

BYLAWS AND RULES OF THE AMERICAN SOCIETY OF MAMMALOGISTS
(Revised June 2008)

BYLAWS

ARTICLE I. NAME AND OBJECTIVES

Sec. 1. This Society shall be known as the American Society of Mammalogists

Sec. 2. The objectives of the Society shall be the promotion of the interests of mammalogy by holding meetings, issuing serial or other publications, aiding research, and engaging in such other activities as may be deemed appropriate to the objectives.

Sec. 3. The Society shall not be organized or operated for profit, and no part of the Society's net income nor any of its assets shall inure to the benefit of the Officers, Directors, Trustees, or Members, except as scientific publications, Honoraria for research, special recognition, or service rendered, as approved by the Board of Directors. No substantial part of The Society's activities will consist of carrying on propaganda or otherwise attempting to influence legislation, or of participating in any political campaign on behalf of any candidate for public office.

ARTICLE II. MEMBERSHIP AND FEES

Sec. 1. The Society shall consist of Annual Members, Student Members, Life Members, Honorary Members, Patron Members, and Emeritus Members.

Sec. 2. Any person may be elected to membership upon payment of dues. All annual memberships are for one calendar year. Formal election of Members takes place at each annual stated meeting. Members are entitled to participate in the business sessions of the Society, to vote for elective Officers and Directors-at-Large, to serve as Officers, to receive the *Journal of Mammalogy* free of charge, and to purchase at a discount most other publications of the Society. Members eligible for Student membership must be enrolled in an undergraduate or graduate degree program at the time of the payment of dues.

Sec. 3. Any Member, upon payment of a lump sum or upon payment of consecutive annual installments specified by the Board of Directors, shall be entitled to Life Membership and shall be exempt from annual membership dues from the time of initial payment. Life Membership is conferred upon completion of payment.

Sec. 4. Honorary membership is conferred by the Society in recognition of distinguished service to mammalogy. Honorary Members shall be elected by a majority vote of the Members in attendance at an annual stated meeting upon the recommendation of the Board of Directors. Such recommendation by the Directors shall require a minimum of 75 percent support of those Directors voting. Honorary Members shall be exempt from dues and shall be entitled to Life Membership and shall receive free all publications of the Society issued subsequent to election.

Sec. 5. Upon payment of a lump sum or installments in an amount and payment schedule specified by the Directors, any person recommended by the Board of Directors may be elected a Patron Member. Patron Members shall be entitled to Life Membership and shall receive free all publications of the Society issued subsequent to

election.

Sec. 6. Individuals who have been for twenty-five (25) years Members in good standing of the American Society of Mammalogists shall be eligible for Emeritus Membership at their request and shall be exempt from dues. Such membership will not carry with it the right to vote, or the right to receive the Journal free. When a Member is eligible for Emeritus membership and is in arrears for dues, the Secretary-Treasurer shall notify the Member indicating that it is necessary to request such change in membership rank. At each annual meeting the Secretary-Treasurer shall report to the Board of Directors, for their approval, the names of Members who are to be added to the Emeritus membership list.

ARTICLE III. OFFICERS AND ELECTIONS

Sec. 1. Elective Officers of the Society shall be a President, a President-elect, a Vice-President, and a Recording Secretary. These, together with the Secretary-Treasurer, the Journal Editor, the Chair of the Trustees, the Past Presidents, and eighteen persons elected from the Society at large, shall constitute the Board of Directors.

Sec. 2. The President-elect shall be elected for a two-year term. At the end of that term, the President-elect shall become the President, and shall serve for an additional two-year term. Persons who have served as President may not be reelected to the position of President-elect. The other elective Officers shall be elected for one-year terms and may be reelected. Directors-at-large shall be elected for three-year terms and may be reelected. Six Directors shall be elected each year.

Sec. 3. Incumbents shall continue to serve until their successors qualify, which shall be the close of the stated annual meeting unless otherwise designated by the Board of Directors.

Sec. 4. In elections of Officers a majority shall elect. In cases of multiple candidates, a clear majority shall elect. In the absence of a clear majority, a second ballot shall determine the election of one of the two nominees receiving the greatest number of votes on the previous ballot.

Sec. 5. In elections of Directors each Member may vote for five of the Members nominated as candidates in an initial round of nominations. The five nominees receiving the greatest total number of votes shall be declared elected. In addition to the election of these 5 directors, an additional director shall be elected from student nominees. To be eligible for nomination as a student, the Member must be enrolled or accepted for enrollment in a college or university in the Fall Term following the meeting at which the election is taking place. A majority of both student and non-student Members voting shall elect following the procedure specified for Officers in Sec. 4. Directors elected from the pool of student nominees are eligible to complete their full term regardless of continued student status, and may be re-nominated for a student Director position as long as they retain student status.

Sec. 6 The Secretary-Treasurer and the Journal Editor shall be appointed by the Directors. The appointment of Secretary-Treasurer shall be for an anticipated 6-year term and that of the Journal Editor for an anticipated 3-year term, both with annual reconfirmation by the Directors and re-appointment possible by mutual consent of the incumbent Officer and the Directors. Performance by these Officers shall be reviewed at each annual stated meeting, with re-appointment anticipated for the specified term unless prior notice has been received of unwillingness to continue to serve, or for just

cause. Just cause may be determined by either:

- a) A vote of no confidence by a majority of the Directors at the annual Directors' meeting, or
- b) A petition indicating no confidence that is signed by 20 percent or more of the Members present at an annual stated meeting. Such a petition shall require the Directors to submit the question of confidence to the membership for a vote. Passage shall require support of two-thirds of those Members present and voting.

Sec. 7. No Member may hold two offices concurrently, and no Member shall be entitled to more than one vote.

Sec. 8. Vacancies among the Officers or Directors may be filled temporarily by appointment by the Directors upon recommendation from the President, and persons so appointed shall hold office until their successor shall have been elected.

Sec. 9. The President is empowered to speak for the Society, and shall preside over the Board of Directors and at the Members sessions of the Society. It shall be the President's responsibility to appoint members of the standing committees, and the President, either independently or following action of the membership, may organize, charge, and discharge ad hoc committees as needed in the conduct of affairs of the Society.

Sec. 10. The President-elect shall serve in the absence of the President.

Sec. 11. The Vice-President shall serve in the absence of the President and President-elect.

Sec. 12. The Recording Secretary shall keep the minutes of the Directors' meetings and the Members' sessions of the Society, and shall ensure that the substance of the Society's actions is published in the *Journal of Mammalogy*.

Sec. 13. The Secretary-Treasurer shall be the Executive Officer of the Society under the general direction and subject to regulations of the Board of Directors, and shall be bonded at the Society's expense in the amount specified by the Board of Directors. The Secretary-Treasurer shall conduct the business affairs of the Society, issue notices of annual or special meetings, and present financial reports to the President when requested and an annual report of the activities of the Executive Office, including an audit, to the Directors and the Society at the annual stated meeting. The Secretary-Treasurer shall, subject to regulations of the Board of Directors, be responsible for all funds of the Society, except for the Reserve Fund, which shall be under the supervision of the Trustees. The general fund accounts shall be subject to the signature of the Secretary-Treasurer.

Sec. 14. The Journal Editor shall be responsible for the matters relating to publication of the *Journal of Mammalogy*.

Sec. 15. The Directors shall be the executive and policy-making body of the Society. Their duties shall include appointment of the Secretary-Treasurer, the Journal Editor, and the Trustees, and election of Editors upon recommendation of the Publications Committee. The Directors shall adopt a budget based on recommendations from the President, and shall approve in advance the proposed annual expenditures of special funds other than the Reserve Fund. They shall advise the President on affairs

pertaining to the Society, and carry out responsibilities vested in them as indicated in other articles of this instrument.

ARTICLE IV. MEETINGS

Sec. 1. An annual stated meeting shall be held in each calendar year, ordinarily in June. The place of meeting shall be selected at an annual meeting at least two years in advance by a majority vote of Members in attendance at that annual meeting. In the event of no decision, or in case of emergency, the Directors are empowered to act. Notice of the stated meeting shall be made in the *Journal of Mammalogy*.

Sec. 2. A special meeting of the Board of Directors may be called at any time by the President, or by the President-elect or Vice-President serving in the President's absence. A special meeting of the Society may be called at any time by order of a majority of the Directors, provided that notice of the purpose, place, and date of the meeting be given to the membership at least thirty (30) days in advance.

ARTICLE V. QUORUM

Fifty shall constitute a quorum of the Society and one-third of the Directors a quorum of the Board of Directors. Action by a quorum at an annual stated meeting or a special meeting shall constitute action by the Society.

ARTICLE VI. AMENDMENTS

Amendments to these Bylaws, recommended by the Directors, may be adopted at any annual stated meeting by a two-thirds vote of the Members present and voting, provided that notice of proposed amendments has been made available to each Member at least two months before the meeting.

ARTICLE VII. RULES

Upon recommendation of the Directors, Rules may be adopted, amended, or repealed at any annual stated meeting by two-thirds vote of the Members voting.

ARTICLE VIII. COMMITTEES

Sec. 1. Standing committees shall perform continuing functions of the Society requiring action between annual stated meetings. Standing committees shall be appointed by the President, who shall designate the Chairs.

Sec. 2. The Chair of each standing committee shall report to the Society at each annual stated meeting.

Sec. 3. Ad hoc committees may be established at the discretion of the President or by a majority vote of the membership in attendance at a Members Meeting. Ad hoc committees cease to exist when their charge is completed, as determined by the President.

ARTICLE IX. TRUSTEES

Sec. 1. A Board of three Trustees, appointed by the Directors, shall hold all of the

funded property of the Society in trust with power to sell and to reinvest according to their judgment. Trustees shall be bonded at the Society's expense in an amount specified by the Board of Directors.

Sec. 2. One Trustee shall be appointed for a term of three (3) years at each annual stated meeting. The Trustees shall select their Chairman, who shall be a voting member of the Board of Directors. Vacancies among the Trustees may be filled by election at any time by a majority vote of the Directors voting.

Sec. 3. As the legal trustee of the Society's Pooled Income Fund, the Board of Directors shall appoint three persons to act as trustees of this fund, under the same conditions specified for Trustees of its Reserve Fund in Sec. 2, except that the chair, as such, shall not be a voting member of the Board of Directors. A report of the Pooled Income Fund shall be presented to the Board of Directors annually.

Sec. 2. Trustees shall be bonded at the Society's expense in an amount specified by the Board of Directors.

Sec. 3. One Trustee shall be appointed for a term of three (3) years at each annual meeting. The Trustees shall select their Chair, who shall be a voting member of the Board of Directors. Vacancies among the Trustees may be filled by election at any time by a majority vote of the Directors voting.

Sec. 4. The Chair of the Trustees shall present an annual report to the Board of Directors on the status of both the Reserve Fund and the Pooled Income Fund.

ARTICLE X. RESERVE FUND

Sec. 1. The funds and properties of the Society under the control of the Trustees shall be designated collectively as the Reserve Fund. A part of the Reserve Fund may, with the approval of the Directors, be returned annually to the Secretary-Treasurer for the conduct of the Society's business. This annual payment need not be exactly equal to the sum of interest and dividends received.

Sec. 2. All moneys received from Life Members and Patrons in consideration of their election as such, and all gifts for unrestricted or restricted purposes approved by the Board of Directors, shall be allocated to the Reserve Fund for investment.

Sec. 3. Bequests and trusts having for their object the advancement of mammalogy or the welfare of the American Society of Mammalogists may be accepted and administered by the Society. Before acceptance of any such trust, the Board of Directors shall consider the object of the trust and all conditions and specifications attached thereto, and shall report its action to the Society. Bequests shall be added to the Reserve Fund of the Society and managed by the Trustees. Trusts shall be managed as agreed to in the trust instruments.

Sec. 4. Both the principal and income of the funded property of the Society shall be used solely to further study and dissemination of knowledge of mammals, as set forth in the Name and Objects of the Society; but the funded property shall be administered and operated in such a manner that it will at all times maintain a tax exempt status under the provisions of the United States Internal Revenue Code, both for income tax and gift tax purposes.

ARTICLE XI. POOLED INCOME FUND

Sec. 1. The Pooled Income Fund is an investment option that provides donors with tax

advantages when they give stock, cash, or other property to the Society and receive income from that gift after it is invested by the Board of Trustees. At the death of the donor, the contributed asset is transferred to the Reserve Fund.

Sec. 2. The object of the Pooled Income Fund shall be to facilitate further growth of the Reserve Fund for the purposes specified in Article X, sec. 4.

ARTICLE XII. DURATION

Perpetual operation of the Society is contemplated hereby, but in the event of dissolution, the Directors shall distribute the assets and accumulated income for such charitable, scientific, literary, or educational purposes as in their judgment qualify under the provision of the Internal Revenue Code.

RULES

RULE I. ELECTION OF OFFICERS

The election of Officers shall be as follows:

Nominations shall be made from the floor for Officers in the following order: President-elect, Vice-President, and Recording Secretary. Nominations shall be made and closed for each office. The balloting shall be completed and the results reported to the membership before proceeding to the nomination for the next office herein above specified.

Following the election of Officers, nominations shall be made from the floor to fill the six vacancies on the Board of Directors. Nominations for the Board of Directors shall be done at the first members meeting and the election of the Board of Directors shall be the first order of business at the second members meeting following the posting of qualifications of the nominees. Balloting for Officers and Directors shall be as specified in Article III, Sections 5 and 6. Voting shall be by secret ballot, and no proxy votes are allowed.

RULE II. ORDER OF BUSINESS

The order of business at the annual stated meeting, unless changed by a majority vote of Members present and voting, shall be as follows:

1. Reading and approval of the minutes of the previous meeting.
2. Appointment of temporary committees and tellers.
3. Report of the Secretary-Treasurer.
 - a. Statistical summary.
 - b. Election of nominees to Membership.
 - c. Financial report.
4. Report and recommendations of the Board of Directors.
5. Consideration of amendments to the Bylaws and Rules.
6. Election of Officers and Directors and reports of committees.
(Reading of the resolutions and report of the Honorary Membership Committee are made at the first Membership Meeting)
7. New and unfinished business.

- a. Reports of representatives to other societies.
 - b. Final presentation and vote on resolutions, except for the host resolution.
 - c. Selection of next place of meeting.
 - d. Other business.
8. Adjournment.

RULE III. DUES AND FEES

Annual dues for Members shall be set by the Directors and are payable in advance.

RULE IV. DELINQUENTS

Members whose dues are in arrears shall not be entitled to receive the *Journal of Mammalogy*, participate in members meetings, or serve on Society committees. The names of Members whose dues are in arrears for more than two years shall be presented to the Directors for action. Such individuals are not eligible to vote, or serve on committees or as Officers or Directors.

RULE V. RULES OF ORDER

Parliamentary procedure not covered in these Bylaws and Rules shall follow Robert's Rules of Order. The President may designate a parliamentarian.