

STATE OF CONNECTICUT



GLORIA SCHAFFER
SECRETARY OF THE STATE

HARRY HAMMER
DEPUTY SECRETARY OF THE STATE

STATE CAPITOL HARTFORD

August 9, 1971

Mr. Gerald I. Stage
U - 43
The University of Connecticut
Storrs, Conn. 06268

Re: Society of Systematic Zoology, Inc.

Dear Mr. Stage:

Will you please indicate on the organization report the date of the meeting at which the corporation was organized?

As bylaws are not filed in this office, please extract the pertinent sections and add them to the certificate of incorporation.

Papers returned
→ with Aug. 31, 1971
(71 Annu. Meet.)
fixed as the
"date of
organizational
meeting."

↙
All of Constitution's
Article III (Membership)
extracted!

Yours very truly,

Gloria Schaffer
Secretary of the State

By:

Frederic S. Hoffer, Jr.
Frederic S. Hoffer, Jr.
Director of Corporations Division

FSH:g
encs.

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cert inc
appt agt
org&bie
bylaws

CERTIFICATE OF INCORPORATION
NONSTOCK CORPORATION

61-27 REV. 10-69

Inger

STATE OF CONNECTICUT
SECRETARY OF THE STATE

For office use only
ACCOUNT NO.
INITIALS

The undersigned incorporator(s) hereby form(s) a corporation under the Nonstock Corporation Act of the State of Connecticut:

- The name of the corporation is Society of Systematic Zoology, Inc.
- The nature of the activities to be conducted, or the purposes to be promoted or carried out by the corporation, are as follows:
 - The object of this Society shall be the advancement of the science of systematic zoology in all its aspects of theory, principles, methodology, and practice; for both living and fossil animals, with emphasis on areas of common interest to all taxonomists regardless of individual specialization.
 - To contract for goods and services necessary or convenient in the fulfilling of the abovementioned objectives.
- The corporation is nonprofit and shall not have or issue shares of stock or pay dividends.
- The classes, rights, privileges, qualifications, obligations, and the manner of election or appointment of members are as follows: (If the corporation is to have no members, or only members not entitled to vote, so state.)
See Appendix 1, (Constitution and Bylaws)

Article III extracted

- (6.) - Other provisions:
See Appendix 2, (Distribution upon Dissolution)

Dated at Mansfield this sixth day of August, 1971

I/We hereby declare, under the penalties of perjury, that the statements made in the foregoing certificate are true.

This certificate of incorporation must be signed by one or more incorporators.

NAME OF INCORPORATOR (Print or Type)	NAME OF INCORPORATOR (Print or Type)	NAME OF INCORPORATOR (Print or Type)
1. James A. Slater	2. Carl W. Schaefer	3. Gerald I. Stage
SIGNED (Incorporator)	SIGNED (Incorporator)	SIGNED (Incorporator)
1.	2.	3. <i>Gerald I. Stage</i>

FOR OFFICE USE ONLY	FRANCHISE FEE	FILING FEE	CERTIFICATION FEE	TOTAL FEES
	\$	\$	\$	\$
	SIGNED (For Secretary of the State)			
	CERTIFIED COPY SENT ON (Date)		INITIALS	
	TO			
CARD	LIST	PROOF		

APPOINTMENT OF STATUTORY AGENT FOR SERVICE

DOMESTIC CORPORATION

61-6 REV. 6-66

For office use only

ACCOUNT NO.

INITIALS

TO: The Secretary of the State of Connecticut

NAME OF CORPORATION

Society of Systematic Zoology, Inc.

APPOINTMENT

The above corporation appoints as its statutory agent for service, one of the following:

NAME OF NATURAL PERSON WHO IS RESIDENT OF CONNECTICUT

James A. Slater

BUSINESS ADDRESS Biological Sciences Group, University of Connecticut, Storrs, Conn. 06268

RESIDENCE ADDRESS Rural Route #2

Mansfield Center, Connecticut 06250

NAME OF CONNECTICUT CORPORATION

ADDRESS OF PRINCIPAL OFFICE IN CONN. (If none, enter address of appointee's statutory agent for service)

NAME OF CORPORATION not Organized Under the Laws of Conn.*

ADDRESS OF PRINCIPAL OFFICE IN CONN. (If none, enter "Secretary of the State of Connecticut".)

*Which has procured a Certificate of Authority to transact business or conduct affairs in this state.

AUTHORIZATION

ORIGINAL APPOINTMENT (Must be signed by a majority of incorporators.)	NAME OF INCORPORATOR (Print or type)	SIGNED (Incorporator)	DATE 6 August 1971
	James A. Slater		
	NAME OF INCORPORATOR (Print or type)	SIGNED (Incorporator)	
	Carl W. Schaefer		
	NAME OF INCORPORATOR (Print or type)	SIGNED (Incorporator)	
	Gerald I. Stage	<i>Gerald I. Stage</i>	
SUBSEQUENT APPOINTMENT	NAME OF PRESIDENT, VICE PRESIDENT, OR SEC.	SIGNED (President, or Vice President, or Secretary)	DATE

ACCEPTANCE

Accepted:	NAME OF STATUTORY AGENT FOR SERVICE (Print or Type)	SIGNED (Statutory Agent for service)
	James A. Slater	

For office use only

FILING FEE

\$

CERTIFICATION FEE

\$

TOTAL FEES

\$

SIGNED (For Secretary of the State)

CERTIFIED COPY SENT ON (Date)

INITIALS

TO

CARD

LIST

PROOF

**ORGANIZATION AND FIRST BIENNIAL REPORT
DOMESTIC NONSTOCK CORPORATION**

61-28a
(6-66)

STATE OF CONNECTICUT
OFFICE OF THE SECRETARY OF THE STATE

Under the provisions of the General Statutes, all nonstock corporations are required to file the organization and first biennial report within 30 days after the organization meeting. Subsequent biennial reports shall be filed between the first day of September and the first day of October of each subsequent even-numbered year up to and including the calendar year in which the corporation is dissolved. (Sec. 33-435, Conn. G.S.)

AUTHORIZED NAME OF CORPORATION	DATE OF ORGANIZATION MEETING
Society of Systematic Zoology, Inc.	31 Aug. '71
NAME OF STATUTORY AGENT (appointed by corporation)	
James A. Slater	
BUSINESS ADDRESS OF AGENT (principal office in Conn.)	
Biological Sciences Group, University of Connecticut	
TOWN, STATE AND ZIP CODE	
Storrs, Connecticut 06268	
RESIDENCE ADDRESS OF AGENT IF NATURAL PERSON	
Rural Route #2, Mansfield Center, Conn. 06250	

LIST OFFICERS AND DIRECTORS BELOW

TITLE	NAME	RESIDENCE ADDRESS
President	Robert F. Inger	18229 Riegel Rd., Homewood, Illinois 60430
President-Elect	Norman D. Newell	135 Knapp Terrace, Leonia, N. J. 07605
1st Past President	John O. Corliss	9512 E. Stanhope Rd., Kensington, Md. 20795
Secretary	Gerald I. Stage	RFD #2, Bowles Rd., Rockville, Conn. 06066
Treasurer	William R. Taylor	7415 Foster St., Washington, D. C. 20028
Program Chairman	Joseph L. Simon	13133 20th St. N., Tampa, Fla. 33605
Editor	Albert J. Rowell	450 Nebraska St., Lawrence, Kans. 66044
Councillor	Henry F. Howden	23 Trillium Ave., Ottawa 5, Ontario, Canada
"	William K. Emerson	10 East End Ave., New York, N. Y. 10021
"	Richard B. Selander	1714 Georgetown Dr., Champaign, Ill. 61820
"	Donald S. Farner	4533 West Laurel Dr., Seattle, Wash. 98105
"	Carl Gans	17 Pelham Dr., Buffalo, N. Y. 14214
"	J. S. Moure	Avenida Getúlio Vargas, 1193, Caixa Postal 153 Curitiba- Pr- Brazil
"	Joseph H. Camin	2502 Louisiana, Lawrence, Kansas 66044
"	Dean Amadon	25 Kenwood Rd., Tenafly, N. J. 07670
"	J. Knox Jones	924 Holiday Dr., Lawrence, Kans. 66044

Under the penalties of perjury, I declare that the statements made in this report are true as of date below.

OFFICE USE ONLY

Signature of President, Vice President, Secretary, Asst. Secretary,
Treasurer or Asst. Treasurer

DATE SIGNED

Gerald I. Stage

6 August 1971

CONSTITUTION of the SOCIETY OF SYSTEMATIC ZOOLOGY

effective 1 January 1967

ARTICLE I. Name

The name of this organization shall be the Society of Systematic Zoology.

ARTICLE II. Object and Operation

The object of this Society shall be the advancement of the science of systematic zoology in all its aspects of theory, principles, methodology, and practice, for both living and fossil animals, with emphasis on areas of common interest to all taxonomists regardless of individual specialization. With this object in mind, the Society shall be organized and operated exclusively for scientific and educational purposes.

ARTICLE III. Membership

Section 1. Eligibility.—Anyone who is interested in the object of the Society is eligible for membership.

Section 2. Election of Members.—Upon written application to the Secretary of the Society, accompanied by payment of the annual dues, an applicant may be accepted for membership, subject to formal approval by the Council.

Section 3. Dues.—The dues of membership shall be established by the Council subject to approval by two-thirds of those members in good standing voting in a mail ballot. Membership dues can be changed only by the same procedure.

Section 4. Rights of Membership.—Members of the Society whose dues have been paid shall be considered the members in good standing entitled to vote, to participate in the usual membership functions, and to receive the Society's publications.

Section 5. Suspension and Reinstatement.—Members whose dues are not paid within a reasonable period determined by the Council are not in good standing and shall be deprived of the rights of membership [See Bylaw 2]. Such members may be reinstated, upon application to the Secretary, subject to approval by the Council.

Section 6. Emeritus Membership.—A member who has retired from gainful employment and who has been a member of the Society in good standing for a period of not less than ten years may, upon application to the Secretary and approval by the Council, be designated an Emeritus Member. Emeritus Members shall be exempt from further payment of dues, but shall have full rights of voting and participation in activities, and may receive such publications or other rights as the Council may direct.

Section 7. Patrons.—Any person may become a Patron of the Society by making a contribution of one thousand dollars or more. Patrons shall be entitled to all the rights of membership for life, but are not liable for annual dues.

Section 8. Honorary Members.—Honorary Members, not to exceed a total of one percent of the membership, may be designated by the Council from members whose distinguished scientific work has notably advanced systematic zoology. Honorary Members shall be entitled to all the rights of membership for life but are not liable for annual dues.

ARTICLE IV. Officers

Section 1. Officers.—The elective officers of the Society shall be the President and the President-Elect. The appointive officers of the Society shall be the Secretary, Treasurer, Program Chairman, Editor of the Society's journal, and other officers as needed.

Section 2. President.—The President shall be a member of the Society elected by the membership as President-Elect for the year preceding his term of office as President or, if necessary, elected directly as President [see Section 4]. He shall automatically take office at the close of the annual meeting following his term as President-Elect and shall serve until the close of the next annual meeting. He shall preside at meetings of the Society and of the Council, and shall be a voting member of the Council, *ex officio*, during his term of office and during the following year as immediate Past-President. He shall appoint such committees, delegates, and special representatives of the Society as are necessary and appropriate.

Section 3. President-Elect.—The President-Elect shall be elected by the membership from those members who, by their scientific achievement, are considered to be among the leaders in systematic zoology. He shall take office at the end of the annual meeting following his election and shall serve until the end of the next annual meeting, when he shall succeed to the presidency. He shall be a voting member of the Council, *ex officio*, during his term of office, and shall perform the duties of President during any period when the President is unable to fulfill the duties of that office.

Section 4. Vacancies in Elective Offices.—In the event of a vacancy in the office of President, the President-Elect shall succeed to the office for the remainder of the term, after which he shall serve his regular term as President. A vacancy in the office of

President-Elect shall be filled at the next annual election by the direct election of a President for the term normally succeeded to by the President-Elect. In the event of concurrent vacancies in both offices, the Chairman *pro tem.* of the Council shall serve as President of the Society until the next annual election.

Section 5. Appointive Officers.—The appointive officers of the Society shall be appointed by the President, with the advice and consent of the Council. They shall serve for such terms and staggered arrangement as the Council may devise and direct, and shall in general take office at the close of an annual meeting. They shall discharge the customary duties of their respective offices, under the direction of the President and responsible to the Council. They shall be governed by such rules and regulations, in addition to the Constitution and Bylaws, as the Council may promulgate.

ARTICLE V. Council

Section 1. Authority.—The government and operation of the Society shall be vested in a Council.

Section 2. Membership.—The Council shall consist of twelve voting members, including the President, the President-Elect, and the most immediate living Past-President, and nine elected Councillors who shall serve for three years each in three classes serving staggered terms, and of the Secretary, the Treasurer, the Program Chairman, and the Editor of the Society's journal, who shall serve, *ex officio*, as non-voting members. Vacancies among the elected Councillors shall ordinarily be filled at the next annual election. Should an excess of vacancies make a quorum impossible, the remaining Councillors shall elect sufficient members to make a quorum for the emergency conduct of business until regular officers and Councillors can be duly elected and installed in office.

Section 3. Qualifications.—An elected Councillor must be a member of the Society, and he shall not be eligible for reelection for one year after his term of service.

Section 4. Chairmanship.—The President of the Society shall be Chairman of the Council during his term of office, and the President-Elect shall be Vice-Chairman. If both are absent, or unable to serve, the Council shall select from its members a Chairman *pro tem.*

Section 5. Powers.—The Council is empowered to act on all matters pertaining to the Society, except as otherwise provided by this Constitution and Bylaws. In the execution of its duties, it may (1) acquire and hold, either in its name or in the name of its nominee, any property or other assets suited to further the interests of the Society, (2) execute contracts and

solicit and receive grants in support of the Society's activities, (3) make, or cause to be made, all necessary arrangements for the meetings of the Society, and (4) exercise such other powers as required by this Constitution and its Bylaws and as required or desirable for the conduct of the Society's affairs.

Section 6. Duties.—The proceedings of the Council and the status of the Treasury shall be reported to the Society at each annual meeting and in an annual report to the entire membership.

Section 7. Prohibitions.—The Council shall not obligate the Society beyond the actual content of the Treasury, and shall not do anything that will abrogate the Society's status as a non-profit, scientific organization.

ARTICLE VI. Meetings

An annual meeting of the Society shall be held at such time and place as determined by the Council. Additional meetings may be called at the discretion of the Council.

ARTICLE VII. Nominations and Elections

Section 1. Nominations.—Nominations for President-Elect and Councillors shall be made by a Nominating Committee composed of the immediate Past-President (or if he is unable to serve, the next most recent Past-President) and two other members in good standing, who are not members of the Council, appointed by the President. The Past-President shall automatically be Chairman of the Committee. This Committee shall give due consideration to equitable representation of the geographical distribution of the membership of the Society and of their interests in various aspects of systematic zoology. Nominations shall be announced by mail to all members at least 30 days in advance of the election. Additional nominations may be made by members under certain conditions [See Bylaw 4].

Section 2. Elections.—The President-Elect and Councillors shall be elected by the members of the Society in an annual election conducted by mail ballot. The Secretary shall be responsible for the conduct of the election. The person receiving the highest number of votes in each contest shall be elected.

ARTICLE VIII. Publications

The Society may, in the furtherance of its stated object, publish such journals, monographs, handbooks, or other publications as the Council may determine, within the needs and resources of the Society. An editor or editors shall be appointed by the President, with the advice and consent of the Council.

ARTICLE IX. Affiliation

The Council, at its discretion, may arrange for affiliation with an appropriate society or organization, especially for purposes of scientific programs, provided always that the Society of Systematic Zoology shall retain its distinct entity as a Society and that nothing shall be done to alter this without the express consent of the membership. A society or organization eligible for affiliation shall be (a) one that is engaged in the advancement of some field of systematics, (b) a chapter of a national honorary biological association, (c) an academy or museum, or (d) such other as the Council may deem appropriate.

ARTICLE X. Bylaws

Section 1. Function.—Bylaws to augment this Constitution may specify details and less fundamental provisions, but shall not alter the intended meaning of the Constitution or circumvent its provisions.

Section 2. Amendment.—Bylaws may be amended, rescinded, or added, upon recommendation of the Council, by a majority of those members in good standing voting in a mail ballot or, in an emergency, by a majority of such members voting at an annual meeting.

ARTICLE XI. Distribution upon Dissolution

If the Society should be dissolved, its assets shall be transferred by the Council, upon recommendation of the Council and approval by the membership of the Society, to one or more non-profit organizations with scientific and educational purposes, and preferably with the same object as the Society of Systematic Zoology.

ARTICLE XII. Amendments

Section 1. Method.—This Constitution can be amended only by a two-thirds majority of those Society members in good standing voting in a mail ballot.

Section 2. Proposal and Consideration.—An amendment may be proposed by any member, by letter addressed to the Secretary, who shall submit such proposal to the Council for consideration and vote. Any proposed amendment that five voting members of the Council deem worthy of consideration shall be submitted to the Society for vote.

ARTICLE XIII. Enabling Article

Section 1. Effective Date.—This Constitution and its accompanying Bylaws shall be adopted as in full force and effect at the close of the annual meeting that follows approval by two-thirds of those Society members in good standing voting in a mail ballot. At the time this Constitution and its Bylaws take

effect they shall amend the existing Constitution and Bylaws of the Society by superseding and replacing them in their entirety.

Section 2. Continuity.—Actions already carried out and appropriate under the existing Constitution and Bylaws for the operation of the Society, namely the established dues, finances, patrons, and the election or appointment of officers, councillors, and emeritus (retired) members, shall remain in full force and effect under this present Constitution and Bylaws, except that of the Past-Presidents only the most recent shall remain a Councillor, and except that the last Council constituted under the preceding Constitution is empowered to and shall elect one Councillor for a one-year term and shall then regroup the elected Councillors into the required three classes with staggered terms.

BYLAWS OF

THE SOCIETY OF SYSTEMATIC ZOOLOGY

Bylaw 1. Dues.—Annual dues shall be payable in advance upon presentation of an annual bill.

Bylaw 2. Membership Rights.—In the operation of Section 5 of Article III, no membership right shall be continued longer than three months after the date of mailing of the first bill showing arrears of one year. (See amended version of Bylaw 2 on next page.)

Bylaw 3. Funds and Budget.—The financial records of the Society shall be maintained by, and its funds deposited or invested by, the Treasurer under the direction of the Council. The Treasurer shall prepare and submit to the Council an annual report and a budget. The Society's fiscal year shall be determined by the Council, upon the recommendation of the Treasurer. An Auditing Committee shall be appointed by the President each year to examine the records of the Treasurer and to report to the Council its findings and recommendations.

Bylaw 4. Nominations.—The Nominating Committee shall nominate at least two candidates for each office or vacancy that is to be filled in the forthcoming election. Additional nominations may be made by proposals signed by not less than 25 members of the Society in good standing, provided that such nominations are received by the Secretary not more than 30 days after the announcement of the official slate of nominations. Such nominations from the membership shall be appropriately identified on the ballot mailed to members. (See amended version of Bylaw 4 on next page.)

Bylaw 5. Council Proceedings.—The annual meeting of the Council shall be held in conjunction with the annual meeting of the Society. A meeting of the Council may also be held, at the call of its chairman, at any other time and place. Five voting members shall constitute a quorum of the Council for the

transaction of business. Business may be transacted by mail at the discretion of the President, provided that a majority votes, but provided however, that objection by three voting members of the Council shall require deferment of action to the next Council meeting.

Bylaw 6. Journal.—The journal of the Society shall be called "Systematic Zoology" and shall be conducted by an Editor responsible to the President and Council. He shall be assisted by an Editorial Board, the members of which shall be appointed by the Editor subject to approval by the Council.

Bylaw 7. Patrons-Endowment Fund.—There shall be a Patrons-Endowment Fund which shall consist of contributions from members, proceeds from the sale of back issues of Society publications, miscellaneous gifts, and surplus funds from operations. The annual earnings from this Fund, as well as the proceeds from the sale of back issues may be used in the general operations of the Society. At the discretion of the Council, the principal of this Fund may be invaded for use in publishing the Society's Journal or for use in the general operations of the Society. Such a decision may be reached by a majority vote by mail of all voting members of the Council. At the discretion of the Council, the principal of this Fund may also be used in the publication of monographic studies; however, such a decision may be reached only during a regularly scheduled meeting of the Council. (Bylaw 7 - Adopted under the emergency procedures in Article X Section 2 of the Constitution at the Annual Meeting for 1968)


Bylaws 2 and 4 as amended by a mail ballot in October 1969

Bylaw 2. Membership Rights.—In the operation of Section 5 of Article III, no membership right shall be continued longer than six months after the date of mailing of the bill. Such members will be suspended.

Bylaw 4. Nominations.—The Nominating Committee shall nominate at least two candidates for each office or vacancy that is to be filled in the forthcoming election. Additional nominations may be made by proposals signed by not less than 25 members of the Society in good standing, provided that such nominations are received by the Secretary not later than 1 June. Such nominations from the membership shall be appropriately identified on the ballot mailed to members.

Distribution upon Dissolution

In the event of dissolution of the Corporation, after all liabilities have been accounted for and discharged, any and all property remaining shall be conveyed or transferred to one or more domestic or foreign corporations, societies or organizations engaged in activities similar to those of the Corporation as may be designated by the presiding judge of the highest court of the State of Connecticut, or a committee appointed by him; provided that any such transferee shall, as of the date of conveyance or transfer, qualify as an exempt scientific organization under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended.

SOCIETY OF SYSTEMATIC ZOOLOGY		No. <u>71-3</u>
		<u>Dec. 24</u> 19 <u>1970</u> ¹⁵⁻⁵⁵ / ₅₄₀
PAY TO THE ORDER OF	<u>Secretary, State of Connecticut</u> \$ <u>39</u> ⁰⁰ / ₁₀₀	
	<u>Thirty-nine and</u> ⁰⁰ / ₁₀₀ <u>00</u> DOLLARS	
 AMERICAN SECURITY AND TRUST COMPANY WASHINGTON, D. C. 20013		
		<u>William R. Taylor, Treasurer</u>
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 FORM 80 - 5
 UNIVERSITY OF CONNECTICUT
 TORRS, CONN. 06268

Secretary of State Offices
 30 Trinity Street
 Hartford, Conn. 06115

ATTENTION:

Corporation Division