

THE VIRGINIA NATURAL HISTORY SOCIETY
ARTICLES OF INCORPORATION AND BYLAWS

ARTICLES OF INCORPORATION

- Article I. NAME
The society shall be called "The Virginia Natural History Society" (referred to hereinafter as "the Society").
- Article II. OBJECTIVE
The objective of the Society shall be to promote the study of all aspects of the natural history of Virginia, to educate the citizens of the Commonwealth about natural history, and to conserve its natural resources.
- Article III. The Society shall formulate bylaws to regulate its organization and procedures.
- Article IV. The governing body of the Society shall be the Executive Committee.
- Article V. The Society is organized for scientific, educational, and charitable purposes as defined under the appropriate sections of the Internal Revenue Code. The Executive Committee is empowered to make appropriate changes to retain the tax-exempt status of the Society. Any such changes require a majority vote of the Executive Committee.

BYLAWS

- Article I. MEMBERSHIP
 - Section 1. Anyone who is interested in the objective of the Society is eligible for membership. Membership can be attained by application to the Secretary.
 - Section 2. The classes of membership shall be Regular, Student, Family, Institutional, Supporting, Patron, Benefactor, Life, and Honorary. Student members must be currently enrolled as graduate, undergraduate, or high school students. A letter from their school verifying their student status must be included with the application for membership. Annual dues for these classes of membership shall be set by the Executive Committee and adjusted as needed. Honorary Councilors pay no dues.
 - Section 3. Honorary Councilors shall be nominated by the Executive Committee and voted upon at the Executive Committee Meeting. Additional nominations may be made from the floor. Honorary Councilors shall be elected by a simple majority vote of the Executive Committee. Honorary Councilors shall be recognized leaders in the field of Virginia natural history. No more than 10 Honorary Councilors shall exist at any time. Honorary Councilors shall be eligible to hold office in the Society.
 - Section 4. To be a Member in good standing a person must not be in arrears for dues. All annual dues for each ensuing year shall be due 1 January. Publications of the Society will be sent only to Members in good standing and to subscribing Institutions.

Article II.

OFFICERS AND COMMITTEES

- Section 1. The officers of the Society shall be a President, a Vice-President (President Elect), a Secretary, a Treasurer, an Editor or co-editors, a webmaster, and three Councilors.
- Section 2. The President shall be the chairman of the Executive Committee and presiding officer at meetings of the Society, and appoint any Standing Committees of the Society and any other committees deemed necessary. The President casts only tie-breaking votes. The President shall serve a 2-year term beginning January 1st and ending December 31st, but will usually not serve for two consecutive terms. The President shall make periodic or annual reports which are published in *Banisteria*.
- Section 3. The Vice-President shall be the President-Elect, shall be elected by the plurality of ballots cast by the Society's membership, and shall succeed to the Presidency in the event the office becomes vacant. The Vice-President shall be chairman of the Membership Committee, shall be responsible for coordinating with the local chairman arrangements for the scientific meetings of the Society, and shall preside over all meetings in the absence of the President.
- Section 4. The Secretary shall be elected by a plurality of the ballots cast by the Society's membership for a 4-year term. The Secretary shall record all the proceedings of the Society, supervise all official mailings including the Society's publications, respond to all inquiries pertaining to membership, subscriptions, and Society matters, and maintain the membership and subscription lists. The Secretary shall compose a summary of the Committee and General Business Meetings.
- Section 4.01 The Treasurer shall be elected by a plurality of the ballots cast by the Society's membership for a 4-year term. The Treasurer shall be in charge of all funds, keep the financial records of the Society, and be responsible for an independent yearly audit. The Treasurer shall summarize the financial health of the Society and submit it for publication in *Banisteria*.
- Section 4.02 The Secretary and Treasurer shall be responsible to the Executive Committee to whom an annual report shall be made.
- Section 5. Editor or Co-editors shall be appointed to a 2-year term of office by the Executive Committee. Editor shall be responsible for preparation of the semiannual journal *Banisteria*, and for maintaining high scholarly standards in its content. The Editor shall be responsible to the Executive Committee to whom an annual report shall be made.
- Section 6. The Webmaster shall maintain and update the Society website and provide an annual report to be published in *Banisteria*.
- Section 7. The Executive Committee shall be the governing body and shall consist of the Executive Council in addition to the President, the Vice-President, the Secretary, the Treasurer, the Editor (or co-editors), Webmaster, and the last three Presidents. The Executive Council shall consist of three Councilors. Three Members in good standing who do not hold other Society offices shall be elected by a plurality of the ballots cast by the Society's membership to serve 4-year terms as councilors. Councilors shall be eligible for reelection 2 years after the expiration of their previous terms.

- Section 8. A quorum of the Executive Committee shall consist of one more than half of its Members and must include the President or Vice-President. Decisions shall be made by simple majority of those Members present.
- Section 9. Vacancies in the staff of officers shall be filled by appointments approved by the majority of the remaining Members of the Executive Committee, except in the case of presidential vacancy (see Article II, Section 3). An appointee shall hold office only for the remainder of the term of his or her predecessor. Interim appointments of officers shall not constitute elected tenure.

Article III. MEETINGS

- Section 1. The Society shall sponsor such Scientific Meetings as it deems advisable. The objectives of the Society's meetings shall be to present appropriate scientific papers and to foster the exchange of ideas among persons interested in Virginia natural history.
- Section 2. There may be an annual General Meeting held sometime during a Scientific Meeting. Notice of this meeting shall be made with the notice of the Scientific Meeting (see Section 6 below). Those present shall constitute a quorum.
- Section 3. The Executive Committee shall meet at some time during each meeting of the Society and at other times if deemed necessary by the President. As occasion demands, the Secretary, at the direction of the President, may submit matters to the Executive Committee for vote by mail or e-mail ballot. All such votes by the Executive Committee shall be placed on record and submitted for ratification at the next meeting of the Executive Committee.
- Section 4. The Vice-President shall recommend the time and place of Annual Scientific Meetings. The Executive Committee shall give final approval to such recommendations.
- Section 5. Notice of a Scientific Meeting shall be published in *Banisteria*, when possible.
- Section 6. All Meetings, except Scientific Meetings, shall be conducted under Robert's Rules of Order.

Article IV. ELECTIONS

- Section 1. The President, Vice-President, Secretary, Treasurer, and Councilors shall be elected by mail or on-line ballot from a list of nominees. Willingness of the nominees to serve shall be secured before their names are placed on the ballot. The Webmaster shall be appointed by the President.
- Section 2. Ballots shall present a choice of at least two candidates for each of the offices of President-Elect, Secretary, Treasurer and Councilor if possible.
- Section 3. The President shall notify the candidates for office of the election results and an announcement of the election results shall be published in the first issue of *Banisteria* following.
- Section 4. A tie vote for any office shall be resolved by a secret ballot of the Executive Committee.

Article V. FINANCES

- Section 1. All funds received by the Society shall be used for publication of all official publications of the Society, and to defray other expenses incurred in the conduct of Society business as determined by the Executive Committee. Society Business includes but is not limited to the following:
- a. Publication of *Banisteria*.
 - b. Publication of meeting programs.
 - c. Rental fees for meeting rooms and monetary support of symposia, bioblitzes etc.
 - d. Registration fees and provision of advanced monies for the purposes of scientific meetings.
 - e. Annual audit.
 - f. Postage and duplicating costs for ballots, reports for the Executive Meeting, and other official mailings of the Society.
 - g. Maintenance of the website and domain.
- Section 2. No part of the net earnings of this Society shall ever inure to, or for the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Society shall be empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the exempt purposes for which it was formed.
- Section 3. A yearly audit of Society finances shall be made, as provided in Article II, Section 4.
- Section 4. In the event that the Society shall cease to exist, after paying or adequately providing for the debts and obligations of the association, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation, which is organized and operated exclusively for scientific, educational, and/or charitable purposes and which has established its tax exempt status under the appropriate Section of the Internal Revenue Code. The specific non-profit organization or organizations to receive any remaining funds may be determined and approved by the Executive Committee.

Article VI. PUBLICATIONS

The Society shall publish such scientific publications as authorized by the Executive Committee. Members enjoy waived or reduced page charges when publishing in *Banisteria*.

Article VII. DUES

Annual dues shall be determined by the Executive Committee and shall be due before the first day of each year.

Article VIII. FISCAL YEAR

The fiscal year of the Society shall coincide with the calendar year.

Article IX. AMENDMENTS TO THE ARTICLES OF INCORPORATION

- Section 1.** Proposed amendments to the Articles of Incorporation may be originated by the Executive Committee or by written request addressed to the Secretary and signed by at least 10 Members or by a simple majority of Members at a General Business Meeting of the Society.
- Section 2.** Voting on proposed amendments shall be by mail. The Secretary shall mail copies of proposed amendments and ballots to all members of the Society and shall allow one month for their return, the due date being stated on the ballot. An affirmative vote by two-thirds of the ballots cast by the Society's membership shall be necessary for adoption of an amendment to the Articles of Incorporation. Each proposed amendment shall be accompanied by a concise statement of its purpose, and comparison with the existing provisions, if any.
- Section 3.** The Secretary shall count and record the vote on an amendment and shall immediately notify the Executive Committee of the result. The result of the voting shall be announced to the membership of the Society in the next official issue of the journal.

Article X. AMENDMENTS TO THE BYLAWS

Bylaws for the conduct of the business of the Society may be enacted, amended, or repealed by a simple majority vote of the Executive Committee.