

BYLAWS OF THE AMERICAN ASSOCIATION FOR ZOOLOGICAL NOMENCLATURE

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Article I – Membership and Dues

Section 1. Membership categories and election procedures will be determined by the Council.

Section 2. The membership dues shall be payable by January 1. Annual membership dues shall be set by the Council. A member shall be considered to be one year in arrears if he has not paid his dues by January 31 of the year in which they are payable. A member who is two years in arrears for dues shall be dropped from membership.

Section 3. The Association may elect Honorary Members in recognition of long and meritorious effort to advance zoological nomenclature. Individuals so recognized shall be approved unanimously by the Council and by two-thirds vote of members present at any meeting. Honorary members shall be elected for life, shall pay no dues, and shall be accorded all privileges of members.

Article II – Officers and Elections

Section 1. The elected Officers of the Association shall be a President, a President-Elect, a Secretary, a Treasurer, and three Directors. The President serves a two-year term, and the Directors serve staggered terms of 3 years. The officers shall form a Council, which also shall be considered the Board of Directors of the Association

Section 2. The President, or in his absence the senior officer present (as listed in the previous Section), shall preside at all meetings of the Association and of the Council. The President shall have authority to and shall appoint any special committees whose services are required in the interest of the Association. He shall conduct such correspondence as should appropriately bear his signature as presiding officer.

Section 3. The President-Elect shall automatically succeed to the Presidency at the close of the annual meeting, or whenever the President is unable to complete his term of office.

Section 4. The Secretary shall make a record of the proceedings of the Association and of the meetings of the Council, and shall conduct all official correspondence of the Association, except as otherwise provided.

Section 5. The Treasurer shall have charge of and be responsible for all funds of the Association, and shall make routine disbursements; non-budgeted disbursements shall be made only at the direction of the Council. He shall collect all sums due to the Association from any source, notify members who are in arrears, present to the Council an annual report on the financial status of the Association, and conduct such correspondence as is necessary to carry out these duties. The fiscal year of the Association shall be January 1 to the following December 31. The Treasurer shall close his books at the end of the fiscal year so the accounts of the Association shall be audited prior to its annual meeting.

Section 6. At the Annual Meeting, having before it the list of candidates prepared by the Nominating Committee, the members present may make other nominations from the floor. An election by written ballot shall be held for each office for which there are two or more candidates. When only one candidate for an office is before the Association, election shall be *viva voce* on motion and second from the floor.

Section 7. The officers, except for the Treasurer, shall assume their duties at the end of the Annual Meeting and shall serve until their successors are elected; the Treasurer shall assume his duties as soon thereafter as arrangements can readily be made with his predecessor for transfer of Association funds. There shall be no limitation to the number of terms to which an officer may be elected, except for the President and President-Elect, who cannot be re-elected to these offices in consecutive years.

Section 8. Vacancies in any office except President and President-Elect shall be filled by appointment by the Council. Members selected to fill such vacancies shall hold office until their successors are elected. If the office of President-Elect becomes vacant, the position will be filled by a special election.

Article III - Council

Section 1. The activities of the Association shall be guided by a Council.

Section 2. The Council shall assume the responsibility for and shall conduct the activities of the Association, direct finances, and provide for meetings. As provided elsewhere in these Bylaws, at the Annual Meeting, the Council shall report on its conduct of the Association's business. The report shall include an audit of the Treasurer's accounts.

Section 3. The Council shall hold such meetings as are required to transact the business of the association during the year. One of these shall be sufficiently prior to the Annual Meeting to permit consideration and approval of a summary report for presentation by the President at the Annual Meeting on the State of the Association and the work of the officers. Other meetings of the Council may be called at any time by the President or his substitute and shall be called promptly by the presiding officer on request of any three members of the Council other than the presiding officer. The presence of four members of the Council at any meeting shall establish a quorum.

Article IV - Committees

Section 1. The standing committees of the Association shall be a Membership Committee and Finance Committee. Other committees, including a Nominating Committee and an Auditing Committee, shall be appointed as required. These Committees shall report to the Association at one of its meetings or to the Council as may be required.

Section 2. The Membership Committee shall search for prospective new members of the Association.

Section 3. The Finance Committee shall assist the Treasurer in matters of Association finances and make recommendations to the Council relative to these matters. It shall be a particular duty of the this Committee to prepare for the Council at the beginning of each year a statement of the income and expenditures of the preceding year and to prepare a budget based on the estimated receipt and disbursements of the coming year, with such recommendations as seem desirable. No financial obligation against the Association may be contracted by any officer or member except as specified in the annual budget or as provided for by special action of the Council upon recommendation of the Treasurer and Finance Committee.

Section 4. The Nominating Committee shall prepare a list of candidates for each office, except the office of President, for presentation to the membership at the Annual Meeting. The Committee shall secure the acquiescence of each candidate before presentation.

Section 5. The Auditing Committee shall inspect the accounts of the Treasurer and report to the Association at its Annual Meeting.

Article V – Meetings

Section 1. There shall be an Annual Meeting and other meetings as required. The time and place of the meetings shall be determined by the Council. Those attending the meetings shall constitute a quorum.

Article VI – Limitations and General Prohibitions

Section 1. The Association is organized exclusively for scientific purposes with the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law). As such, the Association shall not carry on any activities not permitted to be carried on by an Association exempt from the United States Federal Income Tax under that law or by an Association in which contributions are deductible from United States Federal Income tax under Section 170(C)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law). Lobbying or activities specifically designed to influence legislation are not among the objections of the Association and no official group within the Association shall engage in such activity.

Section 2. Notwithstanding any provision of the Bylaws which might be susceptible to a contrary construction:

- a. No part of the net earnings of the Association shall or may under any circumstances inure the benefit of any private shareholder or individual;
- b. No substantial part of the activities of the Association shall consist of carrying on propaganda, or otherwise attempting to influence legislation;
- c. The Association shall not participate in, or intervene in, including the publishing or distribution of statements, political campaigns on behalf of any candidate for public office;
- d. The Association shall not be organized or operated for profit;
- e. The Association shall not:
 1. Lend any part of its income corpus, without the receipt of adequate security and reasonable rate of interest, to;

2. Pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal service actually rendered, to:
3. Make any part of its services available on preferential basis, to;
4. Make any purchase of securities or other property, for more than adequate consideration in money or money's worth from;
5. Sell any securities or other property for less than adequate consideration in money or money's worth to; or
6. Engage in any other transactions which result in substantial diversion of its income or corpus to; any officer, member of the Council, or substantial contributor to the Association. The prohibitions contained in this subsection (e) do not imply that the Association may make such loans, payments, sales or purchases to anyone else, unless such authority be given or implied by other provisions of the Bylaws.
7. The Association shall not, and may not, make any dividend, gift, division or bonus in money unto or between any of its members.

Article VII – Amendments

These Bylaws may be amended at any meeting by a two-thirds vote of the members present, provided that such amendment has been approved by the Council.

Article VIII – Interpretations

In the interpretation of the Bylaws, word denoting only the singular number shall include the plural number and vice versa, except as regards the number of officers; words denoting the masculine gender only shall also include the feminine gender.

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