

BY-LAWS OF THE WESTERN SOCIETY OF MALACOLOGISTS

Emended by membership vote on June 22, 2017

Article I

Name, Purpose, Emblem

Section 1. The name of this organization shall be the Western Society of Malacologists, hereinafter referred to as the Society. (a) No provision in these By-laws shall be interpreted as superseding or abridging any provisions in the Articles of Incorporation of the Society.

Section 2. The Society shall be organized and operated exclusively for educational and scientific purposes under section 501(c)(3) of the Internal Revenue Code. Within the meaning of section 501(c)(3), the Society will promote the study of Malacology and Invertebrate Zoology through the encouragement of research and the dissemination of educational material, by both lectures and publications, to persons interested in said science, and to further the interests of members and non-members alike in the study of mollusks and invertebrate organisms in general by promoting acquaintance and cooperation among them, and by encouraging publication of scientific papers.

Section 3. The emblem of the Society shall be a representation of the shell of *Megastrea undosa* (Wood, 1828).

Article II

Membership

Section 1. **Classes of Membership.** There shall be the following classes of membership: Charter Members; Regular Members; Student Members; and Honorary Members.

(a) Any person may become a Charter Member by the Payment of \$5.00 until 23 September 1968, at which time the Charter Membership shall be closed.

(b) A Regular Member in good standing shall be any person whose dues are currently paid in full, and who pledges agreement to abide by the Articles and By-laws of the Society.

(c) A Student Member shall be any person enrolled in a University, College, or other recognized school of learning, whose dues are currently paid in full and who pledges agreement to abide by the Articles and By-laws of the Society. Student Members shall not be eligible to hold any elective office in the Society, but may vote at regular and special meetings of the membership.

(d) Honorary Membership may be conferred upon a person because of their achievement of great merit or outstanding contribution to Malacology in general, or to the Society in particular. The number of Honorary Members in the Society shall be limited to five per cent of the general membership in good standing at the time of election to Honorary Membership.

Honorary Members may be proposed by any member of the Executive Board, or in writing by not less than 5 members in good standing, with documentation. The President shall appoint a committee of 3 disinterested persons to investigate the merit of the nomination. Upon the favorable report of said committee a secret ballot shall be had among the Board; a 2/3 majority shall be required for affirmative action. If the ballot is favorable, the President shall appoint a committee to prepare the required for affirmative action. If the ballot is favorable, the President shall

appoint a committee to prepare the ceremonial presentation of the Honorary Membership. Honorary Members shall not be liable for dues, and shall not be entitled to vote on affairs of the Society.

(e) Membership is not transferable, and ceases upon death of the member.

(f) A member may be deprived of membership in the Society for acts or behavior detrimental to the Society or its objectives. The Executive Board shall investigate charges brought to its attention; if said detrimental acts are confirmed, the accused shall be automatically dismissed from the Society.

Section 2. **Institutions.** Institutions may join the Society as Regular Members, entitling them to receive all publications, but they shall have no vote.

Article III **Dues**

Section 1. **Dues.** Annual membership dues will be set by the Executive Board and confirmed by a majority vote of members present at the annual business meeting.

(a) Dues for the ensuing calendar year are payable annually during the month of January; if dues are not paid by the conclusion of the annual meeting, the member shall be delinquent and shall lose all rights and privileges and will be considered a member not in good standing; their name shall be stricken from the membership rolls.

(b) Dues for Student Members shall be 40% of the dues for regular membership.

Section 2. **Assessments.** No assessments of any kind shall be

levied for any reason at any time, aside from the annual dues.

Section 3. **Annual Meeting Costs.** In the handling of the annual meetings of the Society, the intention shall be to cover all legitimate expenses by any or all of the following means: a registration fee to be paid by those who attend the annual meeting either full or part time, except Honorary Members and officially invited guests, in an amount established by the President after consultation with the Treasurer and the Auditing Committee; by dues, or by monies available to the Society by other legal means.

Article IV **Officers**

Section 1. **Officers.** The elected officers of the Society shall be a President; a First Vice-President; a Second Vice-President; a Secretary and a Treasurer.

(a) The terms for these offices shall normally be for one year, beginning one month after election which shall be held at the annual meeting of the general membership. No elected officer shall succeed themselves, except that the offices of Treasurer and Secretary may be held by the incumbents for a period not to exceed five (5) years.

(b) Appointed officers and committees serve at the pleasure of the President; it is within their power to remove any such officers and committee members for any reason whatsoever.

(c) If an elected officer fails to fulfill the duties of their office or if they perform their duty in a manner that will reflect unfavorably upon the Society or its objectives they may be recalled. A special election shall be called by the President of the Society at the next meeting of the general membership, such special election to be announced, together with the reasons thereof,

to the regular members in writing at least two weeks in advance of the meeting. A secret ballot shall be held and a two-thirds majority vote may remove the accused officer from their office. The Nominating committee shall put in nomination another member's name to be approved by unanimous vote of the Executive Board remaining, to serve out the rest of the term. A person thus removed from office shall not have their name put in nomination for any office.

Section 2. **Duties of Officers.** The officers shall perform the usual duties of their offices.

(a) The **President** shall preside at annual meetings and be generally responsible for the activities of the Society. They shall appoint a Nominating Committee and such other committees as they deem desirable. At the end of their term of office they shall appoint an Auditing Committee, and may appoint a Mentor-Parliamentarian to serve during the term of their successor. The President shall be guided, additionally, by the policies contained in the Officer's Manual.

(b) The **First Vice-President** shall act for the President if the latter is unable to serve after all preliminary organizing of the annual meeting has been completed.

(c) The **Second Vice-President** shall assume all responsibility for organizing an annual meeting of the Society if the President-elect, for any reason, should become unable to assume the duties of their office at any time before the meeting has been organized. They shall thereby succeed to the office and title of President of the Society.

(d) The **Secretary** shall take all minutes of the Executive Board and Business meetings, transcribe them as promptly as possible and transmit copies to the President (for review). The Secretary

shall also take such notes during annual meetings as may be appropriate, and handle all necessary correspondence, as directed by the President or otherwise required, keep the other members of the Executive Board informed on matters that concern them, and maintain the records of the Society. The Secretary shall be guided, additionally, by the policies contained in the Officers' Manual.

(e) An **Assistant Secretary** may be appointed by the Secretary to assist in the regular duties of the office and the promotion of the annual meeting, but will not be considered a member of the Executive Board, and need not be a member of the Society.

(f) The **Treasurer** shall be responsible for handling and recording all incoming and outgoing funds of the Society, subject to the approval of the Auditing Committee of any unprecedented or unusual expenditure. They shall maintain an up-to-date list of all members of the Society in good standing.

(g) At the annual meeting of the Executive Board and at the annual membership meeting the Treasurer shall submit a financial report on the general Society fund. Within thirty (30) days after the annual meeting the Treasurer shall prepare a financial report of the general Society fund and all other funds handled during the annual meeting, and shall submit this report to the Auditing Committee for approval, and to the outgoing President for signature and transmittal of one copy to the newly elected President, one copy shall be filed with the Treasurer's Handbook. This shall constitute a final financial report, including all monetary transactions of the Society during their term of office. The Treasurer shall be guided, additionally, by the policies and procedures contained in the Officers' Manual.

(h) An **Assistant Treasurer** may be appointed by the Treasurer to assist in the regular duties of the office and in handling the affairs of the annual meeting, but will not be considered a member of the Executive Board, and need not be a member of the Society.

(i) A **Mentor-Parliamentarian** may be appointed by the outgoing President; they will be an ex officio member of the Executive Board, without vote. The Mentor-Parliamentarian will serve in an advisory capacity to incoming officers and committees on questions relating to the By-laws, and to procedures and policies as reflected in the Minutes and other records of the Society. The same person may be reappointed to this position by subsequent Presidents.

Section 3. Each elected Officer shall maintain and pass on to their successor a Manual enumerating the duties of their office, policies of the Society affecting their accomplishment, and other information and procedures designed to enable complete and consistent performance of the duties of the office concerned.

Article V **Executive Board**

Section 1. The **Executive Board**. The administration of the affairs of the Society shall be vested in the Executive Board, which shall consist of the currently elected officers, two Members-at-Large to be elected from among the general membership, and the three most recent Past Presidents of the Society, although the presence of the latter three may be optional. All the preceding shall be entitled to one vote each if in attendance, or in any and all mail polls of the Board.

(a) Vacancies among the current officers shall be filled through appointment by the President, from the regular membership.

(b) No person shall be an Executive Board member who has not been a member in good standing of the Society for at least one immediately preceding year.

(c) The Executive Board shall meet annually during the Society's annual meeting, prior to the regular business meeting, and at such other times as called by the President, or as agreed upon by a majority of the Executive Board members. Insofar as possible, matters requiring action in between the Society's annual meetings shall be handled through a mail poll of the Executive Board by the President.

(d) A quorum shall consist of three members holding elective office.

(e) The Executive Board shall decide on all matters involving policy unless otherwise specifically provided for in the By-laws, but its decisions are subject to ratification by a majority vote of the Society's members in good standing at the annual meeting.

(f) The Executive Board shall set the time and place of the next subsequent annual meeting.

Article VI Committees

Section 1. **Standing Committees** shall be the **Nominating Committee** and the **Auditing Committee**, both of which shall be appointed by the President.

Section 2. **Nominating Committee.** At least one candidate for each office shall be nominated by a Nominating Committee of three, appointed by the President from the list of Past Presidents.

The committee shall present its slate of nominations at the annual business meeting. Additional nominations may be made from the floor of the annual business meeting, and consent to serve, if elected, may be secured from the nominee at that time. Elections may be by a majority vote, but if there is more than one candidate for office, a majority vote by written ballot will determine the election.

(a) No candidates shall be nominated without prior consultation as to their willingness to serve if elected.

(b) If a written ballot is required, the President shall appoint a Tally Committee, apart from the nominees, to count ballots and certify the result.

Section 3. The **Auditing Committee** shall consist of three qualified members of the Society, appointed by the outgoing President. It shall be the primary duty of this committee to consider any unprecedented or unusual expenditures, and ascertain the legality, or advisability, or both, and authorize or refuse authorization of such payment by the Treasurer. This committee shall receive and approve all financial reports prepared by the Treasurer.

Article VII **Meetings**

Section 1. Meetings of the general membership may be held at the call of the President or upon written application of at least twenty (20) regular members of the Society. In any event, a minimum of one regularly scheduled meeting of the general membership shall be held each year, at a time and place selected by majority vote of the attending membership at the general meeting next preceding.

Section 2. In the case of meetings of the general membership other than the regularly scheduled annual meeting, the Secretary will, at least thirty days in advance of the date scheduled for the special meeting, advise the regular membership of the purpose, date, time and place of such meeting. Any application by the membership for a special meeting to be held must state the purpose for which it is requested.

Section 3. At the regularly scheduled annual meeting of the general membership, a quorum shall consist of ten percent (10%) of the regular members attending the meeting, but not of less than three such members.

Section 4. At special meetings called either by the President or at the request of twenty or more of the regular members, a quorum shall consist of 10% of the then current regular membership.

Section 5. At any meeting of the regular membership called to consider dissolution and fiscal termination of the Society, a quorum shall consist of seventy-five percent (75%) of the then current regular membership plus one regular member. In lieu of this meeting, a ballot sent by United States or electronic mail may be substituted, with a majority vote consisting of at least seventy-five percent (75%) of the then current regular membership being regarded as also representing a legitimate quorum.

Section 6. Meetings of the Executive Board shall be held as provided in Article V of these By-laws.

Section 7. The conduct of all meetings of the Society and of **the Executive Board shall be governed** by Roberts' Rules of Order, the Articles of Incorporation, these By-laws, and the law of the United States of America.

Article VIII **Fiscal Policies**

Section 1. The fiscal year of the Society shall begin 1 January and terminate the following 31 December, annually. Termination of the first fiscal year of the Society shall be at the close of the 31 December next following completion of incorporation and registration with the State of California.

Section 2. No expenditure may be incurred nor any financial obligation assumed on behalf of the Society by any member, committee, or office of the Society, without the express approval of the Auditing Committee.

Section 3. Should dissolution of the Society be considered, a written ballot shall be requested by the President. A three-fourths majority vote of the entire then current regular membership by written ballot shall dissolve the Society. Any funds or any other assets belonging to or accruing to the Society after all just claims against the Society shall have been satisfied, shall be transferred to a selected fund, foundation or corporation organized solely for educational and scientific purposes as now defined under Section 501 (c) (3) of the Internal Revenue Code of 1954, such selection to be made by the then voting regular members.

Section 4. Prior to requesting a vote on dissolution of the Society, the President shall appoint a Committee of five regular members of the Society to select a proposed listing of no less than three and no more than five funds, foundations, or corporations as defined in the next preceding paragraph, and these shall be listed on the ballot distributed for vote on dissolution. Each regular member shall be entitled to vote for one of the listed organizations, and a simple plurality shall prevail.

Section 5. All persons or corporations extending credit to, contracting with or having any claim against the corporation or the Executive Board shall look only to the funds and property of the corporation for payment of any such contract or claim or for the payment of any debt, damage, judgment or decree, or any other money that may otherwise become due or payable to them from the corporation or the Executive Board, so that neither the members of the Society, the Executive Board, or Officers, present or future, shall be personally liable therefore. Under no circumstances shall the Society, its property, officers or members be responsible for any debts, damages or liabilities of any kind or nature, incurred or sustained, unless proper prior approval has been established as provided in these By-laws.

Article IX **Amendments of By-laws**

Section 1. **Amendments.** Proposals for amendments or deletions of or additions to the By-laws of the Society may be made by the Executive Board or by ten percent of the general membership in good standing. Upon receipt of a proposed amendment or addition, the President shall appoint a special committee to study such proposals and to ascertain that such proposals are not in conflict with the interests and objectives of the Society and that they are not in violation of the provisions of the Non-Profit Corporation Act of the State of California; this special committee shall also draft the amendment or addition for presentation to the general membership. The membership shall be notified in writing of the intended amendment or addition, at least fifteen days before meeting, the fifteen days to be counted beginning 24 hours after the notice shall have been sent via electronic or United States Mail. A two-thirds majority vote of the regular members in good standing present shall be necessary to adopt such amendment, provided that there is a quorum as

specified in Article V (d) in these By-laws.

Section 2. No provision in the By-laws shall be interpreted as superseding or abridging any provisions in the Articles of Incorporation of the Society.

Article X **Award of Honor**

Section 1. **Award of Honor.** An Honor Award is hereby established, to be conferred in recognition of outstanding accomplishments or contributions in the fields of Conchology and Malacology.

(a) Membership in the Society shall not be a requirement for the Honor Award.

(b) No more than one such award shall be conferred in any one year, nor shall one necessarily be conferred each year.

(c) Nominations for an award, accompanied by suitable documentation, shall be submitted in writing to the Executive Board, signed by not less than five Society members in good standing, at least one month before the scheduled Society meeting at which the award is to be conferred; nominations may also be presented by any member of the Executive Board. The Executive Board shall ballot by United States or electronic mail on the nomination, and a simple majority affirmative vote of the Board shall be sufficient for adoption of the nomination.

(d) The Award shall consist of a diploma of merit, and shall be signed by the President and the Secretary.

(e) The President shall appoint a committee to take the

necessary steps to prepare the Diploma for presentation.

Article XI **Publications**

Section 1. **Editor.** An editor is to be appointed by the President, subject to approval by the Executive Board. The editor shall, in turn, appoint an Editorial Board, including such assistants as they deem necessary to carry out their duties and to review the content of full-length papers as specified in Section 3.

Section 2. **Publications.**

(a) The editor shall arrange to have published an **Annual Report** based on the proceedings of the Society's annual meeting, including a summary of the actions taken at the Society's Annual Business and Executive Board meetings, a report from the Treasurer, and such abstracts and full-length papers as the Editorial Board deems appropriate.

(b) The editor may arrange to have published such other material as serve the purposes of the Society, subject to approval by the Executive Board.

Section 3. **Technical Review.** When full-length papers are included in the **Annual Report** or other of the Society's publications, they are to be reviewed by two technically qualified members of the Editorial Board in addition to the editor.