

CONSTITUTION OF THE INTERNATIONAL ASSOCIATION FOR PLANT TAXONOMY

(original version - *Taxon* 3: 251–252, 1954)

(amended 1 September 1960; *Taxon* 9: 258, 1960)

(amended version - *Taxon* 10: 27–28, 1961)

(published with no change - *Taxon* 15: 385–387, 1966)

(Constitution Committee draft [G. Davidse, W. L. Wagner, V. A. Funk & D. H. Nicolson] 18 December 2003)

(approved at Council meeting, Los Baños, Philippines, 23 September 2004)

(membership approval, February 2005)

Name of the Association

Article 1. The Association founded at Stockholm, Sweden, on 18 July 1950 shall be called: the International Association for Plant Taxonomy (IAPT).

Structure of the Association

Article 2. The IAPT is an international association that consists of a central office plus one or more regional offices (see Bylaws). The central office is referred to as the International Bureau for Plant Taxonomy and Nomenclature.

Vision and Mission

Article 3. The vision and mission of the IAPT are:

1. Vision: Botanical systematics in the broadest sense understood and valued by society.
2. Mission: To promote all aspects of botanical systematics and its significance to the understanding and value of biodiversity.
 - a) To encourage relationships and communication among plant taxonomists and systematists and their institutes worldwide.
 - b) To encourage development and maintenance of stable and effective botanical nomenclature.

Means

Article 4. To accomplish its mission IAPT will use the following means:

1. The publication of a periodical, *Taxon*, dealing with the activities of the society and topics of general importance for plant taxonomy.
2. The publication of a serial for monographs, *Regnum Vegetabile*, in plant taxonomy covering all aspects of the discipline, including the *International Code of Botanical Nomenclature*, and any other means of presenting all aspects and activities of the IAPT to its members and the international community at large.
3. The establishment and maintenance of committees for specific purposes relating to plant taxonomy. [see Article 13]
4. The organization or support of international symposia on problems and issues of plant taxonomy.
5. The engagement in any other activity consistent with the objectives of the IAPT, including association with similar organizations that share similar interests in promoting taxonomy, nomenclature and preservation of biodiversity.

Membership

Article 5. All persons or organizations actively engaged or interested in plant taxonomy are eligible to become members by paying the appropriate dues. The different categories of membership are listed in the Bylaws.

Article 6. Membership is acquired by notification to the Secretary-General and payment of the appropriate fee.

Council

Article 7. The affairs of IAPT shall be controlled by a Council consisting of an Executive Committee and ten other elected members. Unless otherwise expressed in the Constitution and Bylaws, all decisions of the council are by a simple majority vote. A quorum shall consist of a majority of Council, and in cases of a tied vote, the presiding Chair has a casting vote.

Article 8. No more than a third of the Council members shall be residents of the same country. Members of Council shall hold office for six years and shall be eligible once for re-election to the same office. Vacancies in the Council shall be filled by the Council and such appointments will remain in effect until the next general election is held.

Article 9. The business of the Council, including voting, shall normally be conducted at the council meeting and through correspondence. The Council shall be empowered to conduct business at any such meeting by a majority vote. Minutes of Council meetings shall be distributed to the membership. No proxy voting will be allowed in a meeting of the Council. The Council shall have power to appoint committees of members for the furtherance of the objectives of IAPT.

Article 10. The Executive Committee shall consist of eight members: President, Past-president (immediate), Vice-president, Secretary-General, Treasurer, Reserve Fund Manager, and Editor-in-Chief of *Taxon* and Editor-in-Chief of *Regnum Vegetabile*. Duties of the Officers of the Executive Committee are given in the Bylaws.

1. The President, Vice-president, and Secretary-General will be elected by ballot by a majority of the general membership.
2. The Reserve Fund Manager, Treasurer, and the Editors-in-Chief will be appointed by majority vote of the members of the Council.
3. Appointed officers are non-voting members of the Council; however they may offer and second motions at Council meetings.

Article 11. No person may hold more than one Executive Committee office simultaneously.

Article 12. The duty of the Executive Committee shall be to exercise general control and to perform customary daily operations necessary to conduct the affairs of the IAPT, and to carry out such other duties as may be delegated to them by the Council. It shall also be the duty of the Executive Committee to present for balloting by the membership a list of two candidates for each of the elected positions on the Executive Committee and at least 20 candidates for election as Council members prior to the end of their six-year terms. Such candidates will be solicited from the membership at large and from within the Council by the Nominating Committee. The final list of candidates to be placed on the ballot for each position will be voted on by members of the Council.

Article 13. Committees: The IAPT shall maintain permanent committees whose purpose is to facilitate the goals and purpose of the IAPT as expressed in Articles 3 and 4 with duties as specified in the Bylaws. Unless otherwise stated in the Constitution and Bylaws, the Council shall appoint committee members while officers of the committees are determined by committee members with approval by the Council. Committees will provide the Council with an annual report.

Meetings

Article 14. As a general rule, council and general business meetings shall be held in association with international congresses or symposia.

Finances

Article 15. The income of the IAPT shall be derived from membership dues, subscriptions, sales of publications, investments, and from gifts, bequests and other sources as approved by the Council.

Article 16. Funds from income derived from membership dues, subscriptions, and sales of publications and any Council-approved transfers from the Reserve Fund will be placed in the Operating Funds for the conduct of business of the IAPT under the control of the Treasurer. Unused funds may, with approval of the Council, be transferred to the Reserve Fund.

Article 17. The funds and properties derived from investments and from gifts, bequests and other sources as approved by the Council of the IAPT shall be designated collectively as the Reserve Fund, under control of the Reserve Fund Committee.

1. A part of the Reserve Fund may, with the approval of the Council, be transferred to the Operating Funds for the conduct of the business of the IAPT.
2. All monies received from Life Members and all gifts for undesignated or designated purposes approved by the Council shall be invested in the Reserve Fund.
3. Bequests and trusts having for their object the advancement of plant taxonomy or the welfare of the IAPT may be accepted and administered by the IAPT. Before acceptance of any such trust, the Council shall consider the object of the trust and all conditions and specifications attached thereto, and shall report its decision to the membership. Bequests shall be added to the Reserve Fund of the IAPT and managed by the Reserve Fund Committee. Trusts shall be managed as agreed to in the trust instruments.
4. Both the principal and income of the funds of the IAPT shall be used solely to further study and dissemination of knowledge of plant taxonomy, as set forth in the name and objectives of the IAPT, but the funds shall be administered and operated in such a manner that IAPT will at all times maintain a tax-exempt status under the provisions of the pertinent national tax codes, both for income tax and gift tax purposes.

Bylaws

Article 18. The Council shall have the power to make and amend Bylaws for carrying into operation the terms of the Constitution.

Article 19. As required by applicable national and international laws pertaining to incorporation, tax status, etc., additional bylaws as appropriate for specific countries or continents as subdivisions of IAPT may be developed by the Council as needed.

Amendments

Article 20. Amendments to the Constitution may be proposed in writing by any individual member of IAPT. Proposed amendments receiving approval of a majority of the Council shall be submitted to the members for a ballot. Adoption shall require a favourable vote of two-thirds of the votes cast. However, amendments rejected by the Council may be re-submitted by the mover for discussion at the next business meeting, and if a decision in favour is then obtained, may be voted upon by mail or e-mail ballot.

General Prohibitions

Article 21. The IAPT is organized and operated exclusively for scientific and educational purposes.

1. No part of the assets of the IAPT shall, or may, under any circumstances, inure to the private benefit of any member, officer, or individual except as reasonable compensation for services or reimbursement for approved personal expenditures on behalf of the IAPT.

2. The IAPT may engage in efforts intended better to inform the public on issues pertaining to plant taxonomy and the influences of plants on people as an element in the biosphere. The IAPT, nevertheless, shall not allow any part of its activities to become those of lobbying or espousing particular economic, political, social, or religious doctrines or dogmas.
3. The IAPT shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of a candidate for public office.
4. The IAPT shall not be organized for profit.
5. The IAPT shall not:
 - a) Lend any part of its income or corpus without the receipt of adequate security and a reasonable rate of interest;
 - b) Pay any compensation in excess of a reasonable allowance for salaries or other remuneration for personal services actually rendered;
 - c) Make any part of its services available on a preferential basis;
 - d) Make any purchase of securities or any other property for more than adequate consideration in money's worth;
 - e) Sell any securities or other property for less than adequate consideration in money or money's worth;
 - f) Engage in any other transactions that result in a substantial diversion of its income or corpus to any member, officer, member of the Council, or substantial contributor to the IAPT.

Article 22. Upon dissolution of the IAPT, the Council shall distribute the assets and accrued income to one or more scientific and educational non-profit organizations that shall be dedicated to similar purposes as the Council determines.

BYLAWS

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1. The central office of the IAPT, the International Bureau for Plant Taxonomy and Nomenclature, is normally at the home institution of the Secretary-General. There is currently one regional office of the IAPT (the IAPT-USA) and others may be created by the Council as the need arises.
2. The publications of IAPT will be *Taxon*, *Regnum Vegetabile*, the official website (currently <http://www.botanik.univie.ac.at/iapt/>), and others, printed or electronic, as decided by the Council.
3. Membership categories. Applicable rates shall be determined by the Council and shall be published in each issue of *Taxon*. The IAPT shall consist of persons and institutions in the following categories or membership:
 - a. **Individual.** Individual members have the right to vote, receive a copy of each issue of *Taxon*, including free online access, 20 % discount on all other IAPT publications, and no page charges for publication in *Taxon*.
 - b. **Emeritus.** Individual members who have attained emeritus status in their profession may apply for emeritus status if they have been a member for at least three years. Emeritus members have the right to vote, receive a copy of each issue of *Taxon*, including free online access, discount on all other IAPT publications, and no page charges for publication in *Taxon*.

- c. **Developing Country Individual.** Reduced membership fee for members from developing countries, but with all rights of Individual members. The developing countries are defined according to the standards published by OECD.
 - d. **Family.** Only for family members of Individual members; all membership rights but no subscription to *Taxon*.
 - e. **Student.** Reduced membership fee but with all rights of Individuals members. Statement from professor required on an annual basis.
 - f. **Online Individual.** Online access to *Taxon* without receiving a print copy. Membership rights same as Individual members.
 - g. **Life.** A one-time payment irrespective of previous years of membership and with all rights of Individual members.
 - h. **Life Family.** A one-time payment irrespective of previous years of membership; only for family members of life members; with all rights of Individual members but no subscription to *Taxon*.
 - i. **Institutional.** Institutional members receive *Taxon*. In addition one copy of all other volumes published in the year for which the membership fee has been paid can be purchased at 30% discount. They do not have the right to vote.
 - j. **Supporting Institutional.** Supporting institutional members receive *Taxon*. In addition one copy of all other publications in the year for which the membership fee has been paid can be purchased at 50% discount. They do not have the right to vote.
 - k. **Individual Contributor, Individual Patron, Corporate Contributor, and Corporate Patron.** These non-voting categories of membership are used to build support for IAPT; they may receive special benefits (e.g., free advertising in *Taxon*) as determined by the Council.
 - l. **Honorary Members.** Honorary Members may be designated by the Council. In general they will be chosen for their important lifetime contributions to plant taxonomy. They will have all rights of Individual members without charge. All living Engler Gold Medal winners shall be Honorary Members.
4. Membership dues depend on the type of membership. The rates are set by the Council. Members whose dues have not been paid by 1 January are in arrears and shall be sent notification of delinquency by the Treasurer by 15 February. If their dues have not been paid by 1 April, they shall be automatically terminated from membership in IAPT. Terminated members may rejoin and shall retain their former membership status and accumulated years of membership.
 5. Subscriber (non-member) rates for *Taxon* are to be set by the Council. Subscribers have no voting rights or discounts to other publications of the IAPT.
 6. Duties of the Officers of the Executive Committee are:
 - a. **President.** The President provides leadership and representation to promote the vision and mission of the IAPT. The President chairs the meetings of the Council and of the Executive Committee and of the general membership. The President represents IAPT as the occasion arises and performs other duties and has other responsibilities as may from time to time be assigned by the Executive Committee, Council, and the membership.
 - b. **Past-president.** The Past-president shall serve as the Chair of the Nominating Committee.
 - c. **Vice-president.** The Vice-president shall assume the duties of the President when the President is unable

- to perform his or her normal duties. The Vice-president in addition performs any duties assigned by the President.
- d. **Secretary-General.** The Secretary-General is the chief executive officer of the IAPT and exercises its general supervision and management. The Secretary-General is responsible for the well-being of the IAPT and for moving its varied programs forward in line with the Vision and Mission statements. The Secretary-General coordinates activities among council members and officers as well as with committees. The Secretary-General is responsible for the maintenance of the correspondence of IAPT, for the keeping and distribution of minutes of meetings of Council, Executive Committee and the general membership, and for preparing and distributing ballots for elections and reports on their results, and for depositing all official records in the official IAPT archives (currently Berlin). The Secretary-General shall facilitate solicitation of the membership for nominations for candidates for all elections.
 - e. **Treasurer.** The Treasurer shall be responsible for the IAPT Operating funds, and shall keep the financial records for these funds. The Treasurer monitors income and expenditure and is responsible for preparation of periodic summaries and provides financial reports on the operation of IAPT at Council meetings. The Treasurer is responsible for the preparation of the annual budget that outlines expected income and expenditures for the next calendar year, in consultation with the Secretary-General and other members of the Executive Committee. The budget shall be submitted for approval to the Council and shall be made available to the membership as part of a financial report. The Treasurer is responsible for submission of tax statements. The business office of the IAPT assists through efficient handling of Operating Funds and dues collection.
 - f. **Reserve Fund Manager.** The Reserve Fund Manager chairs the Reserve Fund Committee that manages and reports on the Reserve Fund. The Reserve Fund Manager reports on the activities of the Reserve Fund on a quarterly basis, and provides a full report at Council meetings.
 - g. **Editors-in-Chief.** The two Editors-in-Chief are responsible for the publication of *Taxon*, and for *Regnum Vegetabile* and other book or online projects respectively in compliance with the editorial policies established by the Publications Committee subject to review by the Council.
7. Officers of the Executive Committee may appoint managing secretaries or assistants to help them in completing their work. Such persons shall be remunerated for their work with IAPT funds only after approval by a majority Council vote.
 8. Balloting for elections of the Council can be by mail or e-mail.
 9. IAPT committees shall have at least three members and their duties are:
 - a. **IAPT Nomenclature Committee.** The IAPT Nomenclature Committee liaises with the Permanent Nomenclature Committees, as defined in Division III of the *International Code of Botanical Nomenclature*, in the maintenance and promotion of botanical nomenclature. The Nomenclature Committee is charged with coordinating all nomenclatural matters traditionally dealt with by the IAPT, especially publication of all nomenclatural proposals, publication of Committee Reports, publication of the Rapporteurs' comments on proposals to amend the Code and the preliminary mail ballot, and the provision of any other necessary materials to the Bureau of Nomenclature of the International Botanical Congress, and publication of the *International Code of Botanical Nomenclature*. The committee shall comprise the Nomenclature Editor of *Taxon*, the Secretary of the General Committee on Botanical Nomenclature, the Rapporteur-général, and such members of Council as Council shall determine.
 - b. **Reserve Fund Committee.** The Reserve Fund Committee is charged with oversight on the assets of the Reserve Fund of the IAPT. The objectives are to preserve and increase capital for long-term stability of the IAPT and to generate income in support of projects approved by the Council (research grants, symposia, etc.). The Reserve Fund Committee shall comprise two members, appointed by the Council, and the Reserve Fund Manager (as chair). Reserve Fund Committee members shall be appointed for a term of three years. Vacancies on the Reserve Fund Committee may be filled by election at any time by a sim-

- ple majority of the Council. Reserve Fund Committee members may be re-appointed for additional three-year terms. The Reserve Fund Manager shall be bonded at the expense of the IAPT to an amount specified by the Council. It is the duty of each Reserve Fund Committee member to protect and manage the Reserve Fund [described in Article 17] of the IAPT in a manner that seeks to obtain optimal performance in a diversified portfolio of stocks, bonds, mutual funds, and cash instruments. The Reserve Fund Committee determines investment strategy; all policy decisions require approval by a majority of the Committee. One member of the committee and an alternate will be appointed by the Reserve Fund Committee to make the transactions and to track the funds. It is the further responsibility of the Reserve Fund Committee to provide accurate and current information and recommendations regarding the Reserve Fund to the Council so that it can make the most informed financial decisions possible on behalf of the membership. The Reserve Fund Manager is responsible for submitting to the Council quarterly reports to the Executive Committee and an annual report to the full Council. An independent audit report on the Reserve Fund should be conducted every third year by a certified public accountant.
- c. **Nominating Committee.** The Nominating Committee shall be chaired by the most recent living Past-president and two members at large. It shall be the duty of the Nominating Committee to present to the Council for approval a list of two candidates for each of the positions of President, Vice-President, and Secretary-General, and at least 20 for Council members six months prior to the end of each six-year term or six months prior to the International Congress, whichever comes first. Such candidates shall be solicited from the membership at large and from within the Council. The ballot shall be distributed by the Secretary-General to the membership by mail or e-mail at least five months prior to the end of each six-year term.
 - d. **Publications Committee.** The Committee shall consist of the Editor-in-Chief of *Taxon* (Chair), the Editor-in-Chief of *Regnum Vegetabile*, the Secretary-General of the IAPT, the webmaster of the official IAPT website, and one member at large. It shall be the duty of the Publications Committee to oversee the production of all publications, both printed and electronic.
 - e. **Honours Committee.** The Honours Committee makes decisions (by majority vote) on the various awards and medals bestowed on meritorious individuals on a regular basis, including the Engler Medals in Silver and Gold, the Stebbins Medal, and the Stafleu Medal.
 - f. **Grants Committee.** The Research Grants Committee solicits and evaluates applications for the annual competitive research grants program.
 - g. **Membership Committee.** The Membership Committee is charged with evaluating membership needs, patterns, and trends, as well as developing a broader support base for IAPT. The Committee works closely with the Secretary-General and Treasurer in new membership initiatives.
 - h. **Fund raising Committee.** To improve the financial health of the IAPT, the fund raising committee, chaired by the President, is charged to seek new sources of contributions.
10. The fiscal year shall run from 1 January to 31 December.