

SPNHC

Society for the Preservation of Natural History Collections

COUNCIL INFORMATION

Rev. 2017

Council Bylaws

Article VII. Section 1: Council. The Society's affairs shall be conducted through a Council consisting of the following members: the Executive Officers plus six Members-at-large. All members of Council shall be entitled to one vote each. All members of Council will act without remuneration (Bylaws Article VII. 1).

Article VII. Section 2: Quorum. A quorum of Council shall consist of two-thirds of the Council Members.

Article VII. Section 3: Meetings. Council shall meet at the Annual Meeting of the general membership and at other times and places as it deems necessary. Council decisions are determined by a simple majority of voting Council Members present. When all Council Members consent, a Council Member may be deemed in attendance when communications equipment can be used to allow all persons participating in the meeting to hear all other participants.

Between regular meetings of Council the President or, on request, the Secretary shall send to each Council Member pertinent information about matters of concern. Council may discuss and vote via appropriate communications medium on matters deemed by the President to require immediate action.

The duties and selection of Council are outlined in the Bylaws (Articles VI and VII).

Council Procedures

Attendance at Council Meetings

Newly elected Council members who have not yet taken office are invited to attend meetings of Council as non-voting observers.

Other individuals. At the discretion of the President, *other individuals* attending the Annual Meeting may be invited to attend meetings of Council. As a courtesy, the President will inform Council as to who will be invited (adopted by SPNHC Council, May 9, 1990).

Committee chairs are expected to attend the Council meetings and participate in discussion, but may not vote or make or second motions, unless they happen also to be a member of Council or when the motion represents a recommendation from the committee related to that committee's fundamental charge. (For example, the Recognition and Grants Committee forwards the name of a nominee for the SPNHC Award to the President. Under Robert's Rules, the committee's request for approval of the nominee by Council is the equivalent of a motion and second, which the President carries forward to Council for a vote.)

Council Meetings

The Council meeting usually follows the committee meetings during the Annual Meeting and affords an opportunity for committee chairs to report on progress and to seek Council approval for proposed projects.

Electronic Meeting and Voting Procedures

(Policy) Council can conduct official business by email, following written procedures. (Accepted 2 July 1999; procedures amended Oct. 2017).

- a) Any member of Council (except the President), may send an item for discussion to the President as a motion.
- b) The President (or on request, the Secretary), presents the motion to all Council Members and the expanded assembly (Committee Chairs and Representatives/Liaisons), by email and asks if another Council Member will second the motion in order to bring it before Council for official discussion. (Alternatively, the person advancing the discussion item can line up a second to the motion before forwarding that motion to the President, in which case the President (or Secretary) will indicate that there is a motion and a second and open the motion before Council and the expanded assembly for discussion). This act shall constitute the opening of an electronic Council Meeting, and the email subject line will indicate that an electronic Council meeting is opening.
- c) Discussion is open to Council Members and the expanded assembly, for a period of time specified by the President (or Secretary). Council and expanded assembly members contributing to the discussion will “reply all” to allow for the e-meeting to remain intact as a single conversation. The expanded assembly involvement may be restricted in the case of confidential issues, such as award recognition, disciplinary action as described under the Bylaws, or other matters that may arise from time to time. Any Council Member may call for confidential discussion if the circumstances are warranted, however open discussion with expanded assembly participation should be encouraged whenever possible.
- d) Following completion of the designated discussion period, the President (or Secretary) calls for a vote by Council Members. The President (or Secretary) will specify a period of time for completion of the vote.
- e) Council Members post their vote to the President and Secretary. A quorum is reached when eight members have participated in the vote.
- f) Participation in the voting process is the only means of registering the presence of Council Members during an electronic meeting. Council Members must vote

using one of the following: yes, no, or abstain. Abstentions are sent as a specific vote, and not assumed when a Council member does not submit a vote.

- g) The Secretary tabulates all votes and notifies the President, then notifies the Council Members and the expanded assembly of the outcome.
- h) The Secretary must verify receipt of copies of all discussion and the details of the vote count, with the President. These details must include the names of all Council Members who participated in the vote, and the date and manner of voting. The meeting cannot be adjourned officially until the President is assured that the Secretary has obtained the details needed to describe the essence of the meeting and the outcome of the vote in the same way that it is detailed for regular meetings of Council.
- i) The Secretary will incorporate the minutes of electronic meetings into the records of the Society, to be read and approved at the same time that Council approves the minutes of the previous Annual Meeting. Preliminary copies of these electronic meetings may be provided to the Treasurer as needed for the annual audit. However, they should be treated in the same way as the Council Meeting minutes of the previous Annual Meeting until approved by a regular meeting of Council.

Revisions

10 March 2002: Policies moved from this section to the SPNHC Policies section.

29 April 2004: The first part, up to and including the E-mail voting procedures, includes established procedures. The remainder needs further input. JW

October 2017: Electronic meeting and voting procedures revised. (Pres. Linda Ford and Sec. Cindy Opitz)

January 2018: Electronic meeting and voting procedures incorporated and remaining content revised according to 2017 bylaw updates, reorganized, reformatted, prior to publication on SPNHC website. (Sec. Cindy Opitz)