

# Society for the Preservation of Natural History Collections Bylaws

(as revised and approved 1994, 2011, 2017, 2023)

## ARTICLE I. NAME

The name of the organization shall be the Society for the Preservation of Natural History Collections, hereafter referred to as the Society.

## ARTICLE II. NATURE

The Society is a multidisciplinary organization, including persons within the fields of anthropology, botany, geology, paleontology, zoology, living collections, and others who are interested in the management, conservation, and preservation of natural history collections. Natural history collections comprise specimens, and supporting analog and digital documentation, such as labels, ledgers, card catalogs, library materials, field data, photographs, audio and video files, X-ray and CT scans, and archives. Preservation refers to any direct or indirect activity providing continued and improved management and care of these collections and supporting documentation.

## ARTICLE III. PURPOSE

The purpose of the Society shall be:

- a) to provide for and maintain an international association of persons who study, care for, work with, or are interested in natural history collections;
- b) to encourage studies about the essential requirements for preservation, management, storage, research, and display of natural history collections;
- c) to publish a journal and newsletter as well as encourage the dissemination of information about natural history collections in journals, bulletins, proceedings, and wherever such information is appropriate; and
- d) to hold annual meetings and encourage conferences, symposia, workshops, and other meetings about natural history collections in order to facilitate exchanges of ideas and information.

## ARTICLE IV. MEMBERSHIP

### Section 1.

Classes of Members. The Society shall consist primarily of seven classes of

membership, namely, Regular, Student, Library/Subscription, Institutional/Associate, Corporate/Commercial, Life Members, and Honorary Members (bestowed). Other categories of membership can be added or removed as needed by the Society, with approval of a majority of the Council Members. Unless otherwise stated, membership is by way of application.

## **Section 2.**

Regular, Student, and Life Members. Any individual interested in or concerned about natural history collections is eligible to apply for Membership. Regular Members shall be eligible to vote at Business Meetings of the general membership, vote for Council Members on Society ballots, hold office in the Society and receive Society publications.

Student Members shall enjoy the same rights and privileges as Regular Members. Student membership is available to individuals enrolled in a course of study leading to a degree.

Life Members have elected to pre-pay their membership in the Society in perpetuity and shall enjoy the same privileges as Regular Members.

## **Section 3.**

Library/Subscription Members. University and Institutional libraries shall be eligible to join the Society as Library/Subscription Members. Such Members shall receive only the publications of the Society and they shall not be entitled to voting privileges.

## **Section 4.**

Corporate/Commercial and Institutional/Associate Members. Government departments, corporations, private institutions, and others shall be eligible to join the Society as Corporate/Commercial Members; institutions and organizations whose mission or goals align with the Society shall be eligible to join as Institutional/Associate Members. Such members shall receive the publications of the Society and may appoint a delegate to attend Business Meetings of the general membership. Corporate/Commercial Members and Institutional/Associate Members, through their delegate, may vote at Business Meetings of the general membership and vote for Council Members on Society ballots. Delegates may not hold office in the Society.

### **Section 5.**

Honorary Members. Council may elect Honorary Members in recognition of outstanding contributions to natural history collections or to the Society.

Honorary Members have all the rights and privileges of Regular Members.

### **Section 6.**

Dues and Assessments. Council shall set annual dues and special assessments to the members according to the needs of the Society. The membership year shall be the calendar year, and dues shall be payable in advance. Honorary Members shall not be billed for annual dues or other assessments. Failure to pay dues will result in loss of membership, but membership may be reinstated for the years that dues are paid.

### **Section 7.**

Removal of Membership. Any member who conducts activities counter to the objectives of the Society and in a manner viewed as unacceptable by members of the Council, may have his/her membership revoked by two-thirds vote of the Council. Reinstatement may be provided by a simple majority vote of the Council members after supporting information has been presented.

### **Section 8.**

Voluntary Membership Withdrawal. Any member may voluntarily withdraw from membership by delivering a written resignation to the President.

## **ARTICLE V. MEETINGS**

### **Section 1.**

Annual Business Meeting. The Society membership shall meet annually or at such place and time as the Council shall resolve. A Council Meeting of officers, committee chairs, society representatives and Members-at-large, and a Business Meeting of the general membership, shall be held during the annual meeting of the general membership. The general membership can request that Council call special meetings of the Society by submitting a written requisition signed by at least 20% of the voting members.

### **Section 2.**

Conduct of Business. Business of the Society shall be transacted at Annual or Special Business Meetings of the general membership. Conduct of the meeting

shall adhere to “Robert’s Rules of Order” in all cases to which they are applicable, and in which they are not inconsistent with the bylaws or other rules adopted by the Society. Every resolution shall be determined by a majority of voting members present, unless specifically provided by statute or these Bylaws.

### **Section 3.**

Notice of Meetings. Members shall be given written notice of Annual or Special Business Meetings of the general membership by mailing to each member a notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose for which the meeting is called, and give sufficient information to members about such meetings to allow them to form a reasoned judgment on any decision to be taken. Notice of Special Business Meetings of the general membership shall be mailed not less than ten days before the date of the meeting.

Written notice of the next Annual Business Meeting of the general membership is to be given no later than six days before the date of the meeting.

### **Section 4.**

Quorum. A quorum for transaction of business at Business Meetings of the general membership shall be voting members representing not less than 5% of the total number of voting members in good standing.

### **Section 5.**

Voting and Representation. Each Regular, Student, Honorary, Life Member, and Corporate/Commercial and Institutional/Associate delegate in good standing and present shall be entitled to one vote on each issue at Business Meetings of the general membership.

## **ARTICLE VI. OFFICERS**

### **Section 1.**

Executive Officers. The executive officers shall be the President, the Past-President, the President-Elect, the Secretary, the Treasurer, the Managing Editor, and the Membership Committee Chair. Executive officers are required to be Regular, Honorary or Life Members in good standing.

**Section 2.**

Presidential Officers. The President shall be the chief executive officer of the Society, shall preside at meetings of Council and Business Meetings of the general membership, shall be responsible for executing policies determined by Council, shall act as spokesperson for the Society, and shall see that all orders and resolutions of Council are carried into effect.

The Past-President and the President-Elect shall assist the President, shall be members of Council, and shall substitute for the President when necessary. The President-Elect shall be elected by a plurality of votes cast by voting members of the Society.

**Section 3.**

The Secretary. The Secretary shall assist the President, shall answer all general correspondence directed to the Society, and shall be responsible for the minutes of all meetings of Council and the Business Meeting of the general membership. The Secretary shall be elected by a plurality of votes cast by the voting members of the Society.

**Section 4.**

The Treasurer. The Treasurer shall be responsible for all monies and valuable effects in the name and to the credit of the Society, for full and accurate accounting of receipts and disbursements in books belonging to the Society, and for maintaining a current list of members. The Treasurer shall have signatory powers and shall disburse the funds of the Society as may be ordered by Council. The Treasurer shall render to the President and Council at the Annual Business Meetings of the general membership, or when Council so requires, an account of the financial transactions and status of the Society. The Treasurer shall be appointed by the President with the approval of a majority of the Council Members.

**Section 5.**

The Managing Editor of the Society's Journal. The Managing Editor of the Society's publications shall be responsible for obtaining reviews, selecting and editing copy, layout, printing, distribution, and any other functions necessary to get material to the members in a timely fashion. The Managing Editor shall

be appointed by the President with the approval of a majority of the Council Members.

#### **Section 6.**

The Membership Committee Chair. The Chair of the Membership Committee shall be responsible for activities that promote the growth, retention, and diversity of the membership. The Membership Committee Chair shall be appointed by the President with the approval of a majority of the Council Members.

#### **Section 7.**

Nomination of Officers. A slate of candidates for office shall be prepared annually by an Elections Committee appointed by Council. Candidates may be proposed in writing by Regular, Student, Life or Honorary Members in good standing. The committee shall present a slate with a minimum of one name for each position and with due regard to the proposals received. Elections of officers shall be carried out prior to the Annual Business Meeting of the general membership, and the officers elected will take office at that meeting. Both the ballot and the responding votes of the entitled members shall be transmitted via appropriate communications media approved by Council. Regular, Student, Honorary, and Life Members and delegates of Corporate/Commercial Members and Institutional/Associate Members may vote for officers. The President shall be responsible for overseeing the elections and communicating the results of the election.

#### **Section 8.**

Vacancies. Should the office of the President become vacant, the President-Elect shall become President. The President-Elect will complete the term of the President as well as the regular term of President for which the individual was elected.

Should the office of President-Elect become vacant, Council shall by majority vote elect a Council Member to serve in an interim capacity until a replacement can be elected by the general membership, thus the following election may include candidates for the office of President-Elect and President.

Should the office of Past-President become vacant, it will not be filled.

Should the office of Secretary become vacant, the President shall appoint a Regular, Honorary or Life Member in good standing to serve as interim Secretary with the approval of a majority of the Council Members, until a replacement can be elected.

Should the office of Treasurer or Managing Editor become vacant, the President shall appoint new officers with the approval of a majority of the Council Members.

### **Section 9.**

Removal from Office. An officer who is found to carry out the duties of office in a manner counter to the interests of the Society may be removed from office by a secret ballot vote expressing a consensus of two-thirds of all Council Members, or by a majority vote of the membership taken at an Annual Business Meeting of the general membership or any special meeting of the membership called for that purpose.

### **Section 10.**

Term of Service of Officers. Each presidential office shall be filled by the same individual for no more than a two-year term, except when the President-Elect must prematurely assume the office of President. The Secretary shall be elected for a two-year term, repeatable consecutively unlimited times. The Treasurer and the Managing Editor shall be appointed for a two-year term, repeatable consecutively unlimited times.

## **ARTICLE VII. COUNCIL**

### **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.

### **Section 2.**

Quorum. A quorum of Council shall consist of two-thirds of the Council Members.

### **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 to be 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.

### **Section 4.**

Election of Members-at-large. The Members-at-large shall be elected by a simple plurality of votes of the voting members of the Society. All vacancies in Member-at-large positions shall be filled on an interim basis by Presidential appointment of a Regular, Student, Honorary or Life Member in good standing.

### **Section 5.**

Nomination of Members-at-large. Candidates for Member-at-large positions shall consist of Regular, Student, Honorary or Life Members in good standing. Elections shall be carried out by the same procedure as for the election of officers. The members that are selected will take office at the Annual Business Meeting of the general membership following the election.

### **Section 6.**

Term of Office. Each year, two Members-at-large shall be elected for a three-year term.

### **Section 7.**

Removal from Office. A Member-at-large who is found to carry out the duties of office in a manner counter to the interests of the Society may be removed from office by a secret ballot vote expressing a consensus of two-thirds of all Council Members, or by a majority vote of the membership taken at the Annual Business Meeting of the general membership or any special meeting of



the membership called for that purpose.

#### **Section 8.**

Execution of Documents. Contracts, documents, or instruments in writing requiring the signature of the Society shall be signed by the President or the Treasurer. The Council may by resolution, appoint an officer or officers, on behalf of the Society, to sign specific contracts, documents, and instruments in writing.

### **ARTICLE VIII. COMMITTEES**

#### **Section 1.**

Committees Appointed by Council. Council may appoint Standing Committees for special purposes and designate their duties and powers in the resolution of appointment. Such resolutions must be adopted by a majority of the Council Members. The chair positions and members of Standing Committees are appointed on an annual basis by the President. Unless individual exceptions are approved by a majority of the Council Members, only members in good standing are permitted to serve on committees of the Society.

#### **Section 2.**

Committees Appointed by the President. The President may appoint Sessional Committees and designate function, chairpersons, and members. Unless reappointed by the incoming President, such Sessional Committees shall cease to function upon the conclusion of the term of the President who appointed them.

### **ARTICLE IX. FISCAL YEAR**

#### **Section 1.**

The fiscal year of the Society shall be the calendar year commencing on the first day of January and ending on the 31st day of the following December.

#### **Section 2.**

Every year Council shall appoint an external auditor to audit the accounts of the Society.

#### **Section 3.**

The audited accounts will be made available to Council at least thirty days prior to the Annual Business Meeting of the general membership.

## ARTICLE X. AMENDMENTS

On resolution by majority of the Council, or by written proposal signed by not less than two-thirds of the members in good standing, these Bylaws may be amended or repealed by a simple majority vote of the members in good standing at the Annual Business Meeting of the general membership. Written notice of the substance of the proposed amendment is to be sent to all members not less than thirty days prior to the time at which it shall be submitted to a vote.

Changes in the Bylaws shall go into effect following their adoption at the Annual Business Meeting of the general membership.

## ARTICLE XI. SEAL

### **Section 1.**

The Society shall have an official seal which shall contain the words “Society for the Preservation of Natural History Collections-1986”.

### **Section 2.**

The Seal shall be placed in the custody of the Treasurer or other Executive Officer as designated by the President.

## ARTICLE XII. DISSOLUTION OF SOCIETY

Any proposal for the dissolution of the Society must be sent to each member not less than ninety days prior to the vote. A decision in favor of dissolution requires a two-thirds vote of the total voting membership.

Upon the dissolution of the Society, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.