

THE HERPETOLOGISTS' LEAGUE

ARTICLES OF INCORPORATION AND BYLAWS

Amended: 11 July 2007

Articles of Incorporation

- Article I. Name:
The society shall be called "The Herpetologists' League" (referred hereinafter as "the League").
- Article II. Objective:
The objective of the League shall be to promote the study of amphibians and reptiles.
- Article III. The League shall formulate bylaws to regulate its organization and procedures.
- Article IV. The League is organized for scientific, educational, and charitable purposes as defined under the appropriate sections of the Internal Revenue Code. The Board of Trustees is empowered to make appropriate changes to retain the tax-exempt status of the League. Any such changes require a majority vote of the Board of Trustees.

Bylaws

- Article I. Membership:
- Section 1. Anyone who is interested in the objective of the League is eligible for membership. Membership can be attained by application to the Treasurer.
- Section 2. The classes of membership shall be Student, Regular, Sustaining, Family, Contributing, Patron, Honorary, Life and Institutional.
- Section 3. Honorary members shall be nominated by the Board of Trustees and voted upon at the General Business meeting, but additional nominations may be made from the floor. Honorary members shall be elected by a simple majority vote of those Members present at the General Business meeting. No more than 10 Honorary

Members shall exist at any time. Of the total of 10 Honorary Members, no more than 5 may be residents of the States and Canada, Honorary members shall receive the publications and notices of the League free of charge. Honorary Members shall be entitled to vote and shall be eligible to hold office in the League.

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 January 1. Publications of the League will be sent only to Members in good standing.

Article II. Officers and Committees:

Section 1. The officers of the League shall consist of a President, a Vice-President (President-Elect), a Secretary, a Treasurer, an Editor, a Monographs Editor, a Newsletter Editor, a Publications Secretary, and six Councilors.

Section 2. The President shall be the chairman of the Board of Trustees and presiding officer at meetings of the League. The President shall appoint the Chairs of the Standing Committees of the League 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. The President may not serve for two consecutive terms. The President shall be responsible to the Board of Trustees to whom an annual report shall be made. The President shall serve as Past President for six years on the Board of Trustees.

Section 3. The Vice-President shall be the President-Elect, shall be elected by a plurality of ballots cast by the League's membership, and shall succeed to the Presidency in the event the office becomes vacant. The Vice-President shall be responsible to the Board of Trustees to whom an annual report shall be made.

The Vice President shall Chair the Long Range Planning and Finance Committee, and report to the Board of Trustees. The Vice President works with the Treasurer to evaluate the long range financial plans for the League. The Vice President and Treasurer may seek assistance from members of the League who are skilled in long range planning.

Section 4. The Secretary shall be elected by a plurality of the ballots cast by the League's membership for a 4-year term. The Secretary shall record all the proceedings of the League, supervise all official

mailings except the League's publications, and respond to all inquiries pertaining to membership, subscription, and society matters. The Secretary shall be responsible to the Board of Trustees to whom an annual report shall be made. The Secretary shall prepare and distribute an agenda for the Board of Trustees and compose a summary of the Board and General Business Meetings, together with a summary of the annual audit received from the Treasurer for publication in *Herpetologica*.

- Section 5. The Treasurer shall be elected by a plurality of the ballots cast by the League's membership for a 4-year term. The Treasurer shall be in charge of all funds, keep the financial records of the League, be a member of the Long Range Planning and Finance Committee, be responsible for an independent yearly audit, and oversee the membership and subscription lists. The Treasurer shall be responsible to the Board of Trustees to whom an annual report shall be made. The Treasurer shall summarize the annual audit and submit it to the Secretary for publication in *Herpetologica*.
- Section 6. The Editor shall be appointed to a 2-year term of office by a majority vote of the Board of Trustees. The Editor shall be responsible for preparation of the quarterly journal *Herpetologica*, and for maintaining high scholarly standards in its content. The Editor shall appoint Associate Editors, in consultation with the Editor of *Herpetological Monographs*, according to the procedures described in Section 12. The Editor shall be responsible to the Board of Trustees to whom an annual report shall be made.
- Section 7. The Monographs' Editor shall be appointed to a 2-year term of office by a majority vote of the Board of Trustees. The Monographs' Editor shall be responsible for preparation and publication of the *Herpetological Monographs* series and for maintaining high scholarly standards in its content. The Monographs' Editor shall assist the Editor in appointing Associate Editors according to the procedures described in Section 13. The Monographs' Editor shall be responsible to the Board of Trustees to whom an annual report shall be made.
- Section 8. The Publications Secretary shall be elected by a plurality of the ballots cast by the League's membership for a 4-year term. The Publications Secretary shall be in charge of back issues of *Herpetologica*, *Herpetological Monographs*, and of any special publications and the sale thereof. The Publications Secretary shall be responsible to the Board of Trustees to whom an annual report shall be made.

Section 9. The Executive Council shall consist of six councilors. Three Members in good standing who do not then hold other League offices shall be elected each biennium by a plurality of the ballots cast by the League's membership to serve 4-year terms. Councilors shall be eligible for reelection 2 years after the expiration of their previous terms.

Section 10. The Board of Trustees 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, the Monographs Editor, the Newsletter Editor, the Publications Secretary, and the last three Presidents. A quorum of the Board of Trustees 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.

If a quorum is lacking for a meeting of the Board of Trustees, the President is authorized to select one or more past-presidents as necessary who are in attendance at the general meeting to attend as voting members at the meeting of the Board of Trustees, thus constituting a quorum. If an insufficient number of past-presidents is available, the President shall request any individual(s) who has (have) formerly served as an officer in the League to attend, and have full voting privileges, and whose term on the Board of Trustees has expired.

Section 11. Vacancies in the staff of officers shall be filled by appointments approved by the majority of the remaining Members of the Board of Trustees, 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.

Section 12. Associate Editors shall be appointed by the President in consultation with the Editor and Monographs' Editor. Associate Editors shall be responsible for soliciting reviews and recommending to the Editor and Monographs' Editor acceptance or rejection of manuscripts that have been assigned to them by the Editor and Monographs' Editor. Each Associate Editor shall serve renewable 2-year terms.

Section 13. Standing Committees, appointed biennially by the President shall be as follows: Long Range Planning and Finance, Membership, Nomination, the Robert G. Jaeger Graduate Student Award, Conservation Committee, Symposium, and Graduate Studies.

Section 14. Editorial Board. The Editorial Board shall consist of from 6 to 8 members appointed by the President based upon the recommendations of the Editors of *Herpetologica* and *Herpetological Monographs*. Editorial Board members will serve 2-year memberships subject to renewal. The duties of the Editorial Board shall be to provide editorial, administrative, and ethical advice to the Editor(s) and Associate Editors of *Herpetologica* and *Herpetological Monographs*; review controversial aspects of manuscripts (for example, animal care, legal, or ethical issues) as requested; examine manuscripts where conflicting reviews have been received and to advise the Editor(s) whether a manuscript should be accepted or rejected; and review manuscripts in unusual circumstances when quick turn-around is required. The Editor(s), however, will continue to make final decisions regarding whether manuscripts should be accepted or rejected. Further, the Editorial Board shall assist the outgoing editor, President, and Board of Trustees in finding replacements for editors that retire or resign, and assist in the transition between editorships.

Section 15. The Newsletter Editor shall be appointed to a 2-year term of office by a majority vote of the Board of Trustees. The Newsletter Editor shall be responsible for preparation and publication of *Communications* and for maintaining its content. The Newsletter Editor may appoint assistants without Board approval. The Newsletter Editor shall be responsible to the Board of Trustees to whom an annual report shall be made.

Article III. Meetings:

Section 1. The League shall sponsor such Scientific Meetings as it deems advisable. The objectives of the League's meetings shall be to present appropriate scientific information and to foster the exchange of ideas among persons interested in herpetology.

Section 2. There shall 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 5 below). Those present shall constitute a quorum.

Section 3. The Board of Trustees shall meet at some time during each meeting of the League. As occasion demands, the Secretary, at the direction of the President, may submit matters to the Board of Trustees for vote by mail or electronic ballot. All such votes of the Board of Trustees shall be placed on record and submitted for ratification at the next meeting of the Board of Trustees.

- Section 4. The Vice-President shall recommend the time and place of annual Scientific Meetings. The Board of Trustees shall give final approval to such recommendations.
- Section 5. Notice of the annual Scientific Meetings shall be published in *Herpetologica*.
- 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, Publications Secretary, and Councilors shall be elected by ballot from a list of nominees assembled by the Nomination Committee, presented to the Board of Trustees for approval and to the members present at the General Business Meeting. Additional nominations shall be supported in writing by five or more members and presented at the General Business Meeting, or sent to the Secretary anytime before or within 3 weeks after the adjournment of the General Business Meeting. Willingness of nominees to serve shall be secured in writing before their names are placed on the ballot.
- Section 2. Ballots shall present a choice of at least two candidates for each of the offices of President-Elect and Councilor.
- Section 3. A ballot shall be distributed by the Secretary to all members by September 1st of the second year of the biennium. Ballots returned to the Secretary or a designated Past-President on or before October 31st of the same years shall be tabulated and recorded.
- Section 4. 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 *Herpetologica* the year following.
- Section 5. A tie vote for any office shall be resolved by a secret ballot of the Board of Trustees.

Article V. Finances:

- Section 1. All funds received by the League shall be used for publication of all official publications of the League, and to defray other expenses incurred in the conduct of League business as determined and

approved by the Board of Trustees. League Business includes but is not limited to the following:

- a. Publication of *Herpetologica*.
- b. Publication of *Herpetological Monographs* and other official organs of the society.
- c. Publication of meeting programs.
- d. Rental fees for meeting rooms.
- e. Registration fees and provision of advanced monies for purposes of scientific meetings.
- f. League membership and registration fees in other scientific and technical, non-profit organizations.
- g. Student Prize for best paper and poster at the annual meeting.
- h. Presentation of the Robert G. Jaeger Award for Graduate Student Research
- i. Support of the Distinguished Herpetologist's Lecture.
- j. Annual filing fee and legal services for Incorporation of Non-profit corporation.
- k. Annual Audit.
- l. Postage and duplicating costs for ballots, reports for the Board of Trustees Meeting, and other official mailings of the League.

Section 2. No part of the net earnings of this League shall ever inure to, or for the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the League 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 League finances shall be made, as provided in Article II, Section 5.

Section 4. In the event that the League 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 nonprofit 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 Board of Trustees.

Section 5. Notwithstanding any other provisions of these articles, the League shall not carry on any other activities not permitted to be carried on

by an organization exempt from federal income tax under the appropriate Section(s) of the Internal Revenue Code.

Article VI. Publications:

The League shall publish such scientific publications as authorized by the Board of Trustees. Membership shall not be a prerequisite for publication.

Article VII. Dues:

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

Article VIII. Fiscal Year:

The fiscal year of the League 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 Board of Trustees or by a written request addressed to the Secretary and signed by at least 10 Members or by a simple majority of Members in good standing present at a General Business Meeting of the League.

Section 2.

Voting on proposed amendments shall be by mail or by electronic ballots. The Secretary shall mail or e-mail copies of proposed amendments and ballots to all members of the League 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 League'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 Board of Trustees of the result. The result of the

voting shall be announced to the membership of the League in the next official issue of the journal.

Section 4.

Upon enactment, a Certificate of Amendment to the Articles of Incorporation shall be prepared, executed by the appropriate officers, and filed with the Secretary of the State of Nevada and with the Secretary of State of any other State in which the League is qualified to do business.

Article X. Amendments to the Bylaws:

Bylaws for the conduct of the business of the League may be enacted, amended, or repealed by a simple majority voted of the Board of Trustees.

Article XI. Mission Statement

The Herpetologists' League exists to promote scientific study and conservation of amphibians and reptiles. The primary goals of the League are to support the acquisition of knowledge about these organisms, and to transmit that knowledge through publications, conferences, and symposia. Activities sponsored by the League are designed to engage and encourage young scientists to join our mission. The products of the Herpetologists' League contribute to the global effort to understand and conserve the biological diversity on Earth.