

DRAFT

*BYLAWS OF THE  
PALEOANTHROPOLOGY SOCIETY*

**Section 1. ARTICLES OF INCORPORATION, LOCATION  
AND FISCAL YEAR**

1.1. Articles of Incorporation. The name and purposes of the corporation shall be as set forth in its Articles of Incorporation. These Bylaws, the powers of the corporation and of its members and directors and officers, and all matters concerning the conduct and regulation of the affairs of the corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Incorporation as from time to time are in effect.

1.2. Location. The principal office of the corporation in the District of Columbia shall be located at the place set forth in the Articles of Incorporation of the corporation. Any change in location shall be as determined by the board of directors.

1.3. Fiscal Year. The fiscal year of the corporation shall end on December 31 in each year.

**Section 2. MEMBERSHIP**

2.1. Number and Qualification of Members. Membership in the society is open to all interested individuals. The number of members is unlimited. Members shall be given timely notice of any change in the qualifications required for membership.

2.2. Classes of membership. There shall be only one class of membership and this permits full participation in Society activities.

2.3. Tenure. Each member becomes a member upon payment of annual dues and remains a member as long as this annual commitment is met.

2.4. Powers and Rights.

2.4.1. Members shall have the right to vote on such matters as the board of directors shall from time to time determine or as required by law.

2.4.2. Members shall have the power to elect the members of the board of directors, in accordance with paragraph 6.1 of these bylaws. In addition, members shall have the power to fill vacancies on the board of directors that occur due to resignation, disqualification, removal, or death, in accordance with paragraph 8.3 of these bylaws.

2.4.3. Members shall have such other powers and rights as the board directors may designate.

### **Section 3. MEMBERSHIP MEETINGS, VOTING**

3.1. Annual Meeting. The members shall meet annually for such purposes as the board of directors shall designate.

3.2. Place of Meetings. The meeting shall take place in conjunction with and at the conclusion of the Society's regular annual meeting or at such other place as shall be fixed by the board of directors or the president.

3.3. Notice of Meetings. A written notice of each meeting of members, stating the place, date and time shall be given at least seven (7) days before the meeting to each member entitled to vote thereat. Notice of such meeting shall be provided by mailing it, postage prepaid, to the address of such member as it appears in the records of the corporation, by facsimile or by electronic transmission.

3.4. Quorum. At any meeting of the members, ten (10) percent of the members entitled to vote on any action proposed at the meeting shall constitute a quorum, except when a larger quorum is required by law. Any meeting may be adjourned by fifty (50) percent of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

3.5. Action by Vote. Each member shall have one (1) vote on those matters for which they are entitled to vote. When a quorum is present at any meeting, a majority of the votes properly cast by members present in person or duly represented shall decide any question, unless otherwise provided by law, the Articles of Incorporation, or these Bylaws.

3.6. Action by Writing. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if a majority of all members consent to the action in writing and their written consents are filed with the records of the meetings of members. Each such consent shall be treated for all purposes as a vote at a meeting.

3.7. Proxies. Members may vote either in person or by written proxy dated not more than six months before the meeting named therein. Proxies shall be filed before being voted with any board member or designee of the board of directors.

### **Section 4. DUES**

4.1. Amounts. All members shall pay the same amount of membership dues. The amount of membership dues shall be established by majority decision of the board of directors.

4.2. Adjustments. The level of dues shall from time to time be reviewed and may be adjusted by the board of directors. Before the board of directors adjusts membership dues, the Treasurer shall present a tentative budget and proposed dues amount to the membership for consultation. Members shall be given timely notice of any change in the level of dues.

4.3. Failure to pay Dues. Failure to pay dues shall be cause for removal of a member. Any such removal shall be in accordance with paragraph 8.2 of these Bylaws.

## **Section 5. COMMITTEES**

5.1. The board of directors shall have authority to establish committees to pursue particular objectives of the corporation. Such committees may, but need not, include members of the board of directors. The formation of any such committee must, however, be approved by the board of directors.

## **Section 6. BOARD OF DIRECTORS**

6.1. Number and Election. The board of directors shall consist of three (3) officers, who will serve as President, Secretary, and Treasurer. The board of directors may vote to increase the number of board members, if it deems such increase to be in the best interests of the corporation. Officers shall be elected by a majority vote of the members in attendance at an annual business meeting if a quorum is present. The initial board of directors shall be as set forth in the Articles of Incorporation.

6.2. Tenure. Each board member shall hold office for three (3) years and until a successor therefor is elected and qualified, or until the board member sooner dies, resigns, or is removed.

6.3. Powers and Rights. The affairs of the corporation shall be managed by the directors who shall have and may exercise all the powers of the corporation, except those powers reserved to the members by law, the Articles of Incorporation, or these Bylaws.

6.3.1. Budget. The board of directors has the exclusive right to establish and approve the budget of the corporation.

6.4. Regular Meetings. The board of directors shall meet at least once annually. Other regular meetings of the board members may be held at such places and at such times as the board of directors may determine.

6.5. Notice of Meetings. A written notice of each meeting of the board of directors, stating the place, date and time, and the purposes of the meeting, shall be given at least seven (7) days before the meeting to each board member. Notice of such meeting shall be provided by mailing it, postage prepaid, to the address of such board member as it appears in the records of the corporation, or by facsimile or electronic transmission.

6.6. Quorum. At any meeting of the board of directors, two-thirds of the board of directors then in office shall constitute a quorum. Any meeting may be adjourned by two-thirds of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

6.7. Action by Vote. When a quorum is present at any meeting, a majority of the board of directors shall decide any question, including removal of members, formation of committees unless otherwise provided by law, the Articles of Incorporation, or these Bylaws.

6.8. Action by Writing. Any action required or permitted to be taken at any meeting of the board of directors may be taken without a meeting if all the board members consent to the action in writing and the written consents are filed with the records of the meetings of the board of directors. Each such consent shall be treated for all purposes as a vote at a meeting.

6.9. Presence Through Communications Equipment. Members of the board of directors may participate in a meeting of such board by means of a conference telephone or similar communications equipment. Participation by such means shall constitute presence in person at a meeting.

6.10. Disclosure. Members of the board of directors shall disclose to the board any conflicts of interest which arise, and no elected director shall vote on any matter which would involve a conflict of interest.

## **Section 7. OFFICERS**

7.1. Number and Qualification. The officers of the corporation shall be a president, treasurer and secretary and such other officers, if any, as the board of directors may determine.

7.2. Election of Officers. Officers shall be elected by majority vote of a quorum of members in attendance at the annual business meeting. All officers shall serve a three year term.

7.3. President. Unless the board of directors otherwise specify, the principal role of the president shall be as chief executive officer of the corporation. The president shall have authority to sign all corporate documents on behalf of the corporation, and may delegate this authority to the extent allowable by law.

7.4. Treasurer. The treasurer shall be the chief financial officer and the chief accounting officer of the corporation. This individual shall review all corporate expenditures, authorize the disbursement of funds, and report to the membership regarding financial matters. The treasurer shall also oversee all financial reports and filings required by the District of Columbia, the Internal Revenue Service, and other governmental agencies.

7.5. Secretary. The secretary shall approve summaries of all corporate meetings and decisions and maintain records of all proceedings of the members and the board of directors. Such records will be kept in the possession of the secretary and transferred on the election of a new individual. Such records shall also contain (1) records of all meetings of incorporators; (2) the original, or attested copies, of the Articles of Incorporation and Bylaws; and (3) names and addresses of all members and the board of directors.

## **Section 8. RESIGNATIONS, REMOVALS, AND VACANCIES**

8.1. Resignations. Any board member or officer may resign at any time by delivering that person's resignation in writing to the president, or the secretary. Such

resignation shall be effective upon receipt unless specified to be effective at some other time.

8.2. Removals. A member may only be removed only for failure to pay dues, and only by a vote of two thirds of the board of directors. A member of the board of directors or an officer may only be removed for cause, and only by a vote of two-thirds of a quorum of members at the annual business meeting.

8.3. Vacancies. Any vacancy in the board of directors may be filled by a vote of the members. Each such successor shall hold office for the unexpired term and in the case of the president, treasurer, and secretary until a successor therefor is chosen, or in each case until the board member sooner dies, resigns, or is removed. The board of directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

## **Section 9. PERSONAL LIABILITY**

9.1. No Personal Liability. The members, board of directors, and officers of the corporation shall not be personally liable for any debt, liability, or obligation of the corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the corporation may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

## **Section 10. AMENDMENTS**

10.1. These Bylaws may be altered, amended or repealed at any annual meeting, notice of which shall specify the subject matter of the proposed alteration, amendment, or repeal and the sections to be affected thereby. A two thirds vote of a quorum of members is required.