

THE HERPETOLOGISTS' LEAGUE

ARTICLES OF INCORPORATION AND BYLAWS

Amended: 30 November, 2016

Articles of Incorporation

- Article I. Name:
The society is called “The Herpetologists’ League” (referred to hereinafter as “the League”).
- Article II. Objective:
The objective of the League is to promote the study and conservation of amphibians and reptiles.
- Article III. Bylaws:
The League may formulate bylaws to regulate its organization and procedures.
- Article IV. Governance:
The League is governed by an elected Board of Trustees (referred to hereinafter as “the Board”).
- Article V. Tax-exempt status:
The League is organized for scientific, educational, and charitable purposes as defined under the appropriate section(s) of the US Internal Revenue Code. The League shall not carry on any activities not permitted to be carried on by an organization exempt from US federal income tax under the appropriate section(s) of the US Internal Revenue Code.
- Article VI. Mission:
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 in the League’s mission. The products of the League contribute to the global effort to understand and conserve biological diversity on Earth.
- Article VII. Amendments to the Articles of Incorporation:
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.

Article VIII. Dissolution:
The League may, after paying or adequately providing for any and all debts and obligations, dissolve itself by unanimous consent of the Board.

Article IX. Scientific Meetings:
The League may sponsor or co-sponsor Scientific Meetings in keeping with its Objective and Mission, as it deems advisable.

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. i. Honorary members may be nominated
a) by the Board
b) by any member of the League in good standing at the Annual Business Meeting, or
c) by any member in good standing through direct communication to the president and secretary.
ii. Nominations will include a short statement of justification, information on the nominee's affiliation(s) and a short biography of the nominee.
iii. Honorary members shall be elected by a simple majority of votes cast by the general membership.
iv. No more than 10 Honorary Members may exist at any time. No more than five Honorary Members at any time may be residents of the United States or Canada.
v. Honorary members shall receive the publications and notices of the League free of charge.
vi. Honorary Members shall be entitled to vote and shall be eligible to hold office in the League.

Section 4. To be in good standing, a Member of the League must not be in arrears for dues. All annual dues for each ensuing year shall be due December 31st. Publications of the League may be sent only to Members in good standing.

Article II. Governance.

- Section 1. The Board shall consist of the Officers of the League, the members of the League's Executive Council, and the three immediately prior Past-Presidents.
- Section 2. The Officers of the League shall consist of:
- i. President,
 - ii. Vice-President (President-Elect)
 - iii. Secretary
 - iv. Treasurer
 - v. Communications Secretary.
 - vii. Editor of *Herpetologica*
 - viii. Editor of *Herpetological Monographs*
- Section 3.
- i. The Executive Council shall consist of six Councilors.
 - ii. Three Councilors shall be elected each biennium by a plurality of ballots cast by the League's membership.
 - iii. Councilors may not simultaneously hold other League offices.
 - iv. A Councilor shall serve for a 4-year term, not renewable.
 - v. A Councilor shall be eligible for re-election two years after the expiration of his or her previous term.
- Section 4.
- i. Vacancies on the Board, other than a presidential vacancy, shall be filled in an interim capacity by appointments approved by a majority of the remaining Members of the Board.
 - ii. Interim appointment holders shall hold office only for the remainder of the term of his or her predecessor.
 - iii. Interim appointments of Members of the Board shall not constitute elected tenure.
- Section 5. Members of the Board must be Members of the League in good standing.

Article III. Officers of the League.

- Section 1. The President:
- i. shall chair the Board of Trustees and be presiding officer at meetings of the League.
 - ii. shall appoint the Chairs of the Standing Committees of the League, League representatives to Joint Committees with other societies and members of any other committees as deemed necessary.
 - iv. casts only tie-breaking votes.

v. shall serve a 2-year term beginning January 1st and ending December 31st of the following year. The President may not serve for two consecutive terms.

vii. shall serve as a Past-President of the League for six years, not renewable, following his or her term of office,

Section 2. The Vice-President:

i. shall be the President-Elect of the League and shall succeed to the Presidency in the event the office becomes vacant.

ii. shall serve a single 2-year term beginning January 1st and ending December 31st of the following year.

iii. shall serve as President in an interim capacity in the event the President is unable or unavailable.

Section 3. The Secretary:

i. shall serve a 4-year term, renewable.

ii. 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.

iv. shall prepare and distribute an agenda for the Board of Trustees, compose a summary of the Board and General Business Meetings together with a summary of the annual audit received from the Treasurer, and collect all annual reports for inclusion in the Board's annual meeting report.

Section 4. The Treasurer:

i. shall serve for a 4-year term, renewable.

ii. shall be in charge of all funds, keep the financial records of the League

iii. shall be responsible for an independent yearly audit, and oversee the membership and subscription lists.

iv. shall summarize the annual audit and submit it to the Secretary.

Section 5. The Communications Secretary:

i. shall serve for a 4-year term, renewable.

ii. shall oversee the League's electronic and web-based communications functions, including the League's website and the League's presence in electronic social media.

iii. shall make recommendations to the President for the appointment of the League's webmaster and any other persons tasked with directly handling aspects of the League's social media presence.

iv. shall oversee, on behalf of the League, the implementation and management of any other communications protocol or medium as may arise.

- Section 6. The Editor of *Herpetologica*:
i. shall serve a 2-year term, renewable.
ii. shall be responsible for preparation of the quarterly journal *Herpetologica*, and for maintaining high scholarly standards in its content.
- Section 7. The Editor of *Herpetological Monographs*:
i. shall serve a 2-year term, renewable.
ii. shall be responsible for preparation and publication of the *Herpetological Monographs* series and for maintaining high scholarly standards in its content.
- Section 8. Officers shall be elected by plurality of the ballots cast by the League's membership.
- Section 9. Officers shall be responsible to the Board, to whom each shall make an annual report.

Article IV. Editorial

- Section 1. Associate Editors.
i. Associate Editors of *Herpetologica* and *Herpetological Monographs* shall be appointed by the President in consultation with, and following the recommendations of, the Editors of *Herpetologica* and *Herpetological Monographs*.
ii. Associate Editors shall be responsible for soliciting reviews and recommending to the Editor of *Herpetologica* or *Herpetological Monographs* the acceptance or rejection of manuscripts that have been assigned to them by the Editor of *Herpetologica* or *Herpetological Monographs*.
iii. Each Associate Editor shall serve a 2-year term (renewable).
- Section 2. Editorial Board.
i. The Editorial Board shall consist of 6 to 8 members appointed by the President based upon the recommendations of the Editors of *Herpetologica* and *Herpetological Monographs*.
ii. Editorial Board members shall serve 4-year terms (renewable).
iii. The duties of the Editorial Board may include:
a. providing editorial, administrative, and ethical advice to the Editors of *Herpetologica* and *Herpetological Monographs*;
b. reviewing controversial aspects of manuscripts (for example, animal care, legal, or ethical issues) as requested;
c. examining manuscripts receiving conflicting reviews;

- d. advising the Editor(s) on acceptance or rejection of manuscripts;
- e. reviewing manuscripts in unusual circumstances when quick turn-around is required,
- f. providing any other editorial advice as may be requested, and/or;
- g. assisting the President, Board of Trustees, and outgoing Editor in finding a replacement when an Editor retires or resigns.

Article V. Committees

Section 1. Standing Committees

- i. Standing Committees of the League, shall be as follows:
 - a. Long Range Planning and Finance
 - b. Membership,
 - c. Nomination,
 - d. Student Award,
 - e. Conservation,
 - f. Symposium,
 - g. Graduate Studies,
 - h. Education,
 - i. Archives,
 - j. Raymond D. Semlitsch Research Award, and
 - h. E.E. Williams Award.
- ii. The Long-Range Planning and Finance Committee:
 - a. shall consist of the Vice-President, the Treasurer and the Secretary.
 - b. shall be chaired by the Vice-President
 - c. shall evaluate the long range financial plans for the League.
 - d. may seek assistance from members of the League who are skilled in long range planning.
- iii. The Archives Committee:
 - a. shall be chaired by a Past-President of the League, appointed by the President.
 - b. shall be assisted in the maintenance of the League's Archives by the Secretary
- iv. All standing committees shall be responsible to the Board, to whom each shall make an annual report.
- v. All standing committees, other than the Long-Range Planning and Finance Committee, shall have a Chair appointed by the President.
- vi. All members of standing committees, other than the Long-Range Planning and Finance Committee and the Archives

Committee shall be appointed for two-year terms, renewable, by the President.

Section 2. Joint Committees

- i. The League shall have representation on the following joint committees with other scientific societies:
 - a. Meeting Management and Planning Committee (joint with AES, ASIH and SSAR)
 - b. Committee for reviewing Standard Common and Scientific Names of North American Reptiles and Amphibians (joint with ASIH and SSAR)
- ii. League representative(s) on the Meeting Management and Planning Committee
 - a. shall be appointed by the President for a three-year term, renewable.
 - b. shall assist in the planning, organization, and financing of all aspects of any Joint Meeting with other scientific societies.
 - c. shall recommend to the Board the time and place of joint Scientific Meetings.
- iii. League representative(s) on the Committee for reviewing Standard Common and Scientific Names of North American Reptiles and Amphibians shall be appointed for a two-year term, renewable, by the President.
- iv. League representative(s) on joint Committees shall be responsible to the Board, to whom each shall make an annual report.

Section 3. The President shall appoint League representatives to BioOne and AIBS, to serve two-year terms, renewable.

Section 4. The President may establish new standing committees or *ad hoc* committees and/or appoint representatives to related societies and/or their committees as deemed appropriate following a two-thirds majority vote by the Board of Trustees.

Section 5. The President may appoint a liaison officer to foster communication between the League and SSAR, ASIH and other scientific societies. The liaison officer shall be appointed for a two-year term, renewable.

Article VI. Scientific Meetings:

Section 1. The League shall annually hold, or jointly hold, a scientific meeting for the purposes of disseminating appropriate scientific information and fostering the exchange of ideas among persons

interested in herpetology, in accordance with its Mission and Objective.

- Section 2. The time and place of any Scientific Meeting shall be approved by the Board by simple majority.
- Section 3. Notice of the annual Scientific Meeting shall be published in *Herpetologica*.
- Section 4. In extraordinary circumstances, the Board, by two-thirds majority vote, may cancel a scheduled Scientific Meeting.

Article VII General Business Meeting

- Section 1. There shall be an annual General Business Meeting held sometime during the annual Scientific Meeting.
- Section 2. Notice of the General Business Meeting shall be made with the notice of the Scientific Meeting.
- Section 3. Those League Members present shall constitute a quorum.
- Section 4. Votes taken at the annual General Business Meeting may be by show of hands or secret ballot.

Article VIII Board Meetings

- Section 1.
 - i. An Annual Board Meeting shall be held during each Scientific Meeting of the League, prior to the General Business Meeting.
 - ii. The Board, at its discretion, may elect to conduct any aspect of business at an Annual Board Meeting *in camera*.
- Section 2.
 - i. The President may, at any time, call an impromptu meeting of the Board to discuss matters of importance to the League as occasion demands.
 - ii. An impromptu meeting of the Board may be held via electronic media.
- Section 3. The Secretary will record minutes and voting results of all Board Meetings.
- Section 3.
 - i. A quorum of the Board shall consist of one more than half of its Members and must include the President or Vice-President.

- ii. If a quorum is lacking for a Board meeting, the President, for the purpose of attaining quorum, may:
 - a. empower one or more past-presidents of the League who are not currently Board members to attend a Board meeting as voting members, or
 - b. empower one or more former Officers of the League whose elected term on the Board has expired and who are not currently Board members to attend a Board meeting as voting members, if a sufficient number of past-presidents is not available.

Section 4. Provided there is a quorum, decisions of the Board at a Board Meeting shall be made by simple majority of those Board Members present.

Section 5. All Board Meetings shall be conducted under Robert's Rules of Order.

Article IX. Elections.

Section 1. i. A list of nominees for election to Office in the League shall:

- a. be prepared by the Nomination Committee, and,
- b. be presented to the Board for approval.

ii. Nominees for election to Office must be Members of the League in good standing.

iii. The Board may not disapprove a nomination for election to Office without just cause.

Section 2. i. The approved list of nominees for election to Office in the League shall be presented at the annual General Business Meeting.

ii. Additional nominations for election to Office in the League may be presented by any Member:

- a. at the annual General Business Meeting, or
- b. to the Secretary any time before or within 3 weeks after the adjournment of the annual General Business Meeting.

Section 3. i. All valid nominations for election to Office in the League received by the Secretary no later than 3 weeks after the adjournment of the annual General Business Meeting shall constitute the Ballot for that election.

ii. Nominees must indicate their willingness to serve before their names may be placed on the Ballot as candidates.

iii. The Ballot shall present a choice of at least two candidates for each of the offices of Vice-President (President-Elect) and Councilor.

- Section 4. i. The Ballot shall be distributed by the Secretary to all members by September 1st of the year of the election.
 ii. The Secretary or a designated Past-President shall, at the discretion of the President, serve as the Elector.
 iii. Ballots returned to the Elector on or before October 31st of the year of the election shall be tabulated and recorded by the Elector.
- Section 5. i. Results of the election shall be communicated to the President by the Elector.
 ii. In the event of a tie vote for any Office, the President shall solicit a secret ballot of the Board of Trustees in order to resolve the tie.
 ii. Upon receipt of election results and the resolution of any tie votes, the President shall notify the candidates for Office of those results.
 iii. An announcement of the election results shall be published in the first issue of *Herpetologica* of the year following the election.

Article X. 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.
- Section 2. League financial business shall include:
 i. publication of *Herpetologica*, *Herpetological Monographs* and other official organs of the society.
 ii. publication of meeting programs.
 iii. rental fees for meeting rooms.
 iv. registration fees and provision of advanced monies for purposes of scientific meetings.
 v. league membership and registration fees in other scientific and technical, non-profit organizations.
 vi. financial matters pertaining to League awards and prizes.
 vii. support of the Distinguished Herpetologist's Lecture.
 viii. annual filing fee and legal services for Incorporation of a Non-profit Corporation.
 ix. annual audit.
 x. official mailings of the League, including postage and duplicating costs for ballots, reports for Board Meetings, etc., and
 xi. any other business deemed appropriate by the Board.

- Section 3. No part of the net earnings of the League shall ever inure to, or be 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 4. A yearly audit of League finances shall be made.
- Section 5. The fiscal year of the League is May 1 through April 30.
- Section 6. i. Annual dues for membership in the League shall be determined by the Board.
ii. Payment of annual dues shall be due before the first day of each year.
- Section 7. The Board may make appropriate changes to the Bylaws to retain the tax-exempt status of the League. Any such changes require a majority vote of the Board.

Article XI Dissolution:

- Section 1. In the event that the League shall dissolve itself and thereafter cease to exist, all remaining assets shall be distributed to one or more nonprofit funds, foundations, or corporations that are organized and operated exclusively for scientific, educational, and/or charitable purposes and that have established tax exempt status under the appropriate Section of the US Internal Revenue Code.
- Section 2. The specific nonprofit funds, foundations, or corporations to receive such funds, and the amount(s) they shall receive, shall be determined and approved by the Board prior to the League's dissolution.

Article XII. Publications:

- Section 1. The League shall publish the scientific journals, *Herpetologica* and *Herpetological Monographs*.
- Section 2. The League may publish any other scientific publications as authorized by the Board.

Section 3. Membership in the League shall not be a precondition for authorship in any publication of the League.

Article XIII. Amendments to the Articles of Incorporation:

Section 1. Proposed amendments to the Articles of Incorporation may be originated:
i. by the Board
ii. via a written request addressed to the Secretary and signed by at least 10 Members in good standing, or
iii. by a simple majority of Members in good standing present at a General Business Meeting of the League.

Section 2. i. Voting on a proposed amendment shall be by mail or electronic ballot.
ii. The ballot for a proposed amendment to the Articles of Incorporation shall
a. be mailed or e-mailed by the Secretary to all Members in good standing of the League.
b. state the date due for its return.
c. carry a concise statement of the purpose for each proposed amendment, including comparisons with existing provisions, if any.
iii. The ballot for a proposed amendment to the Articles of Incorporation shall be due for return one month after its issuance.

Section 3. i. The Secretary shall count and record the vote on an amendment and shall immediately notify the Board of Trustees of the result.
ii. The result of the voting shall be announced to the membership of the League in the next official issue of *Herpetologica*.

Section 4. Upon receipt of the results of a vote on a proposed amendment to the Articles of Incorporation, the Board shall:
i. enact the amendment, and
ii. disseminate the Articles of Incorporation so amended at the earliest opportunity.

Section 5. Upon enactment of an amendment to the Articles of Incorporation, a Certificate of Amendment to the Articles of Incorporation shall be:
i. prepared by the Secretary,
ii. executed by the appropriate officers, and

iii. filed with the Secretary of the State of Nevada and with the Secretary of State of any other US State in which the League is qualified to do business.

Article XIV. Amendments to the Bylaws:

Bylaws for the conduct of the business of the League may be enacted, amended, or repealed by a simple majority vote of the Board, subject to ratification by the League membership at an annual General Business Meeting.