# **DVPS BYLAWS**

## ARTICLE I: NAME AND PURPOSE

**Section 1.1.** The registered name of this Society is: Delaware Valley Paleontological Society, which may be referred to in abbreviated form as DVPS and hereinafter is designated as the Society.

**Section 1.2.** The purposes of the Society shall be:

- (a) To promote the collection and dissemination of information relating to fossil forms.
- (b) To provide a forum for the exchange of information by and among professional and amateur paleontologists.
- (c) To do all things which may be necessary, appropriate or convenient to the achievement of the foregoing purposes and which may lawfully be done by a nonprofit corporation under and pursuant to the laws of the Commonwealth of Pennsylvania.

## ARTICLE II: MEMBERS

**Section 2.1.** There shall be two (2) categories of members of the Society — voting and non-voting. All members shall abide by the Rules of the Society.

Voting members shall consist of the following sub-categories:

(a) Regular Member:

A member who pays the regular membership fees, is 18 years of age or older and participates in the operations of the Society shall be considered a regular member of the Society. A regular member shall be entitled to attend Society meetings and field trips, receive all Society publications, vote on any Society business, to elect Officers (and Directors), to serve on committees and to run for an elected office.

(b) Family Member:

A family (any number of members of the same household residing at the same address) may become a member of the Society, by paying the family membership fee. Each family membership is entitled to only one copy of each Society publication and has only one vote in any election of Officers (and Directors) and on any matter of Society business. Otherwise, benefits are as those of regular membership.

(c) Emeritus Member:

Emeritus membership may be bestowed by the Executive Board or in response to a petition signed by a majority of voting members, upon any individual for significant achievement in the field of paleontology, or for significant service to the Society, or for a combination thereof. Emeritus status is permanent. Emeritus members shall receive the Society Newsletter and announcements, and any other Society publications as established by the Board. Emeritus members may vote, hold office and enjoy all other benefits of membership.

Non-voting members are as follows:

(d) Junior Member:

Any persons under the age of 18 may become a member by paying a reduced membership fee. Junior members are entitled to attend Society meetings and (age appropriate) field trips, serve on committees and receive all Society publications but do not have voting rights and may not hold office.

(e) Honorary Member:

All entities that the Executive Board recognizes as having a promotional or instructional involvement with the Society shall be entitled to a one-year honorary membership in the Society. Honorary members of the Society are entitled to attend Society meetings and field trips, serve on committees and receive all Society publications but do not have voting rights and may not hold office. An existing Honorary Membership may be renewed by the Executive Board on an annual basis

**Section 2.2.** All members, with the exception of honorary and emeritus members, shall pay membership fees and dues in such amounts and payable at such times and by such methods of collection as the Executive Board may prescribe.

**Section 2.3.** The Executive Board shall notify all members in advance of any change in the dues structure.

**Section 2.4.** Any membership may expire for non-payment of membership dues and fees. Deletion from the membership rolls shall be by those methods and at such times as the Executive Board may by resolution prescribe in the Rules of the Society. Membership in any membership subdivision also ceases whenever a member no longer meets the eligibility criteria for that class of membership.

**Section 2.5.** A member may be expelled from the Society for actions (or inactions) which are contrary to the purpose of the Society as described in the Articles of Incorporation, the By-laws, or violate the Rules of the Society, after a hearing held before the Executive Board and a majority vote by the Board in favor of expulsion. Members may appeal their expulsion to the full Society. Methods and procedures for such hearings and appeals shall be set forth in the Rules of the Society.

## ARTICLE III: MEETINGS OF MEMBERS

**Section 3.1.** All regular meetings of the members, of which there shall be at least three in each fiscal year, shall be held at such times and places, either within or without the Commonwealth of Pennsylvania, as the Executive Board may from time to time determine.

**Section 3.2.** Special meetings of the members may be called by the President, the Executive Board, or by not less than ten (10) percent of the members having voting rights. The hour and date of said meeting shall be fixed by the Board.

**Section 3.3.** Notice of Special meetings of the membership shall be delivered to each Member either personally, by mail, or by other electronic means by the Secretary of the Society. Such a notice will include the time, place, and purpose of the meeting.

**Section 3.4.** All regular or special meetings to which all voting members are entitled to attend and vote upon business are designated as "open" meetings. The smaller of fifteen (15) percent of voting memberships, or twenty-five (25) voting members in person, shall constitute a quorum for the conduct of business at any open meeting, except as otherwise provided by statute or by the Articles of Incorporation or by these By-laws.

**Section 3.5.** Except as otherwise provided by statute or the Articles of Incorporation, at every meeting each membership entitled to vote, shall have one vote.

## ARTICLE IV: OFFICERS

**Section 4.1.** The Officers of the Society are the (i) President (ii) Vice-President (iii) Treasurer and (iv) Recording Secretary. All Officers are elected by and from the voting Members of the Society, and must be at least 18 years of age.

**Section 4.2.** The Members shall elect a President, Vice-President, a Recording Secretary and a Treasurer every two years.

The President

**Section 4.3.** The President is the principal administrative Officer of the Society. The President presides over all meetings of the Society; co-ordinates all activities which come under the auspices of the Society; generally and actively manages the business of the Society and shall attempt to ensure that all orders and resolutions of the Executive Board are carried into effect. A primary duty of the President is to guide the Society in the formulation of constructive activities.

**Section 4.4.** The President shall execute contractual agreements or business forms except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Executive Board to some other officer or agent of the Society.

The Vice-President

**Section 4.5.** The Vice-President assists the President in the administration of the affairs of the Society in such matters as may be delegated to him by the President or at the direction of the Executive Board. In the absence of the President, the Vice-President assumes the duties of the President.

*The Recording Secretary* 

**Section 4.6.** The Recording Secretary shall attend all sessions of the Executive Board and all meetings of the Members and record all the votes of the Society and the minutes of all the transactions in a file to be kept for that purpose, and shall perform like duties for the committees of the Board when required. The Recording Secretary shall give, or cause to be given, notice of all meetings of the Members and of special meetings of the Board, and shall perform such other duties as may be prescribed by the Board or President, under whose supervision the Recording Secretary shall be.

An Assistant Secretary, in the absence or disability of the Recording Secretary, shall temporarily perform the duties and exercise the powers of the Secretary.

The Treasurer

**Section 4.7.** The Treasurer shall have the custody of the corporate funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Society, and shall deposit all moneys and other valuable effects in the name and to the credit of the Society in such depositories as shall be designated by the Executive Board. An Assistant Treasurer, in the absence or disability of the Treasurer, shall temporarily perform the duties and exercise the powers of the Treasurer.

**Section 4.8.** The Treasurer shall disburse the funds of the Society as may be ordered by the Executive Board, taking proper vouchers for such disbursements, and shall render to the President and Board, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Society.

# ARTICLE V: EXECUTIVE BOARD

**Section 5.1.** The Executive Board is the governing body of the Society and as such shall exercise control over all funds, properties, activities, and policies of the Society in accordance with the Articles of Incorporation, By-laws, and Rules of the Society.

**Section 5.2.** The Executive Board, when fully constituted, consists of: (i) the Officers - President, Vice-President, Treasurer, and Recording Secretary (ii) six elective Directors, and (iii) the immediate Past-President of the Society. The six elective Directors shall serve a term of two years and shall be elected every two years, concurrent with the elections for officers.

**Section 5.3.** The Executive Board shall be assisted by an Advisory Panel consisting of the Chairs of all Standing Committees, the Editors of the official Newsletter and Journal of the Society, and such other officers, assistant officers, agents, or persons as the President or Board may designate. It is the function of each member of the Advisory Panel to maintain expertise and/or active participation in the particular area of expertise for which he/she has responsibility, to attend meetings of the Board, and to participate in Policy discussions.

**Section 5.4.** Regular meetings of the Executive Board shall be held at least twice during a fiscal year. The President has the responsibility for designating the time and place of the meeting. All Board meetings are open to all Members except in the case of a meeting held for the purpose of disciplinary review, in which case the person or persons being considered for disciplinary action may request a closed meeting. The Board may invite non-members to any meeting at its discretion. Notice of scheduled Board meetings is to be made to all Members of the Board and advisory panel in writing or by telephone or electronic notice at least 14 days before the meeting. General notice to the Society membership of impending Board meetings should be made either by written notice, publication in the Newsletter, electronic means, or announcement at a meeting of the general membership.

**Section 5.5.** Special meetings of the Executive Board may be called by the President on 24 hours notice to each Board member, either personally, by mail, by telephone or by other electronic means. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two Board Members. Notice of each special meeting of the Board shall specify the date, place and hour of the meeting. The notice need not state the general nature of the business to be conducted at such special meeting.

**Section 5.6.** At all meetings of the Executive Board, 7 sitting Board Members shall be necessary to constitute a quorum (of the 7, one must be the President or Vice-President) for the transaction of business. The acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board.

**Section 5.7.** A vote of two-thirds (2/3) of the Members having voting powers is required in order to overturn action taken by the Executive Board.

#### ARTICLE VI: OFFICE ELIGIBILITY AND VOTING PROCEDURES

**Section 6.1.** No person shall be nominated, elected, or appointed as an Officer or Director unless at the time of such nomination, election, or appointment, that person is a voting Member of the Society.

**Section 6.2(a).** A Nominating Committee consisting of at least five (5) voting Members of the Society shall make the nomination of candidates for elective offices and directors. The President shall appoint at least three (3) of the Nominating Committee members. The elected Directors in office may each appoint an additional Member to the Nominating Committee. The Nominating Committee may not exceed a total of thirteen (13) Members. The Committee must be selected for each election in a timely fashion so as to permit it to meet the schedule established below.

**Section 6.2(b).** Upon appointment, the names of the Members of the Nominating Committee shall be published in the following Society Newsletter, with a notice to the Society membership inviting interested potential candidates to submit their names to the Committee.

**Section 6.2(c).** The Nominating Committee shall submit a nominated slate of candidates for Officers and Directors to the Executive Board at least forty five (45) days before closure of the election ballot. The Committee shall certify that each candidate nominated is eligible to hold the office for which he/she is being nominated and that he/she will serve if elected. Decisions of the Nominating Committee shall be by a majority of the total membership of the Committee. In the event of a tie vote of the Nominating Committee, the issue will be deemed to have passed. At least one candidate for each office or directorship to be elected shall be nominated. More than one candidate may be nominated.

**Section 6.3(a).** Upon receipt of the Committee's nomination slate; the Executive Board shall direct that the slate of candidates be published in the following Society Newsletter, along with a closure date for the printing of the final ballet

**Section 6.3(b).** The Executive Board shall appoint Judges of Elections, who need not be Members. The Board may direct the President to appoint Judges of Election on the Board's behalf. The number of Judges of Elections shall be three (3). No candidate for Office may serve as a Judge of Election. The Judges of Elections shall (1) oversee the creation and publication of a printed ballot (2) arrange for mailing of the ballot to voting Members of the Society (3)

establish procedures for the return and counting of ballots (such procedures must meet the provision of paragraph (d) of this Section), and (4) take any other appropriate measures to ensure that elections are conducted in a fair and honest manner.

**Section 6.3(c).** Society Members eligible to hold office may submit their name in writing to the Judges of Election for inclusion on the final printed ballot.

**Section 6.3(d).** Voting shall be by secret ballot. "Write in" votes shall be counted if the person named on the ballot is eligible for the office in question. The closure date for the receipt of ballots shall be at the conclusion of the business portion of the last meeting of the fiscal year. Means shall be established in the Rules of the Society to provide for the counting and certifying of votes. In the event of a tie vote, the tie shall be broken by a suitable lottery. Following certification of the vote, the President shall apprise the membership of the results of the poll.

**Section 6.4.** Officers shall take Office at the beginning of the fiscal year except as provided for in Articles 4, 5, 6 and 7 of these By-laws.

**Section 6.5(a).** A vacancy occurs in an office, whether it be appointed or elective, when (i) the office holder resigns from office (ii) the officeholder ceases to function in the office due to any circumstances (iii) the term of office expires or (iv) the Officer allows his/her membership to expire beyond a reasonable grace period (as per Section 2.4).

**Section 6.5(b).** In the event of a vacancy there shall be convened a special meeting of the Executive Board to appoint an eligible Society member to serve out the unexpired term.

## ARTICLE VII: ADMINISTRATION

**Section 7.1.** The Rules of the Society augment the Articles of Incorporation and the By-laws of the Society. The Rules include matters which come under the purview of the Executive Board either as a matter of law or as may be required by the By-laws of the Society. They are developed, enacted, and documented by the Board so as to provide for the orderly administration of Society affairs; and they shall be construed so as to expedite administrative matters. The enactment or amendment of a rule requires the approval of a majority of the members of the Board then in office. Once enacted, a rule is effective until amended by due process and the procedure governing the method of enactment, amendment, and documentation shall be set out in the Rules.

**Section 7.2.** The Executive Board may appoint such other officers, assistant officers, and agents as the needs of the Society may require. The Board shall establish the duties, authority, responsibilities, and terms of office for these officers and agents prior to or at the time of such appointment and shall place a written description thereof in the records of the Society. Such positions so established may be hereinafter referred to as "administrative posts" or "appointed officer".

**Section 7.3.** Unless specifically excepted by the Executive Board, an appointment to a Committee or administrative post shall not extend beyond the end of the third fiscal year after the appointment was made unless reviewed and renewed by the Board in office at the end of that third fiscal year. Committee Chair terms conclude at the conclusion of the President's term of office. Committee Chairs may be reappointed to succeed themselves. The Board may terminate the tenure or appointment of an Elected Officer, Committee Chair or person in an appointed office for just cause after due process. Elected Officers and Directors may simultaneously serve as administrative officers or Chairs of Committees unless specifically prohibited elsewhere in these By-laws.

**Section 7.4(a).** The Executive Board shall by necessity establish the following Standing Committees to meet the requirements of these By-laws and administer contractual obligations that the Society has entered into:

- a) The Policy Committee
- b) The Scholarship Committee

The Board may establish other Committees and appoint Committee Chairpersons as may be required for achieving the goals of the Society. Once established, a Committee does not exist in perpetuity but may be disbanded if no longer necessary.

**Section 7.4(b).** The Policy Committee shall assist the Executive Board in reviewing and/or drafting policy for the Society; reviewing proposed changes in the By-laws or Rules of the Society; and drafting proposed changes in the By-laws or Rules of the Society. An additional function is to interpret the provisions of the By-laws, Articles of Incorporation, or Rules of the Society when requested in writing by (1) a member of the Board or (2) in a petition signed by at least ten percent (10%) of the voting Members of the Society. Policy Committee members must be voting Members of the Society, and are appointed by the Board. The Policy Committee Chair may not concurrently be an elected Officer or Director or Chair of another Committee.

**Section 7.4(c).** The Scholarship Committee shall have responsibility for oversight, management of and fund raising activities for the "DVPS - Paul Bond Scholarship Fund" in accordance with applicable laws, the By-laws, and approved policies and Rules of the Society; and with the scholarship fund agreement between the Society and the Philadelphia Foundation.

**Section 7.5** The Executive Board may appoint a Member of the Society to the administrative post of Membership Secretary whose duties will include keeping a register of the mailing address and dues status of each member.

**Section 7.6** The Executive Board may appoint a Member of the Society to the administrative post of Editor in Chief and Assistant Editor whose responsibilities will be to plan, facilitate and implement the production of the Society's professional journal "The Mosasaur".

**Section 7.7.** The Executive Board may appoint a Member of the Society to the administrative post of Editor in Chief and Assistant Editor of the Society's Newsletter. The Newsletter shall function in accordance with the By-laws and approved policies and Rules of the Society.

**Section 7.8.** The Executive Board may appoint a Member of the Society as Assistant Treasurer or Assistant Secretary or to any other administrative post established in accordance with the By-laws and approved policies and Rules of the Society.

## ARTICLE VIII: FISCAL OPERATIONS

Financial Report to Members

**Section 8.1.** The directors of the Society shall present annually to the members a report, the contents of which are prescribed in Section 7555 of the Pennsylvania Nonprofit Corporation Law of 1972 (or any successor Act or provisions), a copy of which report shall be filed with the minutes of the first member's meeting of the fiscal year.

Checks and Notes

**Section 8.2.** All checks or demands for money and notes of the Society shall be signed by such Officer or Officers as the Executive Board may from time to time designate.

Fiscal Year

**Section 8.3.** The fiscal year of the Society shall end on August 31.

**Expenditures** 

**Section 8.4.** All expenditures of the Society are to be made with the consent of the Executive Board and in accordance with approved policies and Rules of the Society.

Indemnification

**Section 8.5.** The Society shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding (including actions by or in right of the Society to procure a judgment in its favor) by reason of the fact that he/she is or was a representative of the Society, or is or was serving at the request of the Society as representative of another Society, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred, upon a determination in the specific case that such indemnification is proper in the circumstances because he/she has met the standard of conduct applicable in Section 7741 or Section 7742 of the Pennsylvania Nonprofit Corporation Law of 1972 (or any successor Act or provisions). The Society may purchase and maintain insurance for the purpose of indemnification on under Section 7747 of the Pennsylvania Nonprofit Corporation Law of 1972 (or any successor Act or provisions).

## ARTICLE IX: AMENDMENTS

**Section 10.1.** The By-laws may be altered, amended, or repealed by a vote of three-fifths (3/5) of the membership entitled to vote.

**Section 10.2.** Proposed changes to the By-laws may be drafted by the Policy Committee at the request of the Executive Board. Any member may also propose a change in the By-laws by submitting the proposed changes in writing to the Policy Committee. After reviewing all proposed changes, the Policy Committee will submit the draft change and its recommendations to adopt, reject, or amend the draft change to the Board. The Board may then either (1) submit the proposal as is to the membership for a vote (2) amend the proposal and submit the amended version to the membership for a vote (3) publish the proposed change for additional membership comment or (4) vote to table the amendment.

Alternately, a proposed amendment may be brought to the membership of the Society for a vote with or without the recommendation of the Policy Committee and/or Executive Board if it is accompanied by a petition for an amendment vote bearing the signatures of twenty-five (25) percent of the voting Members of the Society.

**Section 10.3.** Within sixty (60) days of the Executive Board's decision to proceed with a vote or of the receipt of a petition requiring a vote, the Board shall meet to establish a closure date for balloting not more than one-hundred twenty (120) days later, and the voting process shall be followed in the same manner as described in Sections 6.3(b) and (d), except that the ballot closure date shall be as determined by the Board as per this paragraph.

All other procedures in the amendment process not expressly set forth in these By-laws shall be established in the Rules of the Society.

## ARTICLE X: TRANSITION RULES

**Section 10.1.** These revised By-laws shall become effective immediately upon ratification.

**Section 10.2.** The individuals in the Offices of the President, Vice-President, Recording Secretary, and Treasurer, elected under the previous By-laws, shall remain in the same respective Offices for the remainder of their two (2) year terms (through August 31, 2008), unless a vacancy occurs as per Section 6.6(a), which shall be filled as per Section 6.6(b). These individuals, along with the immediate Past President and the three present elected Directors of the Board shall serve as the interim Executive Board. At the next regularly scheduled election (June 2008) three additional elected Directors of the Board will be added to the ballot (for a total of six).

**Section 10.3.** The Sept. 1<sup>st</sup> 2008 installment of the new officers and the six elected Directors of the Board will bring the Executive Board up to its full strength in accordance with the new By-laws and the regular two-year election cycle will continue.

At that time, the present Article X shall become obsolete and shall be deleted from the Bylaws.

Revision as approved by the DVPS Executive Board 2/19/08