

THE OHIO LEPIDOPTERISTS
CONSTITUTION & BYLAWS

PREAMBLE:

The organization shall be known as: THE OHIO LEPIDOPTERISTS. As a nonprofit, educational organization, its purpose is to promote interest in the butterflies, skippers and moths of Ohio and neighboring states.

ARTICLE I: Activities

Section 1. The Ohio Lepidopterists shall engage in activities designed to

- 1) increase the general knowledge of the butterflies, skippers and moths of Ohio and neighboring states,
- 2) disseminate scientific information on the Lepidoptera,
- 3) encourage conservation of wildlife in general and of Lepidoptera in particular, and
- 4) achieve closer cooperation and understanding among all lepidopterists so that they may work together in the common cause of furthering the appreciation of Lepidoptera.

Section 2. The Ohio Lepidopterists will not carry on the following kinds of activities: lobbying, intervention in political campaigns, excessive compensation to individuals or the operation of a business as a primary activity. The Ohio Lepidopterists will not carry on any other activities specifically prohibited under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II: Membership

Section 1. Membership in this organization shall be of six classes: active, student, honorary life, institutional, sustaining, and family. Applicants for membership may be denied for cause by unanimous vote of a quorum of the Executive Board.

Section 2. Membership shall be by calendar year. Memberships accepted prior to July 1, shall be effective as of the preceding January 1; memberships accepted on or after July 1, will begin immediately and will include both the balance of the current year and the following year.

Section 3. The active membership shall be composed of persons who are engaged in research or educational work related to Lepidoptera or of persons who have an avocational interest in Lepidoptera.

Section 4. Student membership may be granted to anyone who is actively pursuing a formal education at a recognized educational institution, and who has an interest in Lepidoptera.

Section 5. Honorary Life Membership may be bestowed for unusual service or extraordinary contributions to the Ohio Lepidopterists, or to the study or preservation of the Lepidopteran fauna of Ohio. Honorary Life Membership will entitle the recipient to all the privileges of regular membership, but Honorary Life Members shall be exempt from payment of dues.

Election to Honorary Life Membership shall be for life of the member elected. No more than four (4) persons may hold Honorary Life Membership at any one time, and no one may be elected to Honorary Life Membership at a time when there are four persons holding Honorary Life

Memberships. No more than one person shall be elected to Honorary Life Membership in any calendar year. Announcement of candidates for Honorary Life Membership, along with a brief description of their relevant accomplishments, shall be published in the newsletter of the Ohio Lepidopterists immediately preceding the regular annual meeting at which their election shall be proposed.

Election to Honorary Life Membership will occur upon unanimous recommendation of the officers of the Ohio Lepidopterists and subsequent approval by two-thirds of the members present and voting at the regular annual business meeting of the Ohio Lepidopterists.

Section 6. Institutional membership may be granted to any legitimate organization or institution. Such members will receive all publications but shall not have voting privileges.

Section 7. Sustaining membership shall be granted to any person, organization, or other entity who or which desires to contribute financially to The Ohio Lepidopterists beyond the cost of membership and above an amount currently established by the Executive Board. Sustaining members shall be appropriately recognized annually by announcement at a regularly scheduled meeting and/or in The Ohio Lepidopterist newsletter.

Section 8. Family membership shall be granted to families of two or more persons upon request by the dues-paying member. The cost of family membership shall be the same as active membership.

ARTICLE III: Organization

Section 1. The officers of this organization shall consist of a President, a Vice-president, a Secretary, a Membership Coordinator, a Treasurer and the past-President.

Section 1.1 Duties of Officers

1.11 President The President shall set the agenda and preside at all business meetings of the membership, and at no fewer than two Executive Board meetings each year. The President shall be an ex-officio member of all standing committees at his or her discretion. The President shall appoint ad hoc committees as appropriate, including the audit committee.

1.12 Vice-President The Vice-president shall perform the duties of the President in his or her absence and any other additional duties duly assigned.

1.13 Secretary The Secretary shall record the proceedings and decisions of all the Executive Board meetings and of the membership business meetings, and shall make these records available to the membership upon request. The Secretary shall, at the direction of the President, notify the membership when meetings are scheduled.

1.14 Membership Coordinator The Membership Coordinator shall maintain member records and prepare regular Change Notices of roster updates for the Treasurer and the Newsletter Editor. He or she shall prepare dues billing notices, and post payments to member records. The Membership Coordinator shall maintain and distribute the supply of The Ohio Lepidopterists stationery and membership publications.

1.15 Treasurer The Treasurer shall receive for deposit all monies due and owing The Ohio Lepidopterists, pay all bills and disburse any funds duly owed to officers or committee chairpersons for approved programs or projects of this society; internal petty cash funds authorized and funded by the Treasurer with the approval of the Executive Board are excepted.

The Treasurer shall account for all monies by maintaining accurate records and documentation of bank account expenditures and deposits. The Treasurer shall inform the Membership Coordinator and the Newsletter Editor of members' dues payments. Upon request of the President or the Executive Board, the Treasurer must be able at any time to provide the society's financial status. A complete, final financial report will be provided each member of the Board as soon after the end of the calendar year as possible. A preliminary financial report will be given at the annual membership meeting.

The Treasurer is responsible for reporting the financial condition of The Ohio Lepidopterists to the Ohio state Attorney General and to the Internal Revenue Service, if and as required.

The Treasurer shall stand ready for a review and inspection of the financial records at any time deemed appropriate by vote of the Executive Board. An ad hoc audit committee appointed by the president annually shall review the Treasurer's records for the preceding year after May 1 of the current year.

Section 2. The Executive Board shall consist of the officers and four Executive Board Members At-large, all of whom shall be members of The Ohio Lepidopterists. Meetings of the Executive Board shall be presided over by an officer, with a quorum consisting of four Board members; the President, or presiding officer, shall vote only in the event of a tie.

Section 3. A nominating Committee, appointed by the President, shall create a list of nominees for the officers and Board members. Nominations may be made by any member. Officers and Board members shall be elected by a majority vote of the valid ballots from the members. The annual election shall be conducted as specified in the Bylaws.

Section 4. The terms of office for all officers shall be for one year from the date of election. The members At-large shall be elected for two-year terms, with two At-large Board members being elected each year. An officer or Executive Board member whose term of office has expired shall continue to serve until a replacement has been elected. All records and implements of office shall be passed to each succeeding officer as soon as practical, but without undue delay.

Section 5. If a position held by an officer or Board member of the organization is left vacant by death, resignation or other cause, the President is empowered to fill the vacancy by temporary appointment until the next general election. If the position of President becomes vacant the Vice-president will serve in the position until the next general election.

Section 6. The President may appoint and dissolve committees as necessary.

Section 7. Members of the Executive Board will also serve as Trustees of The Ohio Lepidopterists. The Trustees shall appoint a Statutory Agent, as appropriate, in accordance with Sections 1701.07 and 1702.06 of the Ohio Revised Code, as amended.

Section 8. The Executive Board, by a majority vote, may adopt Bylaws that improve its transactions of business, except for such matters as are specifically reserved to the membership by the Constitution.

ARTICLE IV: Financial:

Section 1. The Executive Board of this organization is empowered to accept contributions for the purpose of financing the organization's affairs. Registration fees and costs of publications shall be set by the Executive Board. Dues shall be set by the Executive Board subject to the approval of the membership by vote at regularly scheduled business meetings. This organization shall not be operated or managed for profit.

Section 2. The Contingency Fund

As of January 1, 1995, a Contingency Fund shall provide permanent income for the organization from compounded investment interest upon the principal in the Fund. The Fund principal shall initially be comprised of all expense monies, together with interest to-date, that were forfeited/donated by the membership in the conduct of the six-year Ohio Survey of Lepidoptera financed by the Ohio Division of Wildlife.

Additional donated monies, unless their use is specifically prescribed by the donor, may be added to the Contingency Fund principal at the direction of the Executive Board.

Use of the Fund interest and/or principal for any purpose shall be decided by a two-thirds vote of the Executive Board, and if the amount exceeds twenty-five percent of the Fund total, by majority approval of the members present at the next annual business meeting.

ARTICLE V: Membership Meetings

Section 1. The officers shall hold at least one business meeting in each calendar.

Section 2. All business shall be conducted under Robert's Rules of Order.

Section 3. The annual business meeting, must be announced by mail to all members at least two weeks in advance of the meeting.

ARTICLE VI: Amendments

Section 1. The Constitution and By-Laws may be amended by vote of three-fourths of the voting members provided that at least 10% of the members cast a vote.

ARTICLE VII: Dissolution

Section 1. In the event of and upon dissolution of THE OHIO LEPIDOPTERISTS, the Executive Board shall distribute the collection of insects and related holdings to The Ohio State University Insect Collection, The Ohio Survey of Lepidoptera data and related holdings to the Ohio Department of Natural Resources Division of Wildlife, and the cash assets and accrued income to the Ohio Biological Survey and/or to other organizations as determined by the membership, provided that the recipient(s) shall have goals and purposes compatible with those of THE OHIO LEPIDOPTERISTS.

BY LAWS

The election of Officers and Board members may be conducted by mail in such manner as the Executive Board determines following these guidelines:

- a. The President appoints a Nominating Committee (number of weeks to be determined) weeks before the election.
- b. The Nominating Committee shall notify members that nominations will be accepted up until (number of weeks to be determined) weeks before the Annual Meeting.
- c. The Nominating Committee will distribute ballots to members (number of weeks to be determined) weeks before the Annual Meeting.
- d. Ballots submitted to the Nominating Committee must be postmarked (number of weeks to be determined) weeks before the Annual Meeting.
- e. The Executive Board may authorize the Nominating Committee to employ

techniques, such as return envelopes, for the purpose of encouraging the highest voter response.

- f. The Executive Board will adopt procedures for accepting or rejecting valid or invalid ballots.
2. The Constitutional Amendments may be conducted by mail in such manner as the Executive Board determines following these guidelines:
 - a. Constitutional amendments must be consistent with the purpose and vision of The Ohio Lepidopterists and its Constitution, provide flexibility for future growth of the Organization, and foster the best interests of the Organization.
 - b. The process to vote for the proposed amendment to the Constitution must be clearly explained in the mail-in ballot, and the reason for the amendment, including pros and cons for approving each one stated in an article mailed with the ballot, to the members (number of weeks to be determined) weeks before the voting deadline.

REVISION HISTORY:

Original document accepted by the membership on September 15, 1979 at a meeting held at Glen Helen, Yellow Springs, Ohio.

Amended January 14, 1984 at the Winter Meeting at the Botany and Zoology Building of The Ohio State University, Columbus, Ohio. Amendment to add an additional class of membership: Honorary Life Membership.

Amended January 12, 1985 at the Winter Meeting at the Fisher Auditorium at the Ohio Agricultural Research and Development Center, Wooster, Ohio. Amendment to have Executive Board members serve as Trustees for purposes of registering as a non-profit corporation with the State Of Ohio.

Amended September 6, 1986 at the Fall Meeting at the Dayton Museum of Natural History, Dayton, Ohio. Amendment to create the position of Secretary and separate the duties of Secretary from the Treasurer.

Amended September 6, 1986 at the Fall Meeting at the Dayton Museum of Natural History, Dayton, Ohio. Amendment was to make The Ohio Lepidopterists eligible for Federal Income Tax exemption by defining the activities of the organization.

Amended January 16, 1988 at the Winter Meeting at the USDA Forest Service Laboratory in Delaware, Ohio. Amendment to create Sustaining and Family classes of membership.

Amended October 28, 1989 at the Fall Meeting at Aullwood Audubon Center near Dayton, Ohio. Amendment was to create a third Member at Large, and to eliminate redundancy in the statement that the immediate past-President is an officer.

Amended September 25, 1993 at the Fall Meeting at the Dayton Museum of Natural History, Dayton, Ohio. Amendment was to more clearly define the purpose and activities of The Ohio Lepidopterists society.

Amended January 14, 1995 at the annual business meeting of the membership at the Ohio State University Museum of Biological Diversity. Revisions, corrections and clarifications throughout the document were adopted.

The Endowment Fund proposal was approved by the membership on 14 January 1995. Article IV, Section II draft revision to the Constitution was approved by the Executive Board on June 22, 1997. Subsequent revision to this Article, Article IV, Section 2., and to Article III were made by the Executive Board on November 1, 1998 and will be voted upon by the membership on 16 January 1999.

Amended January 16, 1999 at the annual business meeting of the of the membership at the OSU Museum of Biodiversity. Article III, Section 1. was amended to include Duties of Officers. Endowment Fund name in Article IV, Section 2. was changed to Contingency Fund, together with a provision for approval of a spending limit by the membership.

Amended January 15, 2000 at the annual business meeting of the membership at the OSU Museum of Biodiversity. Article III, Section 2. was amended to increase the number of Members-at-Large from three to four. Article III, Section 4. was amended to establish that two Members-at-Large would be elected each year. Members-at-Large serve for two year terms.

Amended January 13, 2001 at the annual business meeting of the membership at the OSU Museum

of Biodiversity. Article III, Section 8. was created so that The Executive Board, by a majority vote, may adopt Bylaws that improve its transactions of business, except for such matters as are specifically reserved to the membership by the Constitution.

Amended January 18, 2002 at the annual business meeting of the membership at the OSU Museum of Biodiversity. Articles III, Section 3, V, Sections 1 and 2, and VI, Section 1 were amended to allow elections by procedures established by the Executive Board in By-Laws. The purpose of the amendments is to set up elections by mail. Article VII, Section 1 was amended to distribute the collection of The Ohio Lepidopterists to the Ohio State University Collection of Insects and Spiders, and to distribute databases to the Ohio Division of Wildlife. The Executive Board committed to enacting By-Laws 1 and 2 as included herein.