

By-Laws of the North American Society for Bat Research (NASBR)

(adopted October 30, 1999 at the 29th Annual NASBR business meeting)

(amended October 25, 2008 at the 38th Annual NASBR business meeting)

(amended October 25, 2008 at the 38th Annual NASBR business meeting and approved by mail-in ballot April 19, 2009)

(amended 26 October 2012 at the 42nd Annual NASBR business meeting)

(amended 18 October 2017 at the 47th Annual NASBR business meeting)

ARTICLE I. *Membership*

Section 1. Membership is open to all persons interested in the scientific study of bats (Chiroptera) including scientists, candidates for an academic degree, and/or persons involved in bat research or education about bats, including their conservation. Categories of membership shall include Regular Members, Student Members, Institutional Members, and Lifetime (Emeritus) Members as defined below.

Section 2. Regular Member. Regular Members are eligible to vote and may be elected to office in NASBR. Any person may become a Regular Member upon registering for the Annual Meeting or by applying for membership to NASBR and paying a fee, the amount of which is determined by the Board. Membership shall continue until the start of the next Annual Meeting. Cancellation of registration for the Annual Meeting results in cancellation of membership, unless the membership fee is paid instead.

Section 3. Student Member. A Student Member must be a candidate in good standing for an academic degree. Evidence for such standing may be provided by endorsement of the student's research advisor or departmental chair, or by official documents asserting student status. Student Members are eligible to vote, but may not be elected to office other than Student Board Member. Any person may become a Student Member upon registering for and attending the annual meeting of NASBR at the student registration rate or by applying for membership to NASBR and paying a fee, the amount of which is determined by the Board. Student membership shall continue until the start of the next Annual Meeting. Cancellation of registration for the Annual Meeting results in cancellation of membership, unless the membership fee is paid instead.

Section 4. Institutional Member. An association, organization, corporation, or institution desiring to support bat research conservation, or education may apply as an Institutional Member. Institutional membership does not, however, include voting privileges or eligibility for office. Institutional memberships shall continue until the start of the next Annual Meeting.

Section 5. Lifetime (Emeritus) Member. Lifetime membership is conferred by NASBR in recognition of a long and distinguished career in bat research or education about bats. Lifetime members shall be elected by at least a 75-percent vote of members of

the Board at the Annual Meeting. Lifetime Members are entitled to all the benefits of Regular Membership, but shall be exempt from payment of the annual registration fee for all annual meetings thereafter.

Section 6. The Board may impose penalties on a member of NASBR or a participant in NASBR-sponsored activities in response to a violation of the NASBR Code of Conduct. Penalties will be determined on a case-by-case basis and may include a verbal or written warning, dismissal from an annual meeting, revocation of membership, and/or prohibiting attendance at future meetings and activities. Imposition of any penalty requires approval of 2/3 of the voting members of the Board.

ARTICLE II. *Duties of the Board of Directors*

Section 1. The Board shall serve as the governing board of NASBR and shall review and establish policies and procedures of NASBR in line with the provisions of the Constitution and By-Laws. The Board shall meet at the time of each regular Annual Meeting of NASBR to conduct such business as may properly come before it. In particular, the Board oversees the actions of the Program Director and Local Host as they function to produce the Annual Meeting.

Section 2. The Program Director is a non-voting member of the Board, nominally without voting privileges except in the case of a tie vote, in which case the Program Director may cast the tie-breaking vote. Upon selection, the Program Director is authorized to produce the annual symposium in conjunction with a Local Host and the Local Committee. The Program Director may, without approval of the Board, appoint Associate Program Directors, or other persons to assist in the production of the annual meeting. The Program Director is authorized to enter into contracts on behalf of NASBR with hotels, civic centers, university conference sites, audiovisual equipment suppliers, banquet facilities, printing firms, and all and any other organizations with goods or services necessary to the production of an Annual Meeting.

Section 3. The Chair of the Board presides over the Annual Board Meeting(s) and co-presides with the Program Director over the Annual Business Meeting(s) of NASBR. The Chair assumes overall concerns for the general affairs of NASBR and is authorized to enter into and sign any contract or execute and deliver any instrument on behalf of NASBR subject to the approval of the Board. The Chair will be elected annually by members of the Board from within their ranks, and will serve from the time of election until either re-elected or a successor is elected during a Board meeting at the next annual meeting of NASBR. Neither the Program Director nor a Local Host may serve as Chair of the Board. A Chair may be re-elected and serve an unlimited number of years, provided he/she continues to be a bona fide elected member of the Board. Once a Chair's term is over, he/she will sit as a non-voting member of the Board for a term of one year in an advisory capacity as Past Chair.

Section 4. The Recording Secretary assumes responsibility for taking minutes of the Annual Board Meeting(s) and the Annual Business Meeting(s) of NASBR, and for

ensuring that the minutes are added to the NASBR archives. The Secretary will be elected annually by members of the Board from within their ranks and will serve until either re-elected or a successor is elected during a Board meeting at the next annual meeting of NASBR. Any member of the Board, including non-voting members, may serve as Recording Secretary.

Section 5. The Treasurer of NASBR assumes overall responsibility and oversight over the financial affairs of NASBR. Neither the Program Director nor a Local Host may serve as Treasurer of NASBR. The Treasurer shall have charge of and custody of and be responsible for all funds and securities of NASBR; receive and give receipts for moneys due and payable to NASBR from any source whatsoever, deposit all moneys in the name of NASBR, and file annual tax returns on behalf of NASBR; and in general, perform all the duties incident to the office of Treasurer, and such other duties as from time to time may be assigned to him or her by the Board. The Treasurer serves at the will and pleasure of the Board of Directors and is selected by the Board of Directors for an indeterminate, mutually agreed upon period. The Treasurer shall serve as a non-voting member of the Board. The Treasurer is authorized to enter into and sign any contract or execute and deliver any instrument on behalf of NASBR subject to the approval of the Board.

ARTICLE III. *Awards*

Section 1. Subject to the availability of funds, NASBR may, from time to time, make awards to undergraduate and graduate students at the Annual Meeting, in recognition of an outstanding platform or poster presentation of their research. Winners of student awards are selected by an ad hoc committee of members selected by the Board each year prior to the start of the annual meeting.

ARTICLE IV. *Committees*

Section 1. The Board, by resolution adopted by a majority of the voting members as from time to time constituted, may designate one or more committees, each of which shall consist of one or more voting members of the Board (plus any non-board members that the Board sees fit to appoint), which committees to the extent provided in such resolution shall have and exercise the authority of the Board in the management of NASBR. Designation of such committees and the delegation thereto of authority shall not operate to relieve the Board or any individual member thereof of any responsibility imposed on it, him, or her by law.

Section 2. Other committees not having and exercising the authority of the Board in the management of the corporation may be designated by a resolution adopted by a majority of the voting members.

Section 3. Except as otherwise provided herein, one member of the Board shall be appointed Chair of such committees by the Chair of the Board. The Chair of the Board and the Program Director shall sit as non-voting members of all committees. The Chair

of the committee shall appoint other members of such committees, except as otherwise provided in the resolution designating such committees.

Section 4. All committees shall keep minutes of their proceedings, and shall report all actions taken by it to the Board at the Annual Board Meeting thereof held next after the taking of such action. All action taken by such committees shall be subject to revision or alteration by the Board; provided, however that such revision or alteration shall not affect any action taken by any officer or employee of the corporation, or by a third party, or any rights of third parties that have vested, in reliance upon any action or direction of such committee.

Section 5. Each member of a committee shall serve from the time at which he/she is appointed until the Annual Board Meeting of the following year, unless the committee shall be sooner terminated, or unless a member is removed from such committee. Members of committees may be removed by the Chair of the committee, or by a majority vote of the Board, whenever in their judgment the best interests of NASBR shall be served by such removal. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Unless otherwise provided herein or in the resolution of the Board designating a Committee, a majority of the voting members of the whole committee shall constitute a quorum and the act of a majority of the voting members present at which a quorum is present shall be the act of the committee.

Section 7. Each committee may adopt rules for its own governance not inconsistent with these By-Laws or with rules adopted by the Board.

ARTICLE IV. *Amendments to the Bylaws*

Section 1. Proposed amendments to these Bylaws may be initiated by majority vote of the Board or by individual members of NASBR at an Annual Business Meeting. Amendments from the floor require a second to be considered valid. To be adopted, an amendment requires approval of two thirds of the members of NASBR. Voting may occur at an annual Business Meeting, by electronic mail, or by any other means of communication approved by the Board.