

# SOCIETY OF AVIAN PALEONTOLOGY AND EVOLUTION

## CONSTITUTION AND BYLAWS

### CONSTITUTION

#### Article 1. Name

The name of this Society shall be the “Society of Avian Paleontology and Evolution” (SAPE).

#### Article 2. Purpose

The purpose of this Society shall be to promote international collaboration and cooperation in scientific studies devoted to understanding the evolution of birds, especially through their fossil remains.

The Society is organized exclusively for scientific and educational purposes within the provisions of Section 501(c)(3) of the Internal Revenue Code of the United States of America, or the corresponding provision of any future United States Internal Revenue law.

#### Article 3. Membership

Membership in the Society of Avian Paleontology and Evolution is open to all persons with an interest in the evolution of birds.

#### Article 4. Governance and Officers

The governance of this Society shall be vested in the Society’s Executive Council. The Executive Council shall consist of the Society’s officers and five elected Members-at-Large as specified by the Bylaws. No more than two members of the Executive Council shall be from a single country.

The officers shall be a President, Vice-President, Secretary, and Treasurer. The Vice-President shall be elected to a three-year term and shall succeed to the office of President for the following three years. A President and Vice-President shall not be eligible for additional terms in those offices. The Secretary and the Treasurer shall be elected for three-year terms, and each shall be eligible for re-election to that office without restriction. No two offices may be filled simultaneously by the same person. The officers shall begin their tenure at the close of the Stated Meeting of the SAPE at which they are elected.

The Members-at-Large of the Executive Council shall be elected for three-year terms. They shall begin their tenure at the close of the Stated Meeting of the SAPE at which they are elected. They are eligible for re-election following a one-term hiatus.

The Executive Council shall be responsible for all matters of policy and procedure. The members of the Executive Council shall meet during the Stated Meeting, before the Business Meeting, to receive and act on reports from the committees of the Society and to transact business as necessary. For the transaction of business at any meeting of the Executive Council a quorum shall consist of five (5) members of the Executive Council. The Executive Council may also transact business by mail, telephone, or electronic means, in which case all members of the Executive Council must be participants in any transaction. Actions of the Executive Council may be emended, approved, or

rejected at any Stated Business Meeting of the Society by a majority vote of the members present and voting. The Executive Council may not amend the Bylaws of the Society, nor may it incur financial obligations beyond the actual content of the treasury.

#### Article 5. Nominations, Elections, and Successions

A Nominating Committee consisting of three persons from different countries shall be appointed by the President, in consultation with the Executive Council, one year prior to the Stated Meeting of the SAPE. The Nominating Committee shall provide a slate of nominations consisting of the names of one or more members for each elective position of the Society. It will deliver the slate of nominations to the President four (4) months prior to the Stated Meeting. The slate of nominations will be made known to the general membership at least two (2) months prior to the Stated Meeting. Each nominee must file a statement of willingness to serve if elected.

Election shall be by majority ballot of those in attendance and voting at the Stated Business Meeting. Voting shall be by secret ballot, except in instances of uncontested elections.

In the event that the President is unable to continue performing his/her duties, the Vice-President shall assume the office of President. Should any other officer or member of the Executive Council be unable to continue in their position, a replacement may be chosen by the remaining members of the Executive Council. The replacement shall serve until the next Stated Meeting and shall be eligible for regular election.

#### Article 6. Meetings

The Society shall hold an international meeting once every three years for the transaction of business and for scientific sessions. If, for any reason, a regularly scheduled meeting cannot be held as planned, the Executive Council will arrange for an alternative site and/or date. The host site for the Stated Meeting will preferably alternate among continents, with no continent being eligible to host the Stated Meeting twice in succession unless no satisfactory alternative is available. The host site for the Stated Meeting will be selected as specified in the Bylaws.

#### Article 7. Dues

Dues for members are established by the Executive Council.

#### Article 8. Committees

Committees will be established as specified in the Bylaws to provide advice, assistance, and service to the Executive Council and general membership as required.

#### Article 9. Bylaws

The Bylaws, which interpret and implement this Constitution and consist of articles appended hereto, are hereby adopted. Any proposed amendments to the Bylaws require the signature of at least three (3) members from three (3) countries and must be submitted to the President for consideration by the Executive Council. If approved for discussion by the Executive Council the proposed amendment must be published in the Society's Annual Newsletter prior to its being voted upon by the membership. The Bylaws may be amended only during the Stated Business Meeting by a two-thirds majority vote of the members present and voting.

#### Article 10. Amendments

Proposals to amend the Constitution of the SAPE require the signatures of at least five (5) members of the SAPE from at least three (3) countries, and must be transmitted to the President and the Secretary of the SAPE at least twelve (12) months before the next Stated Meeting of the Society. The Secretary will then distribute the proposed amendments to all members of the Executive Council and make these proposed amendments available to members of the SAPE via the Society's Annual Newsletter. The Executive Council will present its recommendation on each proposed amendment at the Stated Business Meeting of the SAPE. Adoption of an amendment by the SAPE requires three-fourths majority vote of members of the SAPE present and voting at the Stated Business Meeting. Adopted amendments shall become effective at the close of that Stated Meeting.

#### Article 11. Dissolution

Upon dissolution of the Society, the Executive Council shall, after paying or making provision for the payment of all liabilities of the Society, dispose of all of the assets of the Society exclusively for the purposes of the Society in such manner, or to such organization or organizations organized and operated exclusively for educational or scientific purposes, as shall at the time qualify as an exempt organization or organizations under section 501(c)(3), or any corresponding section of future federal code, of the United States of America Internal Revenue Code, as the Executive Council shall determine.

## BYLAWS

These Bylaws of the Society of Avian Paleontology and Evolution describe operating procedures for the Society.

### Article 1. Membership

Membership in the Society is open to all individuals who meet the requirements, as defined in the Constitution and these Bylaws.

Membership in this Society shall consist of only one class, that of Active Member. Additional categories of membership may be suggested by the Executive Council, and will go into effect if approved by two-thirds majority vote of members present and voting at a Stated Business Meeting of the Society.

An individual becomes a member of the SAPE by petitioning the Secretary to be placed on the rolls of the Society and submitting payment of dues. The Secretary shall notify the Executive Council of all new members on a semi-annual basis.

Any member who forfeits membership for non-payment of dues ceases to have rights in the Society. Any person who has ceased to be a member may be reinstated without penalty upon payment of dues.

The Executive Council may deny membership, or expel an active member, for reasons other than non-payment of dues by two-thirds majority vote.

### Article 2. Dues

The Executive Council shall set the dues and the details for payment of same. The Executive Council shall review the dues structure prior to every Stated Meeting and, if necessary, present suggested modifications to the membership for a vote at said meeting. The new dues structure will go into effect at the close of that Stated Meeting if approved by majority vote of members present and voting. The Executive Council may establish procedures for waiving membership dues.

### Article 3. Elections and Officers

Only those members who have belonged to the Society continuously for four (4) years or more shall be eligible for election to an office of the Society or to the Executive Council as a Member-at-Large.

Nominations for the offices of Vice-President, Secretary, Treasurer, and for Members-at-Large of the Executive Council shall be made by the Nominating Committee. Any Executive Council member may resign at any time by giving notice to the President, or to the Vice-President in the case of the latter.

Each active member shall be entitled to one vote in any election. No proxy votes shall be valid at Stated Business Meetings.

### Article 4. Duties of Officers

**President:** The President is the chief officer of the Society, and shall preside over all official Society business and represent the Society to other professional organizations and the public.

**Vice-President:** Shall preside at meetings or transact relevant Society business in the absence of the President, and shall assume the duties of President in case of the death, disability, or resignation of the latter.

**Secretary:** Shall record proceedings of and act as parliamentarian for meetings of the Society and Executive Council,

and shall keep the written records of the Society, exclusive of the financial accounts. She/he/they shall solicit information from members for the annual SAPE Newsletter, which she/he/they will publish and distribute in October of each year. She/he/they shall prepare ballots for any contested elections.

Treasurer: Shall oversee all the financial activities of the Society, collect dues, and prepare and administer the Society's budget as approved by the Executive Council. The Treasurer shall preserve a paper record of all financial transactions and present these records to the Finance Committee for review on 1 October of each year. She/he/they shall present a statement of financial accounts, audited by the Finance Committee, at the time of the Stated Business Meeting.

Members-at-Large of the Executive Council: Shall attend meetings of the Executive Council, pursue business of the Society, and serve on committees as appointed by the President.

## Article 5. Committees

The President, in consultation with the Executive Council, has the responsibility of convening committees and appointing members as the need arises. Committees are authorized to act for the Society only as directed at the time of appointment. Generally, no one individual should serve on more than one committee at a time, and no more than one person from any country should serve on a given committee at once. All committees shall lapse at the conclusion of the Stated Meeting following their appointment, to be reappointed as needed.

All committee members must be members in good standing of the Society, and at least one member of each committee must be a member of the Executive Council, preferably a Member-at-Large. Each committee will have a Chair, appointed by the President.

Finance Committee: will be responsible for preparing an Annual Budget and for reviewing the financial status of the Society. The Treasurer shall be an *ex officio* member of the Finance Committee, although she/he/they may not chair the committee.

Host Site Selection Committee: will be responsible for recommending to the Executive Council the Host Site for each Stated Meeting, based on invitations received by the Society.

Nominating Committee: will be responsible for recommending nominees for the positions as officers of the Society and Members-at-Large of the Executive Council to the President of the Society for presentation to the membership at the Stated Meetings. The Nominating Committee will present its slate of nominees to the President no less than four (4) months prior to the Stated Meeting of the Society. At least one member of the Nominating Committee must be a past officer of the Society who successfully completed his/her/their term.

## 6. Meetings

No later than one year in advance of an upcoming Stated Meeting, the President shall solicit invitations to host the next Stated Meeting, 4 years hence. To be eligible to host a Stated Meeting a potential host must submit a written proposal to the President of the SAPE at least six (6) months in advance of an upcoming Stated Meeting. The President will forward all invitations to host future meetings to the Host Site Selection Committee, which will review them and report to the Executive Council. The proposals must specify the details of the meeting and include a guarantee to publish and distribute the proceeding of the meeting in a collected form according to the highest scientific standards, including peer review. The Host Site shall have all local and financial responsibilities for the preparation and running of the Stated Meeting.

The Executive Council, acting on the recommendations of the Host Site Selection Committee, will present the options for any future meetings to the members during the Stated Business Meeting and recommend the next host site. The site will be selected on the basis of majority vote of those members present and voting at the Stated Business Meeting following a review of the pros and cons of the potential sites by the Host Site Selection

Committee. Voting shall be by secret ballot if more than one option is presented to the members.

## 7. Budget

The budgetary year for the Society will begin on 1 October of each year.

The Finance Committee shall prepare an Annual Budget for each year for presentation to the Executive Council no later than 1 September of each year. The Executive Council shall be responsible for adopting and enacting any budgetary plans.

On 1 October of every year the Treasurer will present to the balance of the Finance Committee copies of financial statements of the Society for review. The review shall be completed and a report passed to the President by 1 December of that year. Further, following the presentation of the Treasurer's Report to the Society at the Stated Meeting, the Chair of the Finance Committee will report to the Executive Council as to whether it should accept or reject the Treasurer's Report.

No financial obligation against the Society may be contracted by any officer or member except as specified in the annual budget or as provided for by special action of the Executive Council upon recommendation of the Finance Committee.

No financial gain from Society funds may accrue to any member of the Society by virtue of their membership in, relationship with, or service to the Society.

adapted and approved by Executive Council, October 2024