

The Society

SVP Bylaws

As Amended May 2009

ARTICLE 1. MEMBERSHIP

Section 1. Eligibility

Election to membership in the Society is open to all individuals who meet the requirements, as defined in the Articles of Incorporation and these Bylaws, upon payment of required dues. Members joining after January 1995 are required to signify in writing their agreement to abide by the Society's Code of Ethics.

Section 2. Membership categories

Membership in this Society shall consist of the following classification:

- a. Regular member. Any individual interested in vertebrate paleontology, including professional and avocational paleontologists. Regular members are eligible to vote.
- b. Second member, same household. Any individual who qualifies for regular membership and is sharing a residential address with a regular Society member. Second Members, Same Household are eligible to vote and do not receive Society publications.
- c. Student member. Any individual currently enrolled in a secondary school or college/university undergraduate or graduate program. Student members are eligible to vote.
- d. Associate member. Open to individuals seeking limited involvement in the Society. Associate members are not eligible to vote and only receive electronic access to Society publications.
- e. Honorary member. An appointed member of the Society in recognition of contributions to the field of vertebrate paleontology. Honorary members shall not be required to pay dues. Honorary members are eligible to vote.

Additional categories of membership may be created by the Board of Directors.

Section 3. Dues

The Board of Directors shall set the annual dues of all membership categories and may establish different rates for special classes within categories. The Board of Directors shall review the dues of the Society at least every three (3) years and report its findings to the membership.

Section 4. Membership application

Every candidate for admission as a Society member shall submit a formal application on an application form authorized by the Board of Directors and signed by the applicant. Applications shall be approved by the Membership Committee or other body, as designated by the Board of Directors. The Board of Directors shall retain the right of final approval for election to all categories of membership.

Section 5. Nomination to honorary membership

- a. Any eligible voting SVP member in good standing may nominate an individual for honorary membership in the Society.
- b. Nominations shall be evaluated by the Board of Directors, or by a separate committee convened by the President. The committee shall submit nominations at its discretion to the Board of Directors for approval.
- c. Honorary memberships shall be limited to 3% of the total Society membership at any time.

Section 6. Membership obligations and termination of membership

- a. Member Obligations to Follow Society Rules. Each member of this Society agrees to be bound by these Bylaws and any amendments thereto, and by the lawful actions of the Board or voting members of the Society.
- b. Termination of Membership
 1. Causes of Termination. The membership of any regular member shall terminate upon occurrence of any of the following events:
 - i. The resignation of the member.
 - ii. The failure of a member to pay annual dues within the times set forth by the Board of Directors.
 - iii. The determination by the Board of Directors or a committee designated to make such determination that the member has failed in a material and serious degree to abide by the purposes and goals or code of ethics of the organization, particularly taking such action as may impair the Society's tax exempt status under either state or federal law.
 2. Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (iii) above, the following procedure shall be implemented:
 - i. A notice shall be sent by certified mail to the most recent address of the member as shown in the Society's records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least 21 days before the proposed effective date of the expulsion.
 - ii. The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than five (5) days before the effective date of the proposed expulsion. The hearing will be held by a special expulsion committee, composed of not fewer than three Board members appointed by the President. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.
 - iii. Following the hearing, the expulsion committee shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the committee shall be final.
 - iv. Any person expelled from the Society shall receive a refund of dues or assessments already paid. The refund shall be prorated to return only the balance remaining for the period of the dues payment based on the Society's accrual of that payment

Section 7. Reinstatement

Any person who has ceased to be a member of whatever category, who has forfeited membership for nonpayment of dues, unless expelled for ethical reasons, may be reinstated without penalty, upon fulfillment of such requirements as may be established by the Board of Directors.

ARTICLE 2. THE BOARD OF DIRECTORS

The Board of Directors shall be the governing body of the Society, shall transact business between the annual meetings of the Society, as specified in the Articles of Incorporation and Bylaws, and conduct other business as required.

Between annual meetings, the Board of Directors may vote and transact its business by mail, telephone, electronic communication, or other appropriate communications technology, coordinated through the office of the Secretary.

All members of the Board of Directors shall further discharge such other duties as are assigned to them by vote of the Society or the Board of Directors, or by action of the President.

ARTICLE 3. ELECTIONS AND OFFICERS

Section 1. Eligibility

Only those members who have belonged to the Society continuously for five (5) years or more shall be eligible for election to office or Board of Directors.

Section 2. Nominations

- a. Nominations for the offices of Vice-President, Secretary, Treasurer, and for Members-at-Large of the Board of Directors shall be made by a Nominating Committee.
- b. When a vacancy in the office of Vice-President or Members-at-Large must be filled, the Nominating Committee shall provide at least two (2) nominees for the office.
- c. The members shall be informed of the nominees at least 45 days before the proposed distribution of ballots by publication in the News Bulletin or otherwise.
- d. Nominations by petition for any office may be added during the 45-day notification period prior to the ballot, by petition from 2% of the voting members.

Section 3. Ballot

- a. Election to office shall be by plurality by way of an electronic online ballot or by a mail ballot, at least 60 days before the annual meeting. Only ballots received within 45 days after the distribution of ballots shall be counted.

Section 4. Removal and resignation

Any member of the Board of Directors may be removed from office, either with or without cause, upon the approval of three-quarters (3/4) of the members voting in a mail or electronic ballot. Such ballot may be initiated by majority vote in an annual business meeting or by petition from 10 percent (10%) of voting members.

Any member of the Board of Directors may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies

Any vacancy which arises in the Presidency shall be filled by the Vice-President, who shall serve out the duration of the administrative year and then two (2) years more. The vacancy thus created in the Vice-Presidency, or any other vacancy which develops, shall be filled by nomination from the Nominating Committee and appointment by the Board of Directors. Persons appointed to fill vacancies in other offices shall serve until the next regular election, when they can stand for re-election, if approved by the Nominating Committee.

Section 6. Terms of officers

- a. Terms of office shall begin and end at the adjournment of the annual business meeting. The administrative year shall extend from the adjournment of one annual business meeting to the adjournment of the next.
- b. The Vice-President shall be elected to a term of two (2) years and shall succeed to the office of President for the following two (2) years, followed by a term of two (2) years as immediate Past President. A President shall not be eligible for further term in that office for three (3) years following the completion of his or her term as immediate Past President.
- c. The Secretary shall be elected for a term of three (3) years and shall be eligible for re-election to that office for an additional term.
- d. The Treasurer shall be elected for a term of three (3) years and shall be eligible for re-election to that office without restriction.
- e. Each Member-at-Large shall serve a term of three (3) years, and the term of each shall begin in a different year so that the terms will be staggered.

ARTICLE 4. DUTIES OF OFFICERS

The duties of Society officers, beyond those specified in this Articles of Incorporation and Bylaws, shall be formulated in guidelines developed by the Board of Directors and maintained by the Secretary and the Business Office.

Section 1. President

The President is the chief officer of the Society, and shall preside over all official Society business and represent the Society to other professional organizations and the public.

Section 2. Vice-President

The Vice-President shall preside at meetings or transact relevant Society business in the absence of the President, and shall assume the duties of President in case of the death, disability, or resignation of the latter.

Section 3. Secretary

The Secretary, with assistance from the Business Office, shall record proceedings of and act as parliamentarian for meetings of the Society and Board of Directors, and shall keep the written records of the Society, exclusive of the financial accounts and endowment fund.

Section 4. Treasurer

The Treasurer, with assistance from the Business Office, shall oversee all the financial activities of the Society, and prepare and administer the Society's budget, as approved by the Board of Directors.

Section 5. Members-at-Large

The Members-at-Large shall attend meetings of the Board of Directors and pursue business of the Society, as directed by the Board of Directors or the President.

ARTICLE 5. COMMITTEES

Committees, unless otherwise provided for in these Articles of Incorporation and Bylaws or voted on by the Society, shall be convened and appointed by the President. Committee chair(s) and members serve at the discretion of the President. Committees are authorized to act for the Society only as directed at the time of appointment or subsequently by the President, as voted by the Board of Directors, or as specified in the Articles of Incorporation and Bylaws.

Section 1. Nominating Committee

The President of the Society shall appoint a Nominating Committee, consisting of three past Presidents of the Society, to make nominations for election to the Board of Directors.

Section 2. Additional committees

Additional committees shall be appointed by the President and renewed as appropriate to accomplish the goals of the Society.

ARTICLE 6. MEETINGS

Section 1. Annual meeting

The Society shall hold an annual meeting for scientific sessions, field trips (if relevant), and the transaction of business. The time and place of the annual meeting shall be determined by the Board of Directors. Additional meetings, joint meetings with other societies, or field conferences may be held as voted by the membership or by the Board of Directors.

A program officer, overseeing a program committee if convened by the President, the sponsoring host institution(s), and the Business Office, shall be responsible for the technical sessions of the annual meeting.

Section 2. Annual Business Meeting

A general business session open to all categories of members shall be held during the annual meeting. A quorum of 25 percent of the membership eligible to vote must be present at the Annual Meeting in order to transact business on behalf of the Society at its Annual Business

Meeting. All voting members of the Society at the Annual Meeting must be notified in writing of the location and time of the Annual Business Meeting.

Section 3. Board of Directors Meetings

The Board of Directors shall meet twice a year:

- a. at the time and place of the Annual Meeting of the Society;
- b. mid-year meeting at a time and place established by the Board of Directors.

ARTICLE 7. PUBLICATIONS

Section 1. Society Publications

The Society shall publish a scientific journal, the Journal of Vertebrate Paleontology, and other publications deemed necessary by the Board of Directors or by vote of the membership. These publications may be in paper, electronic, or other forms.

Section 2. Publication Editors

The editors of Society publications shall be appointed by the President with the approval of the Board of Directors, and may serve a term at the discretion of the Board of Directors.

ARTICLE 8. VOTING

Section 1. Confidential Ballots

Business involving the form of organization, governance, unusual financial commitments, or other matters of concern to the whole membership and considered by the Board of Directors to be of exceptional importance shall be decided by confidential ballot rather than by vote at meetings. By direction of the members as expressed by vote in the Annual Business Meeting, or by decision of the President or Board of Directors, any question or issue may be submitted to confidential ballot of the membership.

Section 2. Open Ballots

Votes taken during the Annual Business Meeting shall be from the floor by eligible members present.

Section 3. Mail Ballots

Vote by mail ballot shall be decided by a plurality of electronic online ballots or marked, dated, and signed paper ballots returned, unless otherwise provided in the Articles of Incorporation and Bylaws.

Section 4. Voting by Proxy

Eligible members may participate in open votes at the Annual Business Meeting by a dated and signed letter carrying explicit instructions for voting. Blanket proxies, or those to be voted at the discretion of the person to whom they are given, shall not be counted.

ARTICLE 9. FINANCES

Section 1. Payments and Contracts

All checks, drafts or other orders for the payment of money, notes, acceptances or other evidences issued in the name of the Society shall be signed by such officer(s), or agent(s) of the Society and in such manner, as shall be determined by the Board of Directors.

Section 2. General Fund

The Society shall maintain a general fund and other special funds, as authorized by the Board of Directors. Such funds shall be used to support the goals of the Society as prescribed in Article 1 of the Articles of Incorporation.

Section 3. Fiscal year

The fiscal year shall be October 1 to September 30.

Section 4. Review

An independent auditor or accountant, or separate committee convened by the President, shall examine the Society's accounts as kept by the Treasurer and shall present a statement as to their adequacy and correctness.

ARTICLE 10. BUSINESS OFFICE

The Board of Directors may contract for executive management and administrative support of the operations and business affairs of the Society ("Business Office"). Such Business Office shall execute all programs established by the Board of Directors. The Business Office may negotiate and execute contracts as authorized by the Board of Directors, may be custodian of Society funds, and may have authority to make deposits and disbursements in connection with the conduct of its business affairs, as delegated by the Board of Directors. Individuals providing professional support to the Society shall be bonded for the faithful discharge of duties as the Board of Directors may deem appropriate.

ARTICLE 11. AMENDMENTS

These bylaws may be amended by approval from a majority vote (51%) of members voting by way of an electronic or marked, dated, and signed paper ballot.

Such amendments may be proposed by:

- a. Resolution by the Board of Directors,
- b. Petition endorsed by at least 2% of the total voting members of the Society, or
- c. By motion at the Annual Business Meeting.

The legality of all amendments shall be determined by the Board of Directors with advice of counsel, prior to consideration by voting members of the Society. Upon affirmation of legality of the proposed amendments, the Board of Directors shall cause them to be published at least 30 days prior to a vote.

ARTICLE 12. CODE OF ETHICS

Preamble

Several goals for the Society of Vertebrate Paleontology follow from its mission statement (Articles of Incorporation, Article 2, Section 1):

- a. To advance the science of vertebrate paleontology throughout the world;
- b. To serve the common interests and facilitate the cooperation of all persons concerned with the history, evolution, ecology, comparative anatomy and taxonomy of vertebrate animals, as well as the field occurrence, collection and study of fossil vertebrates and the stratigraphy of the beds in which they are found;
- c. To support and encourage the discovery, conservation, and protection of vertebrate fossils and fossil sites;
- d. To foster the scientific, educational, and personal appreciation and understanding of vertebrate fossils and fossil sites by avocational, student and professional paleontologists and the general public.

Fossil vertebrates are usually unique or rare, nonrenewable scientific and educational resources that, along with their accompanying contextual data, constitute part of our natural heritage. They provide data by which the history of vertebrate life on earth may be reconstructed and are one of the primary means of studying evolutionary patterns and processes as well as environmental change.

Section 1. Professional standards in collection of fossils

It is the responsibility of vertebrate paleontologists to strive to ensure that vertebrate fossils are collected in a professional manner, which includes the detailed recording of pertinent contextual data, such as geographic, stratigraphic, sedimentologic, and taphonomic information.

Section 2. Adherence to regulations and property rights

It is the responsibility of vertebrate paleontologists to assist government agencies in the development of management policies and regulations pertinent to the collection of vertebrate fossils, and shall comply with those policies and regulations during and after collection. The necessary permits on all lands administered by federal, state, and local governments, whether domestic or foreign, must be obtained from the appropriate agency(ies) before fossil vertebrates are collected. Collecting fossils on private lands must be done only with the landowner's consent.

Section 3. Fossil preparation

Fossil vertebrate specimens should be prepared by, or under the supervision of, trained personnel.

Section 4. Deposition of fossil specimens

Scientifically significant fossil vertebrate specimens, along with ancillary data, should be curated and accessioned in the collections of repositories charged in perpetuity with conserving fossil vertebrates for scientific study and education (e.g., accredited museums, universities, colleges, and other educational institutions).

Section 5. Publication and education

Information about vertebrate fossils and their accompanying data should be disseminated expeditiously to both the scientific community and the interested general public.

Section 6. Commercial sale or trade

The barter, sale, or purchase of scientifically significant vertebrate fossils is not condoned, unless it brings them into, or keeps them within, a public trust. Any other trade or commerce in scientifically significant vertebrate fossils is inconsistent with the foregoing, in that it deprives both the public and professionals of important specimens, which are part of our natural heritage.