THE SOCIETY OF HHMI PROFESSORS

Mission Statement and Rules of Order

Mission Statement

The Society of HHMI Professors is a society of accomplished research scientists with a passion for education, each of whom has participated in the HHMI Professors Program as a grantee of the Howard Hughes Medical Institute (HHMI). As HHMI Professors, we seek to promote the integration of scientific research into every aspect of science education. The Society works through its members to help frame educational goals, create teaching methods and materials that are effective for a diverse group of students, and generate rigorous scientific analysis of these methods. The Society operates exclusively in furtherance of educational, charitable, scientific and literary purposes.

Rules of Order

I. Members

Membership is conferred to individuals upon their appointment by HHMI as an HHMI Professor and individuals may retain membership as long as they continue to adhere to the Terms and Conditions associated with the HHMI Professor Award they received. All Members are eligible to vote in Society elections and may be elected to office in the Society.

II. Executive Board and Officers

Section 1. Executive Board. The Society shall govern its proceedings with the oversight of an Executive Board, comprised of six Members of the Society (each, an “Officer” and “Executive Board Member”). Three Executive Board Members must be HHMI Professors receiving support under a current HHMI grant and the remaining three Executive Board Members must be HHMI Professors who previously received support under an HHMI grant. The Members of the Society shall elect each Executive Board Member, including one such Executive Board Member who shall be appointed as Chair of the Executive Board. The Executive Board Members shall deliberate and decide issues of concern to the Society. The responsibility of the Executive Board shall be to establish policies for the benefit of the Society in accordance with the Mission Statement and Rules of Order, and to authorize and appoint members to standing committees to address specific issues of concern to the Society from time to time. The Executive Board is also charged with identifying topics of interest to the Society and coordinating the writing of publications, position papers, and other mechanisms for disseminating the determinations and considered opinions of the Society, either directly or by appointment of a temporary committee. Additionally, the Executive Board, either directly or by appointment of a temporary committee, will organize the Annual Meeting of HHMI Professors, including development of the agenda, topic review, and speaker and panel recruitment.

Section 2. Other Officers. The Members may elect such other officers as they shall deem necessary, who shall have such authority and perform such duties as shall from time to time be prescribed by the Executive Board.

Section 3. Performance of Duties. An Officer of the Society shall perform his or her duties, including those associated with service on any committee of the Society, in good faith, in a manner he or she reasonably believes to be in the best interests of the Society, and with such judgment as an ordinarily prudent person in a like position would use under similar circumstances.
Section 4. Term of Office. When the Executive Board is initially formed, the initial Chair will serve for three years, two Executive Board Members shall serve initial four-year terms, two Executive Board Members will serve initial two-year terms, and one Executive Board Member will serve an initial one-year term, in order that the terms of service are staggered in time. Thereafter, the Executive Board Members and the Chair of the Executive Board shall serve three-year terms. An individual elected as a Chair of the Executive Board shall be ineligible for re-election to the position of Chair for a period of five years following completion of a three-year term of office. Individuals elected to the board shall serve no more than two consecutive terms.

Section 5. Chair of the Executive Board. The Chair shall preside over the Society, and shall direct the activities of the Executive Board. The Chair, with the approval of the Executive Board, may appoint Members of the Society as representatives to other groups, or to serve on standing committees. The Chair shall, in general, perform all duties incident to the office and such other duties as may be prescribed by the Executive Board from time to time.

Section 6. Quorum, Manner of Acting and Adjournment. At all actual or telephonic meetings of the Executive Board, the presence or participation of a majority of the Executive Board Members then serving shall be necessary to constitute a quorum for the transaction of business. Except as otherwise provided by these Rules of Order, the acts of a majority of the Executive Board Members participating in a meeting at which a quorum is present shall be the acts of the Executive Board. In event of a tie vote, the Chair will have one additional tie-breaking vote. A majority of the Executive Board Members present at any meeting, whether or not they shall constitute a quorum, may adjourn the meeting from time to time without further notice.

Section 7. Participation by Electronic Means. Any member of the Executive Board or any committee established by the Executive Board may participate in a meeting of the Council or committee by means of telephone conference, electronic chat, or similar communication equipment by which all persons participating in the meeting can see or hear the responses of all other members at the same time. Such participation shall constitute presence in person at the meeting.

III. Election of the Executive Board Chair and Members

Section 1. Elections. Regular elections shall be held annually. Those receiving the highest number of qualified votes in any election shall be declared elected. Terms for all Officers and other Members elected to the Executive Board shall begin January 1 of the calendar year following their election to office.

Section 2. Election and Voting Procedures. Nominations for Executive Board Members shall be made by the Members. The Members shall make at least one nomination for each open Executive Board position to be filled. The final list of nominees arranged as a ballot shall be emailed to all Members the earlier of at least six weeks before the annual meeting or by May 1, and ballots must be returned the earlier of at least two weeks before the annual meeting or by June 1. At least 30% of the Members entitled to vote must vote in the election for the results of a ballot to be valid. When the term of a Chair expires, or otherwise becomes vacant, the Executive Board will nominate and select a new Chair.

Section 3. Vacancies. Interim vacancies may arise because of death, resignation, disqualification or removal. An interim vacancy in the Chair position shall be filled by advancement of one member of the Executive Board by acclaim of the Executive Board.

A vacancy in the office of Member of the Executive Board shall remain open until the next regular election at which time both the offices of the Chair and Member of the Executive Board shall be filled by election.
Section 4. Removal. The Chair or Executive Board Members may be removed by special election requiring a two-thirds majority of the voting Members.

Section 5. Resignation. Any Chair or Executive Board Member may resign at any time by giving written notice to his or her fellow Executive Board Members. Such resignation will take effect upon receipt of notice thereof, or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

IV. Standing Committees

Section 1. Committee Establishment and Appointments. The Executive Board may establish from time to time standing or temporary committees of the Society with such purposes as it may designate. The Chair of the Executive Board shall appoint, in consultation with the Executive Board, Standing and Temporary Committee Chairs and Members to fill vacancies arising during his or her term. Except as otherwise provided by resolution of the Executive Board, members of standing and temporary committees shall be appointed from among the Members of the Society.

Section 2. Other Committees. Other committees not having the authority of the Executive Board in management of the Society may be established in such manner as may be designated by a resolution adopted by a majority of the Executive Board Members present at a meeting at which a quorum is present.

V. Limitations on Powers

Section 1. The Executive Board may not authorize any Officer(s), Member(s) or agent(s) to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society.

Section 2. Individual members of the Society may refer to their affiliation as an HHMI Professor in making public statements. However, the Members and Executive Board shall not issue any public position papers or statements in the name of the Society without the prior written approval of the Howard Hughes Medical Institute.

VI. Amendments

Amendments to the Mission Statement or Rules of Order may be initiated by individual Members of the Society or by the Executive Board. Amendments must be acted upon by the Executive Board within six months of submission. Approval by a two-thirds majority of the entire Executive Board and the written consent of HHMI’s Vice President of Science Education is required for further consideration of an amendment. The amendment must then be presented to the Members by mail or email ballot within six months of Executive Board approval and must be ratified by a majority of those Members of the Society voting.

Relevant Terms and Conditions violation(s) would fall under the clause that requires a grantee institution to notify HHMI in cases of institutional or individual wrongdoing or for ethical or contractual violations. A sample clause (2017), follows:

Activities sponsored by the Grantee Institution for the purposes of the grant must be conducted in a responsible manner. Grantee Institution personnel and participants supported by the grant are expected to conduct program activities according to the highest scientific and ethical standards and in compliance with all applicable laws and regulations and Grantee Institution policies, including those regarding protection of human research subjects, humane care and use of laboratory animals, and laboratory safety.

In the event that an allegation of misconduct is brought against personnel or a participant in a grant-funded program, s/he will be subject to the procedures in place at the Grantee Institution. If an allegation of misconduct is made against the participant or personnel in a grant-funded program or the Grantee Institution, a responsible institution official (e.g., the Senior Administrator for this grant) must notify the Institute’s Vice President for Science Education (in confidence unless otherwise agreed by the responsible institution official) of the allegation, the procedures that will be followed, and the outcome of any inquiries and investigations arising from the allegation.