

BYLAWS  
CENTER FOR SYSTEMATIC ENTOMOLOGY, INC.

(Hereafter referred to as the "Center")

Adopted November 26, 1986

Amended December 21, 2006

ARTICLE I: Objectives

Section 1

The objectives for which this corporation is organized are exclusively scientific and educational and are proposed in a spirit of cooperation among all agencies and individuals dealing with insect systematics and their attendant collections. Specifically the center shall develop the finest systematic entomology resources possible (including faculty, collections, library, and physical facilities), by encouraging systematic entomology and providing the atmosphere for coordination and cooperation among agencies and individuals involved.

Section 2

In furtherance of these objectives the Center shall solicit funds, specimens, and property to be donated and subsequently to be used or deposited in the appropriate institution. It shall act as a clearinghouse and as a grant administering agency. The Center shall publish a journal on arthropod systematics and maintain a website.

ARTICLE II: Membership

Section 1

Membership shall be opened to any person interested in systematics, especially of insects and other arthropods. The Board of Directors shall have the right to accept or refuse any application.

Section 2

Application for membership shall be made in a manner prescribed by the membership committee and approved by the Board of Directors.

Section 3

If any member of the Center shall be adjudged guilty of an act prejudicial to the Center, in the opinion of the Board of Directors, said Board shall have the authority to terminate such person's membership by a two thirds vote of its members.

Section 4

Classes of membership shall be determined by the Board of Directors, after consultation with the membership committee

### ARTICLE III: Directors and Officers

#### Section 1

Except as otherwise required by law or provided by these Bylaws, the entire control of the Center and its affairs and property, shall be vested in its Board of Directors. The initial Board of Directors of the Center shall consist of 12 members, who shall be elected by the committee members from slate of names presented by the incorporation or proposed by prospective members at the first organizational meeting.

#### Section 2

Directors shall each serve for three years except that four of the first elected directors shall serve for one year, four for two years and four for three years, so that four directors shall be chosen at each annual meeting to replace the four whose terms have expired. There shall be no prohibition against re-elections of Directors whose terms have expired. Directors, who for any reason wish to terminate their services, shall be replaced by a member of the Center selected by the Board to fill the unexpired term

#### Section 3

The duties of the Directors shall be supervisory and advisory. They shall oversee all financial activities of the Center; see that all legal requirements are met, and take responsibility for the care and protection of any assets the Center may acquire.

#### Section 4

The officers shall be a President, a Vice-president, a Secretary, and a Treasurer, all of whom shall be members of the Board of Directors immediately after the annual meeting of the members. They shall hold office for one year, but may be re-elected. These four officers constitute the Executive Committee.

#### Section 5

The resignation of any Director shall be submitted in writing to the President.

#### Section 6

No Director shall receive directly or indirectly, any salary, compensation or emolument for his or her duties as a Director. This does not preclude the Center from administration of grants made to one of the Directors. The center may compensate employees or agents who are not Directors of the Center.

### ARTICLE IV: Committees

#### Section 1

Standing Committees of the center shall be.

1. Executive Committee
2. Nominating Committee
3. Finance Committee
4. Membership Committee
5. Gifts, Grants, and Endowment Committee

## Section 2

The Executive Committee shall consist of the President, Vice-president, Secretary, and Treasurer. Meetings may be held with a minimum of two (a quorum) members present. The Executive Committee shall supervise the affairs of the Center and regulate its internal economy, approve expenditures and commitments according to rules prescribed by the Board, act for and carry out the established policies of the Center as defined by the Board of Directors, and report to the Directors at each meeting of the Board.

## Section 3

The Nominating Committee shall be appointed annually by the Board of Directors. It shall be composed of three members of the Center. No Director may be appointed to the Nominating Committee. No person shall be appointed to the Nominating Committee who has served on the immediately preceding Nominating Committee. The duties are to provide a slate of four or more nominees to fill the annual vacancies on the Board of Directors.

## Section 4

The Finance Committee shall be appointed annually by the Board of Directors, who shall appoint a chairman at that time. The duties of the Finance Committee shall be to advise the Board of Directors on fiscal matters.

## Section 5

The Membership Committee shall be appointed annually by the Board of Directors. Their duties are to propose classes of membership and to advise the Board of Directors on matters dealing with membership in the Center, and to record memberships each year and solicit new applications for membership.

## Section 6

The Gifts, Grants, and Endowments Committee shall be appointed by the Board of Directors. Their duties shall be to develop policy concerning gifts of cash, trust, tangibles, and grant administration, and to submit these to the Board of Directors for approval.

## Section 7

The President may appoint special or ad hoc committees as the need arises.

# ARTICLE V: Meetings

## Section 1

There shall be an annual business meeting of the Center in December each year. At the discretion of the Board of Directors, this meeting may be followed by a scientific program.

The nominating committee shall before October of each year provide to the Secretary a list of four or more nominees for four vacant Director positions on the Board and should verify that these nominees will agree to serve if they are elected. The Secretary shall immediately provide this list to the Board of Directors. The Board of Directors by simple majority vote has power of veto of any nominee. After approval by the Board of Directors, the Secretary shall prepare ballot forms naming these persons and mail the forms to the membership by 01 October

each year. In this same mailing shall be an announcement to members of the date, time, and place of the annual business meeting. At the annual business meeting, the Secretary shall announce the results of the ballot.

The chairman of the Finance Committee shall present at the annual meeting a written report showing the whole amount of real and personal property owned by it, where located, and where and how invested, the amount and nature of the property acquired during the 12 months preceding the date of the report, and the manner of acquisition; the amount applied appropriated, or extended during the year immediately preceding such date; and the purposes, objects, or persons to or for which such applications, appropriations, or expenditures have been made. The chairman of the Membership Committee shall present at the annual meeting the places of residence or business, the email address, and the names of the persons who have been admitted to membership during such preceding year. These two reports shall be filed with the records of the Center and an abstract thereof shall be entered in the minutes of the proceedings of the annual meeting at which the report is presented.

## Section 2

Additional meetings of the Center may be called at such time and place as shall be selected by the President, by and with the consent of a majority of the Board of Directors

## Section 3

Notice of the date, time, and place of the annual business meeting shall be mailed to all members by the Secretary simultaneously with the ballot as stated in Section 1.

## Section 4

A quorum for the membership shall consist of three Directors plus members of the Center present in person or represented by written proxy at a meeting called in agreement with the Bylaws.

## Section 5

Meetings of the Board of Directors may be called at any time by the President or by any two Directors, upon at least two days' notice to each Director. A quorum for such meetings shall be three.

## Section 6

A member of either Center or Board of Directors may vote by proxy. Each proxy must be executed in writing and shall not be valid after the expiration of six months from the date of its execution.

# ARTICLE VI: Dues and Finances

## Section 1

The amount of annual dues shall be determined by the Board of Directors, except for the first year of operation when dues will be \$15.00. When classes of membership have been established, appropriate dues will be assigned by the Board of Directors based on advice from the Membership Committee.

## Section 2

If the dues of any member are unpaid for 6 months after due, the Treasurer shall mail a notice of delinquency.

If the dues of any member are not paid within a reasonable period after mailing of such notice of delinquency, his membership shall be terminated on that date by reason of such nonpayment, but the Board of Directors may provide for subsequent reinstatement.

## Section 3

The funds of the Center shall be collected, disbursed, and accepted as prescribed by law, the Articles of Incorporation, the Bylaws, and as directed by the Board of Directors.

## Section 4

The fiscal year of the Center shall be the calendar year.

## Section 5

The Treasurer and fiscal agent need not be legally bonded, the premium for such to be paid by the center.

## Section 6

Members of the Board of Directors, individually and collectively, shall be indemnified and held harmless by the Center in any action alleging injury or damages, direct or consequential, arising out of the performance of their duties, except where Directors are adjudged guilty of willful misfeasance or malfeasance in the performance of their duties.

# ARTICLE VII: Nominations

## Section 1

Nominations for four annual vacancies on the Board of Directors are to be made by the Nominating Committee in a manner prescribed elsewhere in these Bylaws.

## Section 2

Each member appointed to the Nominating Committee shall be notified in writing by the Secretary within seven days after appointment by the Board of Directors. The Secretary shall call a meeting of the committee, on not less than seven or not more than 14 days' notice. The chairman of the committee shall be elected by the members of the committee. The committee shall make nominations for four Directors to be elected by the membership at large. These nominations shall be decided upon by at least a majority of the entire committee and a report thereon signed by such majority, filed with the secretary not later than 67 days before the annual meeting. The Secretary shall mail these nominations, along with notice of the annual meeting within seven days of filing. It shall include names of retiring Directors and names of persons nominated to replace them.

## Section 3

Nominations may also be made by members of the Center amounting to not less than five percent of the membership (as of the last annual meeting). Such nominations shall be in writing,

signed by the nominating members, and filed with the Secretary at least 67 days before the annual meeting. Such nominations shall be mailed by the Secretary to the members of the Center along with the notice of the annual meeting. The Secretary shall, on request, advise any member of the number of members required to make nominations pursuant to this section 3.

#### Section 4

Additional nominations may be made from the floor at the time of the annual meeting.

### ARTICLE VIII: Election of Board of Directors, President, and Executive Committee, and appointment of other committees

#### Section 1

Four members of the Board of Directors shall be elected annually by ballot following procedures of Article IV Section 3 and Article V Section 1, and their names shall be recorded at the annual business meeting. They shall be notified immediately by the Secretary, and they shall take office as soon as they acknowledge the notification. Four members shall rotate off the Board of Directors immediately following the annual business meeting.

#### Section 2

The President shall be elected by simple majority in a written ballot at the annual business meeting by the Board of Directors from members of the Board of Directors. The term of the president shall be one year (see Article III Section 4) but he or she may be re-elected provided that he or she is still a member of the Board of Directors.

#### Section 3

The Vice-president, Secretary and Treasurer shall be elected by simple majority in a written ballot at the first business meeting of the new year by the Board of Directors from members of the Board of Directors. The terms of these officers shall be one year (see Article III Section 4) but they may be re-elected provided that they are still members of the Board of Directors. If possible, they should be elected at the annual business meeting.

#### Section 4

Appointment of the four standing committees (Nominating, Finance, Membership, and Grants, gifts and endowments) is prescribed in Article IV, sections 3-6. Each of these committees shall be appointed no later than the conclusion of the first business meeting of each year.

#### Section 5

Ad hoc committees may be appointed at any time by the President, who may likewise dissolve these committees at any time.

### ARTICLE IX: Rules of Procedure

The rules of procedure at meetings of the members of the Center shall be according to Robert's Rules of Order (latest revision) on parliamentary procedure, so far as applicable and when not inconsistent with these Bylaws.

## ARTICLE X: Amendments

### Section 1

Amendments to the Bylaws shall be considered at any meeting of the members of the Center and become effective if 2/3 of the members at such meeting, either present in person or represented by proxy, vote in favor of such change in the bylaws, provided that notice of the proposed amendment has been mailed by the Secretary to the members of the Center at least 60 days before the meeting of the members of the Center, with provision for voting by proxy.

### Section 2

Amendments shall be submitted to the Secretary 90 days before the annual meeting, over the signature of a majority of the Board of Directors or 5 percent of the membership (as of the last annual meeting).

### Section 3

No amendment of the Bylaws which materially affects the duties and responsibilities of the Board of Directors shall be proposed without the prior written acquiescence of a 2/3 majority of the Board of Directors.