

STATE OF CONNECTICUT
SECRETARY OF THE STATE
30 TRINITY STREET
HARTFORD, CT 06106

SOCIETY OF SYSTEMATIC ZOOLOGY, INC.

1. Name of Corporation

c/o National Museum of Natural History, Washington, D.C. 20560

2. The Certificate of Incorporation is: (Check One)

- ☒ A. Amended only, pursuant to Conn. Gen. Stat. §33 - 473.
☐ B. Amended and restated, pursuant to Conn. Gen. Stat. §33 - 474(c).
☐ C. Restated only, pursuant to Conn. Gen. Stat. §33 - 474(a).

(Set forth here the resolution of amendment and/or restatement. Use a 8 1/2 X 11 attached sheet if more space is needed).

Name changed to: ✓ SOCIETY OF SYSTEMATIC BIOLOGISTS, INC.

(see attached)

- ☐ D. Restated and superseded pursuant to Conn. Gen. Stat. §33 - 474(d).

(Set forth here the resolution of amendment and/or restatement. Use a 8 1/2 X 11 attached sheet if more space is needed).

(If 2A is checked, go to 5 to complete this certificate. If 2B or 2C is checked, complete 3A or 3B. If 2D is checked, complete 4)

3. (Check one)

- ☐ A. This certificate purports merely to restate but not to change the provisions of the original Certificate of Incorporation as supplemented and amended to date, and there is no discrepancy between the provisions of the original Certificate of Incorporation as supplemented and amended to date, and the provisions of this Restated Certificate of Incorporation. (If 3A is checked, go to 5 to complete this certificate).
☐ B. This Restated Certificate of Incorporation shall give effect to the amendment(s) and purports to restate all those provisions now in effect not being amended by such new amendment(s). (If 3B is checked, check 4, if true, and go to 5 to complete this Certificate).

4. (Check, if true)

- ☐ This restated Certificate of Incorporation was adopted by the greatest vote which would have been required to amend any provision of the Certificate of Incorporation as in effect before such vote and supercedes such Certificate of Incorporation.

5. The manner of adopting the resolution was as follows: (Check one A, or-B, or C).

☒ A. By the board of directors and members, pursuant to Conn. Gen. Stat. §33 - 473.
Vote of Members: (Check (i) or (ii)).

(i) ☒ No members are required to voted as a class; the member's vote was as follows:

Vote Required for Adoption 2/3 rds Vote Favoring Adoption 90%

(ii) ☐ There are members of more than one class entitled to vote as a class. The designation of each class required for adoption of the resolution and the vote of each class in favor of adoption were as follows:
(Use an 8 1/2 x 11 attached sheet if more space is needed).

☐ B. By the board of directors acting alone, pursuant to Conn. Gen. Stat. § 33 - 473(b)(2).

The number of affirmative votes required to adopt such resolution is: _____

The number of directors' votes in favor of the resolution was: _____

We hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate are true:

(Print or Type)	Signature	(Print or Type)	Signature
Name of Pres. / V. Pres.		Name of Sec/Assn't Sec.	
WILLIAM L. FINK	<i>William L. Fink</i>	KRISTIAN TAUCHAU	<i>Kristian Tauchau</i>

☐ C. The resolution was adopted by vote of at least two-thirds of the incorporators before the organization meeting of the corporation, and approved in writing by all applicants for membership entitled to vote.

We (at least two-thirds of the incorporators) hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate are true.

Signed	Signed	Signed
Signed	Signed	Signed

Dated at Washington, D.C. this 2nd day of January, 1991

APPROVED by all subscribers, if none, so state: _____
(Use an 8 1/2 X 11 attached sheet if more space is needed)

FILED
STATE OF CONNECTICUT
FEB 8 - 1991

Pauline R. Hyslop
SECRETARY OF THE STATE
BY PLB Time 4:44 P.M.

9 12CC 21
Rec'd CC GS: (Type or Print)

Society of Systemic Zoology
% National Museum of Natural History
Washington DC 20560

Please provide filer's name and complete address for mailing receipt

SCUDDER

May 6 10 12 AM '91

PROPOSAL TO CHANGE THE NAME OF THE SOCIETY AND JOURNAL

Theoretical and methodological advances over the last several decades have made systematics one of the most exciting areas in biology. Although evolutionary biologists and ecologists are becoming increasingly aware of the central role of systematics, it is less widely appreciated that systematic research is vital to areas of public concern, notably the biodiversity crisis, global environmental change, and numerous health-related issues. We have witnessed a period of vibrant intellectual growth within systematics, a growth that is coincident with increased public sympathy toward these major issues. The time is propitious, therefore, for systematics to become increasingly influential not only within biological science but in the public arena as well.

The Council believes that no single organization represents the broad intellectual discipline of systematics nor adequately represents the scientific concerns of individual systematic biologists on the developments listed above. This is a critical problem. Other disciplines have already developed major initiatives to the aforementioned issues, which just as importantly concern the systematics community. Although SSZ has played a central role in the intellectual development of systematics, its current structure hinders the Society from meeting these emerging challenges. It is crucial that the scope and responsibilities of the Society be expanded in order to better represent the entire community of systematic biologists.

Steps have already been taken to achieve these goals. David Hillis, the editor of Systematic Zoology, has initiated editorial policies to expand the content and audience of the journal. In addition the Society will be meeting with the Society for the Study of Evolution over the next several years. There is also an active membership drive underway. Yet these endeavors are not enough. We need to increase the constituency of the Society to include all those who share common intellectual and professional concerns. We also need to expand the representation of systematic biology within the academic community and governmental agencies. The Society needs to broaden its membership base in order to present a strong and unified voice on issues of general importance, such as: jobs, funding for research, the training of students, and the contributions of systematic research to solving major environmental and health problems. These activities cannot be fulfilled if the Society does not fairly represent the interests and activities of all systematists.

Accordingly, the Council has unanimously approved the following recommendations and submits them to the SSZ membership for its approval:

1. That the name of the Society be changed to Society of Systematic Biologists.
2. That the name of the journal of the Society be changed to Systematic Biology.

The rationale for these changes is:

1. To signal the intent of the Society to play a broader role in representing the interests of all systematics biologists.
2. To symbolize a Society prepared to represent the discipline of systematic biology in academia and in the public arena.
3. To increase the membership of the Society by signifying to a larger number of systematic biologists that we are prepared to serve their intellectual and professional interests.
4. To reinforce the ongoing expansion of the content of the journal beyond traditional taxonomic boundaries and to reconfirm our commitment to a journal which addresses fundamental theoretical, methodological, and empirical questions of interest to all systematic biologists.

In order to effect these changes, it is necessary to make the following amendments to the Constitution and Bylaws:

Title: Substitute "Biologists" for "Zoology."

Article 1. Name: Substitute "Biologists" for "Zoology."

Article 2. Object and Operation: In the first sentence, substitute "biology" for "zoology," and substitute "organisms" for "animals."

Article 3. Membership:

Section 3. Honorary members: First sentence, substitute "biology" for "zoology."

Article 4. Officers:

Section 3. President-Elect: First sentence, substitute "biology" for "zoology."

Article 9. Affiliation: First sentence, substitute "Biologists" for "Zoology."

Bylaws, Title: Substitute "Biologists" for "Zoology."

Bylaw 3. Nominations by Members: First sentence, substitute "Biology" for "Zoology."

Bylaw 6. Journal: First sentence, substitute "Biology" for "Zoology."

Bylaw 10. History of Constitution and Bylaws: First sentence, "Zoology" occurs two times; substitute "Biology" for "Zoology" in both cases.

STATE OF CONNECTICUT
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record
in this Office

In Testimony whereof, I have hereunto set my hand,
and affixed the Seal of said State, at Hartford,
this 27th day of March A.D. 1991

Pauline R. Kyles
SECRETARY OF THE STATE

422