



The
GLOBAL
PLANT
COUNCIL

CONSTITUTION AND BYLAWS



CONSTITUTION of the GLOBAL PLANT COUNCIL

Article 1 – Name

The name of this organization shall be the GLOBAL PLANT COUNCIL, hereafter referred to as the GPC.

Article 2 - Legal Identity

The GPC was established as a not-for profit entity under Swiss Law in 2012.

Article 3 – Purposes

- 3.1 The GPC is a coalition of plant and crop science societies from across the globe.
- 3.2 The GPC brings plant scientists together to work synergistically toward solving the pressing problems facing humankind, to generate a critical mass and therefore a strong voice for plant science in the global debate.
- 3.3 The GPC does not pursue activities for business or self-interest.

Article 4 - Membership

- 4.1 Membership is open to all not-for-profit professional plant science societies/organizations that represent a body of active professional plant scientists.
- 4.2 Member societies/organizations join the GPC by application to be considered by the Executive Board, signing of the GPC constitution and bylaws, and payment of an annual fee.
- 4.3 All member societies/organizations have the following rights: to one vote in all elections; to nominate individual plant scientists for and to be elected to any office or committee or to serve as an official representative of the GPC. The right to serve the Global Plant Council is subject to such qualifications or requirements as established by the Executive Board of the GPC for any office or committee.
- 4.4 No member society/organization of the GPC shall be entitled to any distributive share of its assets; and in the event of the GPC's dissolution, its assets remaining after payment of its just debts shall be distributed, as determined by majority vote of the members of the GPC, to another tax-exempt not-for-profit organization registered in Switzerland that has similar purposes.

Article 5 – Affiliate Membership

- 5.1 Affiliate membership is open to organizations involved in or supporting plant research.
- 5.2 Affiliate organizations join the GPC by application to be considered by

the Executive Board, signing of a Memorandum of Understanding, and payment of an annual fee.

Article 6 - Annual Meeting

There shall be an annual meeting of the GPC, at any time or place as determined by the GPC.

Article 7 – Executive Board and Officers

- 7.1 The officers of the GPC Executive Board are the Chair, Vice-Chair, Treasurer, and two Executive Board members. Each officer must be a delegate of their respective societies/organizations at the time of their election.
- 7.2 The Executive Board will appoint a President of the GPC who will be a member of the Executive Board. The President can be a member of the elected Executive Board, from a member society/organization, or may be recruited externally to the Executive Board. In case the appointed President is not an elected member of the Executive Board, she/he will become an ex officio member of the GPC Executive Board. The President will serve for a three-year term unless otherwise stated.
- 7.3 The Executive Board will appoint an Executive Director who will be an ex officio member of the Executive Board.
- 7.4 Terms of office begin at the close of the annual meeting of the GPC. The officers of the Executive Board will serve for a three-year term, unless otherwise stated. Officers can only serve two consecutive terms.
- 7.5 Executive Board members will not utilize the GPC for the pursuance of business or for their own self-gain.
- 7.6 Executive Board members provide their time and expertise on a charitable basis and will not claim reimbursement for their expenses. A reasonable compensation can be granted to individual Executive Board members for exceptional efforts.

Article 8 - Election of Officers

- 8.1 The Executive Director shall administer nominations and elections for the Executive Board of the GPC.
- 8.2 Nominations for the officers of the GPC will be accepted from the member societies/organizations by electronic communication, e.g. email or website. In selecting nominees for each elected position of the GPC the Executive Board will solicit the input of the membership and will screen all received nominations to ensure uniform representation of active members. Possible nominees will be consulted by the Executive Board for their willingness to serve, if elected.
- 8.3 Election shall be by a secure electronic ballot process.

- 8.4 The ballots shall be made available to the member societies/organizations in sufficient time to conclude the election, at least ten (10) weeks prior to the annual meeting. At the close of the election the ballots will be counted, and certified by the Executive Director. The nominee for each office who receives a plurality of the votes shall be elected. The names of those elected will be promptly announced at the annual meeting and on the GPC website.
- 8.5 Tie votes are to be resolved by a vote of the Executive Board.
- 8.6 In case of death, disability, or resignation of an officer, the office shall be filled *ad interim* by others on the Executive Board of the GPC. In the case of a vacant office of the Chair, the Vice-Chair will assume the chairmanship of the Executive Board and serve in that capacity through the remainder of the term of the Chair, in addition to fulfilling his/her duties as Vice-Chair. The Treasurer or other member of the Executive Board will fill a vacancy in the office of the Vice-Chair. A member of the Executive Board that has no formal officer duties will fill a vacancy in the office of Treasurer.

Article 9 - Amendments to the Constitution

Proposals for amending the Constitution may be submitted in writing by any member society/organization to the Executive Board at least three (3) months before the dates of the annual meeting. The Executive Board shall review such proposals. Upon approval by the majority of the Executive Board voting, the amendment(s) will be placed to a ballot of the membership either in person or via electronic means, and adopted if approved by a two-thirds majority of the members.

BYLAWS of the GLOBAL PLANT COUNCIL



Section 1 - Duties of the Executive Board

- 1.1 The President shall represent the GPC to all governments, accredited non-government organizations, international organizations working on behalf of national governments (United Nations, World Bank, WHO, FAO, etc.), international and national funding agencies, foundations, donors and private corporations. The President shall establish contacts and promote the mission of GPC to all bodies listed above and to the member societies/organizations. The President shall actively raise funds to support activities and projects that address the global challenges identified by GPC.
- 1.2 The Chair shall preside over the Executive Board, its meetings, and the annual meetings of the GPC. The Chair, in consultation with the Executive Director and Executive Board, shall prepare the agenda for the annual meetings. The Chair shall appoint, charge, and receive reports of any subcommittees and working groups and inform the membership on reports and actions taken. The Chair will confer with the Treasurer and Executive Director as they prepare the annual budget of the Council. The Chair together with President represents the Global Plant Council to all stakeholders and negotiates with them on behalf of the Council. The Chair arranges for the annual performance evaluation of the Executive Director. In all ways, the Chair will provide leadership to the Council.
- 1.3 The Vice-Chair shall assist the Chair in all duties. The Vice -Chair will represent the Chair when the Chair is unavailable.
- 1.4 The Treasurer in collaboration with the Executive Director shall supervise all financial transactions of the GPC and account for these to the Executive Board. The Treasurer will appoint an accredited auditing company for financial auditing and provide an annual financial summary to the Council at the annual meeting.
- 1.5 The Executive Board shall have the power to co-opt up to three persons, in order to meet defined needs, for a maximum of three years. Proposals for additional board members will be sought from Member and Affiliate organizations and will be chosen by the Executive Board and ratified by the Council in-person or via electronic means.
- 1.6 The Executive Board may invite other organizations and individuals to attend and participate in meetings without the right to vote.
- 1.7 The Executive Board is responsible, with approval of the Council, for the development management and advancement of the activities of the GPC, and will provide a report of activities to the council at the annual

meeting.

- 1.8 The Executive Board will meet at least four times a year in person or via electronic media.

Section 2 - Duties of the Executive Director.

The Executive Director reports to the Executive Board and the Council and is responsible for the day-to-day management of the GPC. The Executive director acts as the main point contact for the GPC, represents the GPC at all levels, coordinates activities, aids in setting the agendas for the meetings of the Executive Board and the GPC annual meeting, communicates with the membership, interacts with the stakeholders and target groups, develops policies, coordinates fundraising, monitors the GPC finances and budget, keeps and distributes records of the annual and executive board meetings, keeps records of the Council correspondence, keeps and maintains financial records, and provides administrative support.

Section 3 – Duties of the Council

- 3.1 The Global Plant Council will meet at least once a year at an annual meeting of the GPC.
- 3.2 Members in attendance at the annual meeting of the GPC shall constitute a quorum to conduct necessary business only if 60% of the member societies/organizations have representation at the meeting.
- 3.3 Representation at the annual meeting requires either attendance by the designated representative of the member society/organization or by issuance of a single proxy to a represented society/organization. Only one proxy is permitted for each attending society/organization.
- 3.4 Every matter at the annual meeting unless the constitution states otherwise shall be determined by a simple majority vote of those present. In the case of a tie the chair will have the casting vote.

Section 4 - Membership Responsibilities

- 4.1 All member societies/organizations agree to the mission and goals of the GPC.
- 4.2 All member societies/organizations accept the GPC Constitution and Bylaws and vote on changes as necessary.
- 4.3 All member societies/organizations will make their distinct competencies and knowledge available to further the mission and operations of GPC.
- 4.4 All member societies/organizations will take an active involvement in the GPC activities and initiatives.
- 4.5 Each member society/organization will nominate a designated representative to the GPC who represents and votes on behalf of their

society/organization at the annual GPC meeting. The designated representative is responsible for dealing with correspondence from the GPC, communication of GPC business and provides information to all members of the representative's organization/society and follow up on requests for information from the GPC in a timely manner.

Designated representatives are expected to serve a term of three years and must be a current member of their society at the start of their term. Designated representatives can only serve two consecutive terms.

4.6 Each member society/organization will provide the name and contact details of the treasurer or a member of the society/organization who is responsible for the annual payment of fees to the GPC.

4.7 Each member society/organization will provide details of the main point of contact for distribution of information from the GPC to their membership, if this is not the designated representative.

Section 5 – Affiliate Membership Responsibilities

5.1 All affiliate member organizations agree to the mission and goals of the GPC.

5.2 All affiliate member organizations will make their distinct competencies and knowledge available to further the mission and operations of GPC.

5.3 All affiliate member organizations will take an active involvement in the GPC activities and initiatives.

5.4 Each affiliate member organization will nominate a designated representative to the GPC who represents their organization at the annual GPC meeting. Designated representatives are responsible for dealing with correspondence from the GPC and follow up on requests for information from the GPC in a timely manner. Designated representatives are expected to serve a term of three years. Designated representatives can only serve two consecutive terms.

Section 6 - Membership Fees

The Executive Board shall set membership fees. Information on the specific requirements for membership and for fees will be made available on request from the Executive Director. Membership fee will be set on a tiered scale such that member societies/organizations can contribute according to their means.

Section 7 – Subcommittees and Working Groups

The GPC may appoint subcommittees or working groups for specific purposes.

7.1 The chair of a subcommittee / working groups shall be appointed by the Executive Board with membership approval by ballot.

7.2 The membership of the subcommittee/working group shall be by

invitation from the Chair of the subcommittee /working group and the Chair of the GPC. The Chair of the subcommittee /working group and the Executive Board shall approve all members of the subcommittees/working groups.

- 7.3 Subcommittees or working groups will report to the executive board in the first instance and provide a written report to the Council at the annual meeting.

Section 8 - Amendments to the Bylaws

Amendments to these bylaws may be made as described in Article 9 of the Constitution. A two-thirds majority shall be required for passage by the Executive Board and by the membership.

CONSTITUTION and BYLAWS of the GLOBAL PLANT COUNCIL

Signed on behalf of _____


Name and position: _____

Signature: _____

Date: _____

Signed on behalf of the Global Plant Council (GPC)

GPC Chair, Professor Barry Pogson

Signature:  _____

Date: 25th September 2017