Board actions determined in the course of such meetings shall be considered as official proceedings of the Society and shall be entered into the minutes. The Board Members must cause minutes to be made of:

- A. the names of the Board Members present at all Board meetings and meetings of Board Members' committees;
- B. all proceedings and resolutions of general meetings, Board meetings and meetings of Board Members' committees;
- C. all resolutions passed by Board Members;
- D. all appointments of Office Bearers;
- E. all orders made by the Board and Board Members' committees; and
- F. all disclosures of interests.

Minutes must be confirmed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.

Written resolutions

The Board Members may pass a resolution without a Board meeting being held if all the Board Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Board Member signs.

For this purpose, separate copies of a document may be used for signing by Board Members if the wording of the resolution and statement is identical in each copy. This clause applies to meetings of Board Members' committees as if all members of the committee were Board Members.

Otherwise the business of the Board and all committees shall be conducted in accordance with the principles and procedures of the current edition of Robert's Rules of Order Newly Revised, unless the Board at any time has adopted special rules of order.

Article XIV. General Meetings

The announcement, conduct and decision making in General Meetings shall be in accordance with Articles 14, 15, 16, 17 and 18 of the Society's Bylaws.

Article XV. Amendments

Subject to the conditions of the Bylaws, the Board may propose changes to Bylaws, to be submitted to the AGM upon a majority vote of Society members in favor of such changes. The proposed changes shall be notified to the membership and put up for voting in the AGM .

Amendments to the Bylaws, including amendments to revisions approved by Board Members, may also be proposed by any member who obtains the signatures of at least 40 members supporting the proposed changes.

All amendments shall be put out for discussion by the membership, either via the Society's web-site or at the biennial meeting, before being put to the membership for a vote on an individual basis. Adoption shall require a vote exceeding three-fifths of the members responding within a specified time period.

Amendments to housekeeping rules follow the same procedure as amendments to Bylaws.