

## **BYLAWS OF THE ALASKA HERPETOLOGICAL SOCIETY**

Organized: March 23<sup>rd</sup>, 2012  
Incorporated by State of Alaska: March 30<sup>th</sup>, 2012  
IRS Public Charity 501(c)3 Designation Decision: July 10<sup>th</sup>, 2014  
Bylaws Updated: October 14<sup>th</sup>, 2023

### **ARTICLE I. NAME, AREA and PURPOSE**

**Section 1. NAME** - The name of this organization shall be the Alaska Herpetological Society (hereinafter referred to as the Society).

**Section 2. AREA** - The Society shall have as its area of organization the boundaries of the state of Alaska.

**Section 3. PURPOSE** – The Society’s purpose shall be as a charitable community foundation for the advancement of education and science, particularly in the discipline of herpetology.

### **ARTICLE II. GOALS AND OBJECTIVES**

**Section 1. GOALS** - The goals of the Society are to:

**CLAUSE A** - Promote the study of herpetology in the state of Alaska

**CLAUSE B** - Promote increased awareness of Alaska’s herpetofauna through outreach and education

**CLAUSE C** - Promote the use of citizen science to enhance herpetological knowledge

**CLAUSE D** - Collaborate with state and federal agencies to establish best management practices for herpetofauna

**CLAUSE E** - Collaborate with regional and national herpetological organizations to meet shared goals and interests

**Section 2. OBJECTIVES** - To aid in the achievement of these goals, the Society proposes to:

**CLAUSE A** - Hold several official meetings annually to discuss goals, benchmarks and activities

**CLAUSE B** - Hold an annual or biannual scientific conference for the dissemination of data related to the field of herpetology in Alaska

**CLAUSE C** - Provide opportunities for members to learn about Alaskan herpetofauna and to contribute data as citizen scientists

**CLAUSE D** - Encourage colleges and universities to provide courses in herpetology and to promote institutional herpetological research

**CLAUSE E** - Ensure the continuation of the Society through the ongoing recruitment of new members.

**CLAUSE F** – Encourage responsible and informed herpetoculture.

**CLAUSE G** – Foster a community of individuals interested in amphibians and reptiles both in the wild and as pets.

### **ARTICLE III. MEMBERSHIP**

**Section 1. FULL MEMBER** - Full membership in the Society shall be available to any individual demonstrating an interest in herpetology. Only Full Members may hold elective offices in the Society and officially represent the Society on business pertaining to its functions. Full members must be sixteen years of age or older.

**Section 2. CHARTER MEMBER** - Full Members in good standing on the membership rolls as of May 1<sup>st</sup>, 2012 shall be considered Charter Members.

**Section 3. HONORARY MEMBER** - The Society may elect individuals to Honorary Membership in recognition of their professional achievements or contributions to the Society. Honorary Members are elected by a majority vote of the Executive Board and can be nominated by any Full Member. An Honorary Member need not pay Society dues for the specified period of their honorary membership. An Honorary Member is considered a full member and may vote and is eligible to hold office.

**Section 4. JUNIOR MEMBER** - All members under the age of 16 will be considered junior members and shall enjoy all membership benefits except for voting and elections or official business of the society.

**Section 5. DUES** - Annual dues shall be determined at each annual meeting by majority vote of the Full Members present at the meeting. Dues shall be payable by each member to the Treasurer. Members who have not paid Society dues lose all privileges of Society membership.

**Section 6. RESIGNATION** - Members may resign at any time by giving notice to the Secretary or \_\_\_\_\_

will be considered to have resigned if annual Society dues are not paid in accordance with Article III, Section 4.

**Section 7. REINSTATEMENT** - Persons who are dropped from the membership roster of the Society for non-payment of dues or resignation may have their membership reinstated upon payment of appropriate dues.

#### **ARTICLE IV. ELECTIONS, OFFICERS, AND EXECUTIVE BOARD**

**Section 1. NOMINATIONS** - Full Members shall have the opportunity to nominate individuals at or before the Annual Meeting for each of the elective positions, namely: President, Vice-President, Secretary, Treasurer, and Member-At-Large.

**CLAUSE A** - Nominees must be Full Members (Article III, Section 1).

**CLAUSE B** - Nominees must consent to becoming candidates.

**CLAUSE C** - A member may be a nominee for more than one elective position at a time but may serve in only one elective position at a time.

**Section 2. BALLOTING** - Balloting shall occur at the Annual Meeting in even-numbered years.

Ballots may be cast verbally or by written or electronic ballot. Full members in good standing and on the membership roster by September 1<sup>st</sup> of the current year are eligible to vote. Votes shall be tallied by the Member-at-Large. If the Member-at-Large is a nominee, he/she shall designate another Full Member that is not a nominee to tally votes.

**CLAUSE A** - Members in arrears shall forfeit their rights to vote during the period of their delinquency.

**CLAUSE B** - Full Members may submit an absentee ballot to the Executive Board prior to the scheduled time for counting ballots.

**CLAUSE C** - The candidate receiving the largest number of votes shall be declared elected.

**CLAUSE D** - In the event of a tie, a coin toss shall decide the election.

**CLAUSE E** - In the event that a member is a nominee for more than one elective position at a time, he or she will receive the highest elected office that he or she wins and ballots for this member will not be considered for lower offices.

**Section 3. OFFICERS** - Officers of the Society shall consist of a President, Vice-President,

Secretary, Treasurer, and Member-At-Large. Their duties are:

**CLAUSE A - PRESIDENT** - The President shall preside as chair at all meetings of the membership and Executive Board and shall be responsible for supervising the Executive Board. In consultation with the Executive Board, the President shall develop agendas for the business portion of all meetings of the membership and Executive Board and shall appoint chairs for all committees. The President shall be an *ex officio* member of all committees. The President may represent the Society or appoint alternate representatives to boards, committees, or meetings of other organizations.

**CLAUSE B – VICE-PRESIDENT** - The Vice-President shall assume the duties of the President in the absence or upon the inability of the President to serve, and shall perform any duties assigned by the President. In the event the Vice-President cannot serve in the President's absence, the Executive Board shall appoint a President, *pro tempore*.

**CLAUSE C - SECRETARY** - The Secretary shall be responsible for maintaining the files and membership roster of the Society, recording and issuing minutes of all meetings of the membership and Executive Board, and producing and issuing newsletters and announcements to the membership. The Secretary will also be responsible for overseeing officer nominations and elections, with the assistance and oversight of the Member-at-Large.

**CLAUSE D - TREASURER** - The Treasurer shall be responsible for maintaining the financial records and managing the funds of the Society, preparing an annual budget for the Society for approval by the Executive Board, and reporting on the financial status of the Society at each meeting of the membership and Executive Board. Duties shall include the receipt and disbursement of funds under the direction of the Executive Board. The Treasurer shall be responsible for submitting a biannual report to the Alaska Department of Commerce and an annual 990-N electronic postcard to the Internal Revenue Service.

**CLAUSE D – MEMBER-AT-LARGE** - The Member at Large shall be responsible for representing the will of the membership within the Executive Board. He/she is expected to regularly communicate with the membership and to bring all complaints, concerns, and recommendations to the attention of the Executive Board. The Member

at Large shall cast the deciding vote in all cases of a tie within the Executive Board. He/she will also be responsible for tallying votes during officer elections (consistent with Article IV Section 2) and conducting the coin toss in the event of tie votes in officer elections (consistent with Article IV Section II Clause D).

**Section 4. OFFICERS** - Officers shall perform any duties assigned by the President if these duties are clearly in relation to the functions and goals of the Society.

**Section 5. TERM OF OFFICE** - Officers serve for approximately two years, are inducted at the Annual Meeting in even numbered years, assume office immediately thereafter, and, unless reelected, terminate their duties at the conclusion of the following Annual Meeting in the next even-numbered year, or at such time as their successors are elected and installed.

**Section 6. VACANCIES** - If the office of President is vacated for any reason, the Vice-President shall assume the duties of the President for the balance of the unexpired term of the President. All other vacancies in any unexpired term of an elective office shall be filled through appointment by the Executive Board. Appointees shall conform to the criteria for nominees found in Article IV, Section 1, CLAUSES A, B, C.

## ARTICLE V. MEETINGS

**Section 1. MEMBERSHIP MEETINGS** - Meetings of the membership shall be for the purposes of conducting business of the Society, providing educational opportunities for members, and promoting information exchange and networking among members. Meetings shall be held as follows:

**CLAUSE A - REGULAR MEETINGS** - Regular meetings of the Society membership shall be held at such times and places as determined and published by the Executive Board. There shall be no less than one regular meeting each calendar year.

**CLAUSE B - ANNUAL MEETING** - One regular meeting of the membership annually shall be known as the Annual Meeting, and shall be for the purposes of electing and/or inducting a new Executive Board, receiving reports of officers and committees, and for any other business that may arise. This meeting should be held annually in the month of November and the tentative date shall be announced no later

than September 1<sup>st</sup>. Outgoing officers should be prepared to hand over all relevant Association documents to newly elected officers at the Annual Meeting and should be willing to meet periodically with newly elected officers, as necessary, to assist in the transition process.

**CLAUSE C - SPECIAL MEETINGS** - Special meetings of the membership may be requested by any Full Member in good standing at any time provided the purpose of the request is given and deemed valid by a majority vote of the Executive Board. Only items listed in the request for a special meeting shall be acted upon at the special meeting.

**Section 2. EXECUTIVE BOARD MEETINGS** - Meetings of the Executive Board shall be for the purpose of conducting business of the Society and shall be held at such times and places as determined and published by the Executive Board. There shall be no less than 2 Executive Board meetings each academic year.

**CLAUSE A - ATTENDANCE** - Members may attend Executive Board meetings, but may participate therein only when asked to do so and they may not vote at such meetings.

**Section 3. PROCEDURES** - The following procedures shall govern all meetings.

**CLAUSE A - DUE NOTICE** - Members must be notified at least three days prior to regular, annual, and special meetings of the membership. Members of the Executive Board must be notified at least three days prior to meetings of the Executive Board unless all members agree to meet without such notification.

**CLAUSE B - QUORUM** - Quorum for regular, annual, and special meetings of the Society shall be five Full Members. Quorum for meetings of the Executive Board shall be 3 members of the Executive Board.

**CLAUSE C - MEETING RULES** - Order of business and parliamentary procedures at meetings of the Society and Executive Board shall follow *Robert's Rules of Order*, latest revision, when requested by any Full Member.

**CLAUSE D - BYLAWS** - The bylaws of the Society shall be available for inspection during every meeting of the membership and Executive Board.

## ARTICLE VI. MANAGEMENT AND FINANCES

**Section 1. EXECUTIVE BOARD** - The Society shall be governed by the Executive Board (Article IV, Section 3).

**CLAUSE A - CONDUCT** - The Executive Board shall conduct its affairs in conformance with the provisions of these bylaws. The Executive Board is authorized to act for the Society membership between meetings of the Society and shall report its interim actions to the members at the next membership meeting. Any Executive Board action may be overridden by a two-thirds vote of members attending a membership meeting.

**CLAUSE B - IMPEACHMENT** - - If an officer does not conform with Article VI Section 1 Clause A of these bylaws, a motion of impeachment can be brought to the floor by any Full Member at any Annual, Regular, or Special Meeting. The Full Member making the motion shall provide the details and evidence of egregious violation by a member of the Executive Board. The accused will be given an opportunity to testify on his/her behalf. A vote of 3/4 of present Full Members shall be required for the motion to pass. Voting members are asked to consider "Preponderance of Evidence" in meeting the burden of proof for all accusations. If an officer is impeached the resultant vacancy shall be filled according to Article IV Section 6.

**Section 2. FINANCES** - Funds of the Society shall be under the direction of the Executive Board and shall be managed by the Treasurer. The financial records of the Society shall be examined periodically by the Executive Board and are available to Full Members at any time upon request.

**CLAUSE A - LIABILITY** - The Treasurer need not be bonded.

**CLAUSE B - SOURCE OF FUNDS** - Funds shall be derived from dues, meeting fees, sale of Society sponsored merchandise or publications, special activities, contributions, and other sources approved by the Executive Board.

**CLAUSE C - MANAGEMENT OF FUNDS** - Funds shall be placed in a federally-insured bank, savings and loan association, or other financial institution or instrument approved by the Executive Board.

**CLAUSE D - FISCAL YEAR** - The Society's operating and fiscal year shall begin January 1st.

**Section 3. REPORTS** - The Society shall submit a biannual report to the Alaska Department of Commerce and an annual 990-N electronic postcard to the Internal Revenue Service.

**Section 4. FILES** - The Society shall maintain files containing: bylaws, minutes of all meetings of the membership and Executive Board, financial statements and records, newsletters, correspondence pertinent to Society affairs, all committee reports; list of Charter Members, and all other material designated as pertinent by the Executive Board.

**Section 5. RESOLUTIONS AND POSITION STATEMENTS**

**CLAUSE A - GUIDELINES** - The Society may issue resolutions and position statements pertaining to herpetological subjects.

**CLAUSE B - PROCEDURES** - Proposed resolutions and position statements may be drafted by a special committee or individual member for consideration by the Executive Board. If approved by the Executive Board, the resolution or position statement is then submitted to the membership for a vote. Approval by a majority of the membership voting is required before it can be issued as a Society resolution or position statement.

**ARTICLE VII. COMMITTEES**

**Section 1. APPOINTMENTS** - The President shall appoint chairs for all standing and special committees. Members of the Executive Board are encouraged to suggest the names of persons to serve as chair and members of all committees. Committee chairs shall complete their committee's goals with the President's assistance.

**Section 2. STANDING COMMITTEES AND THEIR DUTIES:** Standing committees can be established by a majority vote of Full Members present at the annual meeting.

**Section 3. SPECIAL COMMITTEES** - The President shall appoint any special committees that the Executive Board deems necessary to accomplish the goals and objectives of the Society.

**Section 4. ACCOUNTABILITY** - All committees shall be accountable to the Executive Board and under the general supervision of the President.

**Section 5. TENURE** - All committees shall serve until new committees are appointed in their stead or until the duties assigned to the committee have been discharged.

**Section 6. REPORTS** - All committee chairs shall provide updates on committee activities to the President on a regular basis and shall submit a written summary of committee

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activities to the President and Executive Board at the Annual Meeting and at the end of



the committee's tenure.

## ARTICLE VIII. CARETAKER

**Section 1. CARETAKER** - In the event that paid memberships fall below ten members, or, there is not sufficient interest of four members to take on the full responsibilities defined elsewhere in these bylaws, all other clauses shall be suspended. During such times, and for the duration of the situation, the organization shall be minimally managed by a designated caretaker. The caretaker, or their designee, shall be responsible for the following, annually: 1) submit a 990-n postcard to the Internal Revenue Service, 2) monitor all financial accounts and keep them active, 3) file a biennial nonprofit report to the State of Alaska, and 4) ensure that the website and its content remain paid and active, so long as available funds allow. No other responsibilities are required of the caretaker, except to relinquish the position when this clause is no longer applicable. All former officers are eligible to be caretakers, and the first to accept a nomination or volunteer shall be the caretaker. Caretakers may be changed at the discretion of the caretaker, so long as they are a former officer. Caretaker responsibilities can be delegated to volunteers, at the discretion of the caretaker. When no caretaker can be identified, the default caretaker shall be founding member Joshua Ream. Caretakers are not authorized to spend treasury funds, except to pay existing or mandatory expenses. For reporting purposes only, officers and board members shall remain those from the last period that the full bylaws were enacted, or, if any decline to be listed, shall be replaced with that of another former officer, at the discretion of the caretaker. Other appropriate organizational activities may be undertaken by volunteers, at the discretion of the caretaker, so long as it does not require supervision and participation by the caretaker. The caretaker is authorized to remove volunteers or prohibit affiliation with the organization, if the caretaker believes it is not in the best interest of the organization. Caretaker term of office is indefinite.

## ARTICLE IX. DISSOLUTION

**Section 1. DISSOLUTION** - A super majority (3/4) vote of Full Members may dissolve the Society.

Upon dissolution of the Society, its Executive Board shall transfer all assets, accrued income, and other properties to the Northwest Section of Partners in Amphibian and

Reptile Conservation (PARC) so long as that organization is exempt under IRS section 501(c)3 at the time of dissolution. In the event that the Northwest Section of PARC is not exempt under IRS section 501(c)3 at the time of dissolution, all assets, accrued income, and other properties shall be transferred to the Amphibian and Reptile Conservancy (ARC). The organization to which AHS assets will be transferred following dissolution will be asked to utilize these, when possible, to promote the discipline of herpetology in the state of Alaska.

## **ARTICLE X. AMENDMENT TO BYLAWS**

- Section 1. PROCEDURE** - These bylaws may be altered or amended by a majority vote of Full Members of the Society voting at any regular or special meeting provided due notice (Article V, Section 3, CLAUSE A) of the proposed changes has been given. A member who will be absent from the meeting may file an absentee ballot (Article IV, Section 2, CLAUSE B).
- Section 2. CONFORMANCE** - No amendment to these bylaws shall be enacted that results in a conflict with city, state or federal law.