

Constitution

Constitution of the North American Society for Bat Research (NASBR)
(adopted 30 October 1999 at the 29th Annual NASBR business meeting)
(amended 11 October 2003 at the 33rd Annual NASBR business meeting)
(amended 25 October 2008 at the 38th Annual NASBR business meeting and approved
by mail-in ballot 19 April 2009)
(amended 26 October 2012 at the 42nd Annual NASBR business meeting)
(amended 30 October 2015 at the 45th Annual NASBR business meeting)
(amended 18 October 2017 at the 47th Annual NASBR business meeting)

ARTICLE I. *Name and Object*

Section 1. The name of the organization is the North American Society for Bat Research (abbreviated name: NASBR).

Section 2. The objectives of NASBR shall be exclusively educational and charitable and in furtherance of those objectives:

- A. To promote and develop the scientific study of bats in all its branches, including conservation and public education,
- B. To disseminate the results of bat research to interested persons,
- C. To facilitate an Annual Meeting of professional bat researchers from throughout North America, and
- D. To be involved in international meetings every few years.

Section 3. The organization shall not be organized or operated for profit. No part of the net earnings or other funds of NASBR shall inure to the benefit of or be distributable to its members, officers or other private persons except that NASBR shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 4. Notwithstanding any other provision of this Constitution, NASBR shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law).

Section 5. No substantial part of NASBR's activities will consist of carrying on propaganda or otherwise attempting to influence legislation, and NASBR 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.

ARTICLE II. *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 are defined in the By-Laws of NASBR.

ARTICLE III. *Administrative Organization*

Section 1. The officers of NASBR shall be the Program Director, the immediate past year's Local Host(s), the Local Host(s) for the present year, the next year's Local Host(s), and an 11-person Board of Directors (hereafter Board). The Board shall consist of nine non-student members, who are elected by members in any category, and two student members who are elected only by the Student Members of NASBR.

Section 2. The Program Director serves at the will and pleasure of the Board, and is selected by the Board for an indeterminate, mutually agreed upon period.

Section 3. The Board shall be elected from a slate of at least three candidates compiled and presented by the incumbent Board at the Annual Business Meeting of NASBR. Additional candidates may be added to the slate by a nomination and a second from the floor of the Annual Business Meeting. Directors will serve for a five-year term beginning with the close of the Annual Meeting in which they were elected. The Board will be convened annually by the Program Director who will preside until a Chair is elected from among the members of the Board. The Chair will then preside over the election of a Recording Secretary to take minutes of the Annual Board meeting(s) and the regular business meeting(s). Following the first term of service, Directors may be re-elected to serve a second five-year term. No Director may be elected to a term beyond the second term without first having been off the board for at least one year. In the event that a Director does not complete his or her term on the Board, a new Director may be elected during the next Annual Business Meeting to fill out the unexpired term and then that Director is eligible to be nominated for one or more full terms.

Section 4. The Treasurer serves at the will and pleasure of the Board, and is selected by the Board for an indeterminate, mutually agreed upon period.

Section 5. The Local Host is an individual or individuals selected to host an Annual Meeting three years in advance. He/she generally selects a Local Committee to assist in the planning and execution of the symposium. The Local Committee is an ad hoc assembly of persons who undertake to organize a single annual or international meeting. The Local Host becomes a non-voting member of the Board in the year prior to his/her Annual Meeting, and remains a member of the Board until the close of the Annual Meeting the year after his/her Annual Meeting ends. The Local Host is a non-voting member of the Board, unless he/she is also serving as a regular (elected) Board

member. No more than two local hosts may be associated with any Annual Meeting and be non-voting members of the Board.

Section 6. One Student Board Member (Student Director) will be elected each year. Student Board Members shall be elected from a slate of candidates compiled and presented by the incumbent Board at the Annual Business Meeting of NASBR. Additional candidates may be added to the slate by a nomination and a second by student members (as defined in the By-Laws) from the floor of the Annual Business Meeting. A student Board Member will serve as voting member of the Board for a two-year term beginning with the close of the Annual Meeting in which he/she is elected. A Student Director may not be elected to a second term without first having been off the board for at least one year. However, in the event that a Student Director does not complete his or her term on the Board, a new Student Director may be elected during the next Annual Business Meeting to fill out the unexpired term and then that Director is eligible to be nominated by the Student Members for one additional full term.

Section 7. An officer of NASBR shall perform his or her duties, including those associated with service on the Local or other committees established from time to time, in good faith, in a manner he or she reasonably believes to be in the best interests of NASBR, and with such judgment as an ordinarily prudent person in a like position would use under similar circumstances.

Section 8. Any Member of the Board, as defined in Article III, Section 1, may be removed from the Board for absenteeism, poor performance of duties, or for violating the NASBR Code of Conduct, by a 2/3 vote of the Board.

ARTICLE IV. *Meetings*

Section 1. NASBR conducts an Annual Meeting, the venue for which is normally decided by the NASBR Board in consultation with the Program Director at an Annual Meeting three years in advance. In the event of no decision, or in case of emergency, the Board is empowered to select the time and place of an Annual Meeting. When an international meeting of bat researchers is held in North America, NASBR may be responsible for planning and administering the meeting and its own annual event may be suspended or held in concert with the Annual Meeting. An Annual Board Meeting or series of meetings will take place in conjunction with the Annual Meeting to carry out normal Board duties. An Annual Business Meeting or series of meetings will be held in conjunction with the Annual Meeting, for the purpose of carrying out the normal affairs of NASBR. Between Annual Meetings of NASBR, the Board may conduct business on behalf of NASBR by electronic mail, telephone, or any other means of communication.

Section 2. A special meeting of the Board may be called at any time by the Program Director, by the Chair of the Board, or by the Treasurer. A special meeting of NASBR may be called at any time by a majority of the Board, provided that notice of the purpose, place, and date of the meeting is given to the membership at least thirty (30) days in advance.

Section 3. Fifty voting members shall constitute a quorum of NASBR at the Annual Business Meeting of NASBR. Action by a majority of the voting members present at an Annual Meeting or Special Meeting at which a quorum is present shall constitute action by NASBR. Six elected members of the Board shall constitute a quorum of that body. The act of a majority of the voting members of the Board present at an Annual Board Meeting (s) at which a quorum is present shall be the act of the Board, unless a larger vote is required by law or is specified elsewhere in these By-laws. Directors may not vote by proxy. Between Annual Meetings, actions of the Board by electronic mail or other means have the same restrictions in that participation by six members indicates a quorum, a majority vote is sufficient unless required by law or is specified elsewhere in the By-Laws, and Directors may not vote by proxy.

ARTICLE V. *Amendments to the Constitution*

Section 1. Proposed amendments to the Constitution may be initiated by a majority vote of the Board or by a signed, written petition to the Board by any ten (10) individual members of NASBR. 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.

ARTICLE VI. *Dissolution of NASBR*

Section 1. Upon dissolution of NASBR, the Board shall, after paying or making provisions for the payment of all of the liabilities of NASBR, dispose of all assets of NASBR exclusively for the purposes of NASBR in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of NASBR is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.