

# CONSTITUTION and BY-LAWS of THE LEPIDOPTERISTS' SOCIETY

(as amended, 23 February 2017)

WHEREAS, The Lepidopterists' Society was formed on May 4, 1947, to promote the scientifically sound and progressive study of Lepidoptera by.....

1. publishing a periodical on Lepidoptera.
2. facilitating the exchange of specimens and notes by both the professional worker and the amateur in the field,

AND WHEREAS, it is now proposed to organize said Society in a more formal manner, the following Constitution and By-Laws are hereby adopted by the duly appointed Organization Committee. [October 1, 1950]

## CONSTITUTION

### ARTICLE I. NAME

*Section 1.* The organization shall be known as The Lepidopterists' Society.

### ARTICLE II. OBJECT

*Section 1.* The Lepidopterists' Society is a non-profit educational and scientific organization. It shall be the purpose of the Society to promote internationally the science of lepidopterology in all its branches; to further the scientifically sound and progressive study of Lepidoptera; to publish periodicals and other publications on Lepidoptera; to facilitate the exchange of specimens and ideas by both the professional worker and the amateur in the field; to compile and distribute information to other organizations and individuals for purposes of education and conservation and appreciation of Lepidoptera; and to secure cooperation in all measures tending to that end.

### ARTICLE III. MEMBERSHIP

*Section 1.* All persons interested in lepidopterology shall be eligible for membership.

*Section 2.* All individual subscribers to the **Journal** and the **News of The Lepidopterists' Society**, who have paid their current dues, shall be deemed members of the Society.

*Section 3.* The membership of the Society shall consist of six classes--Active, Affiliate, Student, Sustaining, Life, and Honorary Life members. All persons who joined the Society before January 1, 1948, shall be designated Charter members.

*Section 4.* Members of the immediate family of a full dues-paying "master member" of the Society in good standing, and residing at the same address, are eligible to become Affiliate members at a reduced rate of dues. Affiliate members enjoy all privileges of membership except that they do not receive Society publications.

*Section 5.* Application for Active, Affiliate, Student, Sustaining, and Life membership in the Society, received by the Secretary or Treasurer and accompanied by the appropriate dues for the current year, shall constitute formalization of membership, and no nomination or election to membership shall be necessary. The annual and life dues shall be fixed by the By-Laws.

*Section 6.* Any member may become a life member upon the payment, at one time, of such sum as shall be fixed by the By-Laws, and shall be exempt from further assessment. He or she shall receive during his/her life a subscription to the **Journal** and the **News of the Lepidopterists' Society**. Life Membership fees shall be placed in a permanent Publication Fund.

*Section 7.* Individuals who have made important contributions to the science of lepidopterology may be elected Honorary Life Members of the Society. There shall not be more than ten living Honorary Life Members, except that election of Charter Members, defined in Section 3 of this Article, shall not be limited by this maximum.

*Section 8.* Members one year in arrears in the payment of dues shall be dropped from the rolls by the Secretary.

*Section 9.* The Executive Council may expel any member of the Society for such cause as it may deem sufficient for expulsion. This action may be taken only after unanimous approval by the members of the Council. Petition for expulsion shall be presented to the Secretary for presentation to the Council. On expulsion, the departing member shall be refunded all dues paid for the current year. An expelled member may be reinstated by unanimous affirmative vote of the Council.

### ARTICLE IV. OFFICERS

*Section 1.* The officers of the Society shall consist of a President, the most recent available Past President, three Vice-Presidents (not more than one Vice-President shall reside in one country), a Secretary, and a Treasurer. The First Vice-President shall be the Vice-President from the United States or Canada who receives the most votes.

*Section 2.* The business and affairs of the Society, not otherwise provided for, shall be controlled by an Executive Council, consisting of the President, President-elect (ex officio; non-voting), the most recent available Past President, three Vice-Presidents, the Secretary, the Treasurer, the Assistant Secretary and/or Assistant Treasurer, the editors of the Journal and the News, and nine other members of the Society. Action on all amendments to the By-Laws and all appointments and elections by the Executive Council shall be obtained by a canvass by the Secretary of all members of the Council.

*Section 3.* The Executive Council may appoint one or more Assistant Secretaries or Assistant Treasurers to serve as directed by the Council. The offices of Assistant Secretary and Assistant Treasurer may be filled by the same person.

*Section 4.* The Executive council shall have the power to make and adopt By-Laws for the conduct of the business and affairs of the Society and for the regulation of its procedure not inconsistent with the terms and provisions of the Constitution.

### ARTICLE V. ELECTIONS

*Section 1.* The President shall in a timely manner appoint a Nominating Committee who shall nominate no more than two candidates for each elective office to be filled for the ensuing year. Additional candidates may be nominated by submission to the Secretary of written nominations signed by not less than ten members. Ballots containing all nominations shall be mailed in November of each year, setting forth the officers to be elected and the names of those nominated for each office. If more than one person is nominated for any office, their names shall be arranged alphabetically on the ballot.

*Section 2.* Election of Officers. All officers shall be elected by ballot. The President shall be elected for the term of two years. The Vice-Presidents shall be elected for the term of one year, and shall be eligible to succeed themselves once. The Secretary and Treasurer shall be elected for the term of three years and shall be eligible to succeed themselves indefinitely. The nine other elective members of the Executive Council shall be elected for the term of three years; three of them shall be replaced each year; these members shall not be eligible

to succeed themselves. For each office, the nominee receiving the highest number of ballots shall be elected. All newly-elected officers shall take office at the Business Meeting of the Annual Meeting following their election; in the event that no Annual Meeting is held in a given year, these officers shall assume office on the anniversary of the last Annual Meeting.

**Section 3.** Election of Honorary Life Members. Honorary Life Members shall be nominated by the unanimous vote of the members of the Executive Council. The nominee shall be voted on by mail ballot distributed to all members of the Society and reported in one of the Society's periodicals, and must receive 80% of all ballots cast to be elected. Not more than five Honorary Life Members may be elected at the first Annual Meeting, and not more than two in any one calendar year except that election of Charter Members may exceed the stated limit of two in one year.

## **ARTICLE VI. DUTIES OF OFFICERS**

**Section 1.** The President shall preside at all meetings, shall appoint all committees and be Chairman of the Executive Council and a member *ex officio* of all other committees, except the Editorial Board. He or she may also appoint delegates to other learned societies, congresses, and conventions.

**Section 2.** The First Vice-President shall assume the duties of the President in the case of his/her death, resignation, absence, or disability. If deemed necessary, the fourth (unelected) Vice-Presidential nominee from the same election cycle as the former First Vice-President will be asked to fill the vacant position of Vice-President, but will not automatically be considered First Vice-President. In the unlikely event that more than one President is unable to fulfill his/her duties during a given two-year term, the Executive Council will, if needed, determine how to fill the vacancy.

**Section 3.** In case the President and all Vice-Presidents are absent at a meeting, a temporary Chairman may be chosen by a majority vote; he or she shall be a member of the Executive Council, unless none is present, in which event another member of the Society may be elected.

**Section 4.** The Secretary shall keep the minutes of the meetings of the Society and of the Executive Council; shall give notice of the meetings of the Society; shall attend to all general correspondence; shall keep all records and files of the Society; shall prepare and distribute ballots; and shall generally perform all services that may be delegated to him or her.

**Section 5.** The Assistant Secretary shall assume the duties of the Secretary in case of the death, resignation, absence, or disability of the Secretary, and shall assist the Secretary as need be.

**Section 6.** The Treasurer shall receive all monies for the Society and deposit them in the name of the Society in such banking institutions as the Executive Council shall direct. He or she shall pay therefrom by draft or check all bills and obligations of the Society; he or she shall keep an account of all monetary transactions and shall exhibit a statement of them when called for by the President or the Executive Council, and shall make a full report for the preceding calendar year at the annual meeting.

**Section 7.** The Assistant Treasurer shall assume the duties of the Treasurer in case of the death, resignation, absence, or disability of the Treasurer, and shall assist the Treasurer as need be.

**Section 8.** At the expiration of his/her term of office, each officer shall deliver to his/her successor all books, papers, funds and vouchers belonging to the Society.

**Section 9.** The Society shall not make any dividend, gift, division, or bonus in money to any of its members.

## **ARTICLE VII. MEETINGS**

**Section 1.** The annual meeting shall be held at such time and place as the Executive Council may determine. Notice of such meeting shall be given as provided in the By-Laws.

**Section 2.** The Executive Council may conduct business of the Society between meetings. Actions and decisions of the Executive Council shall be made available to the Society as soon as practicable, but in no event later than the annual meeting following the actions or decisions.

**Section 3.** A quorum of the Executive Council shall consist of 6 members of the Executive Council.

**Section 4.** In addition to the annual meeting of the Executive Council, meetings of the Executive Council may be held remotely via conference calls in lieu of in-person meetings. Between meetings, the Executive Council may take actions or make decisions by mail or electronic means, provided: if any member of the Executive Council requests that the matter to be decided or acted upon be put over to a meeting of the Executive Council, it shall not be decided or acted upon until the next meeting of the Executive Council.

**Section 5.** Whenever a matter is to be decided or acted upon by the Executive Council between meetings, there shall be seven days for discussion of the matter followed by seven days for the votes of the members of Executive Council to be cast. If a member of the Executive Council does not cast a vote during the seven day voting period, it shall be deemed an abstention.

## **ARTICLE VIII. PUBLICATIONS**

**Section 1.** The Society shall publish a periodical to be known as "**Journal of The Lepidopterists' Society**," a continuation of **The Lepidopterists' News**. The **Journal** shall be devoted to original papers and other matters of permanent record. Each volume shall be issued for a calendar year, and shall be composed of four numbers.

**Section 2.** The Society shall also publish a periodical to be known as "**News of The Lepidopterists' Society**," which shall be devoted primarily to notices by members, lists of new members, announcements of nominations, committee appointments, forthcoming meetings, summaries of the recent field collecting season, proceedings of the annual meetings, and other matters of interest to members but not requiring a permanent record. It shall appear at more frequent intervals than the **Journal**. A list of members of the Society shall be issued at least every second year.

**Section 3.** The Society may issue from time to time serial publications to be known as "**Memoirs of The Lepidopterists' Society**" to contain longer works than are normal for the **Journal** and **News**. These shall be financed by a special fund, not by the annual dues, and shall be sold separately to members, at a lower price than to non-members.

## **ARTICLE IX. EDITORIAL BOARD**

**Section 1.** The publications of the Society shall be under the charge of an Editorial Board. The Editorial Board shall consist of the Editors of the **Journal, News, Memoirs** and the Society's **Website**, plus two other at-large members of the Society. The two at-large members of the Editorial Board will be appointed by the Executive Council for three-year terms. They may be reappointed. The Editorial Board shall determine broad publication policies of the Society not otherwise provided for in the Constitution or By-Laws. It shall consider potential candidates for editorships and then make recommendations to the Executive Council for appointments of the three Editors.

**Section 2.** The Chairman of the Editorial Board shall be appointed by the Executive Council for the term of three years, and may be reappointed. The Chairman will be any one of the above five board members. The Executive Council shall appoint, on the recommendation of the Editorial Board, the three Editors, for terms of three years each; all three Editors may be reappointed for an indefinite number of three-year terms.

The Associate Editors and other members of the editorial committee of the **Journal** shall be appointed by the **Journal** Editor; their terms shall terminate with the Editor's term, but the successor may reappoint any of them.

Editorial committees or staff members of the **News** and the **Memoirs** shall be appointed by the respective Editors, but their terms will terminate with those of their Editors; they may be reappointed.

## **ARTICLE X. AUDITING COMMITTEE**

**Section 1.** The Executive Council shall serve as an Auditing Committee who shall audit the accounts of the Treasurer and render their report to the Secretary before April 15.

## ARTICLE XI. LIBRARIAN & ARCHIVIST

**Section 1.** The Librarian shall be appointed by the Executive Council. The Librarian shall serve for three years, or until his/her successor shall have been appointed.

**Section 2.** The Librarian shall have charge of the library of the Society, and of all books, periodicals, reprints, and historical material received by the Society. He or she may make all necessary rules and regulations for the use of the library, not otherwise provided for in the Constitution or the By-Laws.

**Section 3.** The Archivist shall be appointed by the Executive Council. The Archivist shall serve for three years, or until a successor shall have been appointed.

**Section 4.** The Archivist shall have charge of the archives of the Society and shall coordinate with the Librarian with respect thereto.

## ARTICLE XII. AMENDMENTS

**Section 1.** The Constitution may be altered, amended, or repealed by a two-thirds vote of the members voting by mail ballot. Each proposal for amendment must be signed by not less than five members of the Society and submitted to the Secretary who will promptly transmit it to the Editors of the **Journal** and the **News**. Each proposed amendment shall be published in the first issue of the **News** following the annual meeting.

**Section 2.** The By-Laws may be altered, amended, or repealed, by a majority vote of the members voting, at any meeting of the Executive Council or in a mail canvass of the Council by the Secretary. All changes so validated shall be published in one of the Society's periodicals.

## ARTICLE XIII. DISSOLUTION

**Section 1.** Upon final dissolution or liquidation of the Society, all of its properties and assets remaining after payment of all outstanding liabilities shall be transferred, assigned, and paid over to one or more educational or scientific organizations which qualify as being organized and operated exclusively for charitable or educational purposes and are considered exempt as defined by Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Laws).

**Section 2.** From a list of candidates identified as qualified and willing to receive and administer said properties and assets, the Executive Council shall, by a two-thirds majority vote, designate the recipient or recipients

and the properties and assets to be given to each, with preference being given to organizations that have been strongly identified with and supportive of the purposes of the Society as herein set forth.

## ARTICLE XIV. GENERAL PROHIBITIONS

**Section 1.** Notwithstanding any provision of the Constitution or By-Laws which might be susceptible to a contrary construction:

(a) the Society shall be organized exclusively for scientific and educational purposes;

(b) the Society shall be operated exclusively for scientific and educational purposes;

(c) no part of the net earnings of the Society shall or may under any circumstances inure to the benefit of any private individual;

(d) no substantial part of the activities of the Society shall consist of carrying on propaganda, or otherwise attempting to influence legislation;

(e) the Society shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office;

(f) the Society shall not be organized or operated for profit;

(g) the Society shall not:

(1) lend any part of its income or corpus, without 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 services actually rendered, to;

(3) make any part of its services available on a preferential basis to;

(4) make any purchase of securities or any 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 diversions of its income or corpus to any officer, member of the Governing Board, or substantial contributor to the Society.

## BY-LAWS

### ARTICLE I. DUES

**Section 1.** All dues shall be payable by January 1 of each year, and shall be deemed in arrears on February 15 of that year.

**Section 2.** Publications of the Society shall not be mailed to any member whose dues are in arrears.

**Section 3.** The annual dues shall be waived for the Secretary, the Treasurer, the Assistant Treasurer, and the Editors of the **Journal**, **News**, and **Memoirs**, while they are in office; they shall continue to receive all publications of the Society.

**Section 4.** Honorary Life Members shall pay no annual dues, but shall receive a subscription to all publications of the Society.

**Section 5.** Beginning in 2000, the annual dues for Active Members shall be Forty-five Dollars, U.S.A. (\$45.00). Active membership shall include a subscription to the **Journal of The Lepidopterists' Society**, including **Supplements**, and the **News of The Lepidopterists' Society**.

**Section 6.** Beginning in 2000, the annual dues for Affiliate Members shall be Ten Dollars, U.S.A. (\$10.00). Affiliate Members do not receive any publications of the Society.

**Section 7.** Beginning in 2000, the annual dues for Student Members shall be Twenty Dollars, U.S.A. (\$20.00). Student membership shall include a subscription to the **Journal of The Lepidopterists' Society**, including **Supplements**, and the **News of The Lepidopterists' Society**.

**Section 8.** Beginning in 2000, the annual dues for Sustaining Members shall be Sixty Dollars, U.S.A. (\$60.00). Sustaining membership shall include a subscription to the **Journal of The Lepidopterists' Society**, including **Supplements**, and the **News of The Lepidopterists' Society**.

**Section 9.** Beginning June 16th, 1996, Life Members shall pay a sum equal to 40 times the current annual dues for Active Membership (e.g., 40 X \$45 for annual Active Dues = \$1,800.00, One Thousand Eight Hundred Dollars, U.S.A., for Life Membership in 2000). Each Life Member shall receive a subscription to the regular Society publications during his/her life.

**Section 10.** Beginning in 2000, Institutional subscription fees shall be Sixty Dollars, U.S.A. (\$60.00). This will include the **Journal of The Lepidopterists' Society**, including **Supplements**, and the **News of The Lepidopterists' Society**.

**Section 11.** Beginning 1 January 1978, annual dues will be waived for retired members who are unable to pay their dues, who have been Ac-

tive or Sustaining members for at least ten (10) years, and who are more than 65 years of age, upon written request to the Treasurer. The President of the Society must approve each transfer to retired status, and will be given by the Treasurer an annual list of all members so carried. The name of the member will be carried in the Membership Directory, but no further dues will be collected. Subscriptions to the **News** (but no other Society publications) will be continued upon request. [amended 30 April 2007 to specify eligible membership classes]

**Section 12.** In recognition of their foresight, vision, and many years of service to the Society, and in honor of their immeasurable contributions to science and the study of the Lepidoptera, all Charter Members of the Society, as defined in Article III, Section 3 of the Constitution, are recognized as distinguished members of the Society deserving of admiration and respect. Annual dues are waived for all Charter Members, but they shall continue to receive all publications of the Society and shall enjoy all of the other benefits, privileges, and benefits concomitant with membership in the Society. [adopted 15 October 2009]

## **ARTICLE II. GIFTS**

**Section 1.** The Society shall not make gift memberships to individuals or subscriptions to institutions, except as provided in ARTICLE I, Section 11. Society members are encouraged to sponsor gift memberships to deserving lepidopterists in foreign countries whose monetary policies prohibit sending currency out of their country.

**Section 2.** The Society may exchange issues of the **Journal** for other desirable lepidopterological periodicals upon the approval and recommendation of the Society Librarian. Such acquisitions shall remain in the Society Library, but may be loaned to its members in good standing.

## **ARTICLE III. REPRINTS**

**Section 1.** Beginning with 1971, gratis separates (tear sheets) to **Journal** authors will be discontinued.

## **ARTICLE IV. MEETINGS**

**Section 1.** Notice of all meetings of the Society shall be printed in the **News of the Lepidopterists' Society** at least two months in advance thereof.

**Section 2.** A majority of members present at an annual business meeting, or represented by proxy, shall provide a quorum for the transaction of business, not otherwise provided for. [adopted 14 March 2016]

## **ARTICLE V. TIE VOTES**

**Section 1.** A tie vote in an election for any office of the Society will be settled by a single toss of a coin, performed by a disinterested person in the presence of the Secretary.

## **ARTICLE VI. STANDING COMMITTEES**

**Section 1.** For accomplishing the business of the Society, the Executive Council shall establish standing committees, in addition to the committees specified in the Constitution, comprised of officers, Members-at-Large of the Executive Council, and other members of the Society.

**Section 2.** A standing committee on Budget and Publications shall include the Treasurer and Assistant Treasurer as *ex officio* members. It shall: find and recommend nominees for Treasurer to the Nominating Committee; recommend changes when needed to the Society's dues structure; and oversee financial aspects of Society publications.

**Section 3.** A standing committee on Meetings shall: solicit sites for annual meetings; provide meeting organizers with guidelines and timetables; and ensure that annual meetings are announced in the **News** on a timely basis.

**Section 4.** A standing committee on Membership shall: prepare and distribute membership brochures to prospective members; oversee procedures for electronic membership applications; make information about the Society available to interested individuals; distribute the Society's Collecting Policy to outside organizations; supervise sales of back issues of publications and other society items; and support appropriate activities at annual meetings. The Membership Committee may coordinate activities with the Education Committee.

**Section 5.** A standing committee on Education shall: make information about Lepidoptera and the Society available to interested individuals; and support appropriate activities at annual meetings.

**Section 6.** A standing committee on Awards shall: raise funds for the Karl Jordan, Clench, and other Society awards; act as judges for the Clench Award; and determine the amounts of monetary awards.

**Section 7.** A standing committee on Records shall include the Secretary and Assistant Secretary as *ex officio* members. This committee or designated members of it shall: find and recommend nominees for Secretary to the Nominating Committee; maintain and distribute minutes of meetings of the Executive Council; advise on constitutional matters at the meetings of the Executive Council; annually provide the Chair of the Nominating Committee a list of previous officers; maintain the membership database; compile and deliver labels for Society mailings; provide the membership list for rental or exchange; and prepare the membership directory biennially for the **News**.

**Section 8.** A standing committee on Web and Technology shall include the Web Editor as an *ex officio* member. It shall oversee the Society's website and investigate technology issues on behalf of the Society.

**Section 9.** A standing committee on Conservation shall facilitate an international dialog among lepidopterists, land managers, and policy makers, with the goal of enhancing conservation of native butterflies and moths.