



# CONSTITUTION OF THE INTERNATIONAL CONSORTIUM OF ZOOMORPHOLOGY STANDARDS<sup>1</sup>

Last amended **Month Year**

**SUMMARY** list of all articles with quick links

## Article 1. Name and Purpose

The International Consortium for Zoomorphology Standards (herein called "ICZS") is a not-for-profit, scientific and educational association formed to establish international collaboration among the creators, managers and users of morphological information about Metazoa (i.e. multicellular animals).

To achieve its goals, ICZS

1. develops, adopts and promotes standards and guidelines for the recording and exchange of morphological data and metadata about multicellular animals;
2. promotes the use of its standards through the most appropriate and effective means;
3. acts as a forum for the discussion of zoomorphology standards related topics by organizing symposia in meetings and through the ICZS web site that provides a collaborative infrastructure that effectively supports standards development;
4. undertakes any other activities that are judged useful to the organization.

## Article 2. Affiliation and incorporation

ICZS may affiliate to or cooperate with other associations or organizations with similar or complementary aims.

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<sup>1</sup> This document is in large parts identical with the Constitution of the Taxonomic Databases Working Group (TDWG; also known as Biodiversity Information Standards; <http://www.tdwg.org/>).

ICZS may obtain legal status under the laws of the countries in which it decides to operate.

### **Article 3. Membership**

Membership is open to individuals and other legal entities, including institutions, organizations, companies, and government agencies. It consists of two classes:

1. individual members and
2. institutional members (other legal entities).

Membership is acquired by written notification to the Chair or Secretary.

Members are entitled to vote and can be elected for specific offices.

Membership ends upon written resignation addressed to the Chair or Secretary.

### **Article 4. Executive Board**

ICZS is governed by an Executive Board consisting of the officers elected by the membership as defined by Article 5 and one Convenor from each Interest Group. Up to two additional individuals can be appointed to the Executive Board by the officers, who hold office for a period not exceeding three years. These additional individuals do not necessarily have to be members of ICZS.

The Executive Board:

1. provides leadership to ICZS;
2. promotes improving the overall organizational architecture and web site of ICZS;
3. promotes ICZS to the broader community;
4. organizes the day to day affairs of ICZS;
5. guides Task Groups and Interest Groups on integration issues;
6. provides framework for and advice to Interest Groups;

7. may appoint an individual or group of individuals to perform specific work or an ongoing function for ICZS;
8. administers the assets;
9. has power to apply for legal status for ICZS;
10. has other powers as stated elsewhere in this Constitution and any by-laws;
11. provides timely notification of progress towards goals and
12. otherwise acts to fulfill the goals of ICZS.

The Executive Board shall report to the membership at least once each calendar year.

## **Article 5. Officers**

### **5.1 Election and terms**

Each year in **MONTH** the officers shall be elected from the membership by online vote. An officer must be a member of ICZS. No member may hold more than one office at a time. The Chair will normally hold office for a period not exceeding three years. All other officers will normally hold post for a period not exceeding six years.

Should a vacancy occur during the term of office, the Executive Board is empowered to fill it from the membership until the next year, at which time the position will be filled by general election.

In addition to the individual officers that are elected from the membership, one Convenor from each Interest Group is part of the Executive Board. Convenors represent the interests of their respective Interest Group within the Executive Board and ensure effective communication between Executive Board and Interest Groups in ICZS. Convenors hold office for a period not exceeding six years.

Each new year in **MONTH** the following individual officers shall be elected from the membership (either new or reinforced in office).

### **5.2 Chair**

Presides at meetings of the Executive Board; is entitled to sign jointly with one other officer on behalf of the ICZS; enacts such functions as are assigned by the Executive Board; holds office for a period not exceeding three years.

### **5.3 Secretary**

Operates the secretariat; keeps, distributes, and publishes minutes of symposia organized by the ICZS; sends notices of symposia organized by the ICZS to the membership and notices of meetings of the Executive Board to its members; distributes proposals and organizes votes; holds office for a period not exceeding six years.

Communication with the Executive Board should be via the Secretary who must arrange a proxy from among Executive Board members for any significant period of unavailability.

### **5.4 Outreach**

Communicates with heads and middle managers of organizations; accredits members from other organizations as "linking members"; identifies barriers to overcome in attracting members and participants; ensures that the web site of ICZS is user friendly for potential members, participants, clients and the public; actively seeks opinion of potential members, participants and clients about the effectiveness of the initiative in addressing their needs; promotes the creation of a "What's in it for me" to join the initiative for the ICZS web site; gathers testimonies for expressing the need of developing common standards in zoomorphology; prepares a brief annual outreach plan for the Executive Board; prepares and publishes after coordination with Executive Board documents, flyers, brochures, advertisements, presentations and posters that promote ICZS to potential members and clients; develops initial contact with potential institutional members, clients and collaborative agencies on behalf of the Executive Board, and actively seeks potential sources for funding; holds office for a period not exceeding six years.

All these tasks may be either performed by an individual outreach officer in person or by a respective Outreach Interest Group. In the latter case the Convenor of the Outreach Interest Group is automatically the outreach officer of the Executive Board.

## **5.5 Treasurer**

Is entitled to sign jointly with one other officer on behalf of ICZS; maintains the membership list, reports finances annually to the membership; collects membership dues if membership includes the payment of a fee; arranges audits; administers the assets of ICZS in conformance with instructions from the Executive Board; holds office for a period not exceeding six years.

## **5.6 Regional Secretaries**

Have the responsibility to represent the interests of ICZS members on the Executive Board; and to represent ICZS in appropriate meetings and other activities; hold office for a period not exceeding six years.

## **Article 6. Assets**

The revenue of ICZS shall consist of lease of rights, grants, gifts and bequests, income from investments, membership dues in case membership fees are enacted, and any other kinds of income compatible with the aims of ICZS.

The assets of ICZS shall be used exclusively for the statutory aims and purposes, and in no case to the immediate profit of its members.

The financial year shall be the calendar year.

## **Article 7. Amendments**

Alterations to the Constitution may be proposed by the Executive Board, or may be submitted in writing to the Executive Board by either at least five individual members, or at least three institutional members. The proposed alteration must be published and the membership notified at least ninety days before close of voting. To be accepted, the proposed alteration must receive a

simple majority of affirmative votes from both individual members and institutional members.

The Executive Board may propose that by-laws be established, altered, or repealed. The proposal must be published and the membership notified at least thirty days before the close of voting. To be adopted, the proposal must receive a simple majority of affirmative votes from both individual and institutional members.

## **Article 8. Dissolution**

Dissolution of ICZS can be enacted by two-thirds majority of both individual and institutional members by vote. A proposal of dissolution must be dispatched by the Executive Board to the membership at least ninety days before close of voting.

Upon the dissolution of ICZS, any net remaining assets shall be transferred to the **?ISIM & ISVM?**.

## **Article 9. Voting**

ICZS shall strive to make decisions based on broad consensus rather than simple majority. The Executive Board and Convenors of Groups may assess consensus through mechanisms other than voting, such as solicited reviews and public requests for comment, except where voting is mandated elsewhere in this Constitution. If a broad consensus cannot be reached, the Executive Board may arrange for an issue to be decided by a vote of the membership.

Each member is entitled to one vote. To pass, a proposal must receive a majority of votes from both individual and institutional members.

The Executive Board shall specify the schedule and mechanism(s) for casting votes. Any voting procedure should afford every member an opportunity to vote in an expedient manner and should not unduly delay decision making. The Secretary shall authenticate, tally, and publish voting results.

Last Modified: *Day Month Year*



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