

BYLAWS OF NATURAL HISTORY LITERATURE RESCUE (NHLR)

ARTICLE I – NAME

Section 1: Name: The name of the Organization shall be “Natural History Literature Rescue”, hereafter called the “Society”.

Section 2: The principal office of the Society is located at Clemson University, Department of Plant and Environmental Sciences, Pickens County, Clemson, South Carolina, 29634-0310.

ARTICLE II – PURPOSE

Section 1: The Society is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

Section 2: The Society will work to preserve literature, specimens, samples, equipment, supplies, memorabilia, and ephemera associated with the study of natural history that would otherwise be destroyed or lost if not maintained.

Section 3: The Society will maintain a policy of equal opportunity and nondiscrimination in all its functions.

ARTICLE III – MEMBERSHIP

Section 1: Membership shall consist for the Board of Directors

ARTICLE IV – BOARD OF DIRECTORS

Section 1: Board role, size and compensation: The board is responsible for overall policy and direction of the association. The board shall have up to 7 but not fewer than 3 members. The board receives no compensation other than reimbursement for reasonable and documented expenses.

Section 2: Terms: All board members shall serve five-year terms and are eligible for re-election.

Section 3: Meetings and notice: The board shall meet at least once annually, at an agreed upon time. Board meetings may take place in person or through remote communication.

Section 4: Board elections: The board of directors shall elect directors to replace those whose terms will expire at the end of the fiscal year. Additional seats may be made available on the

board, up to a total of 7, by no less than two thirds vote of the existing directors. Prior to an election the board members, or other interested parties, shall propose names for replacement or new board members. The candidates will be contacted for their acceptance to run. The names of all consenting candidates will be available during the election. This election will take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

Section 5: Election procedures: New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. In case of a tie, the vote will be re-taken until the tie is broken. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 6: Quorum: A quorum must be attended by at least three fourths of directors for business transactions to take place and motions to pass.

Section 7: Officers and duties: There will be three officers of the board, consisting of a president, secretary, and treasurer. An officer is elected by a majority of directors when a quorum is present. In case of a tie, the vote will be re-taken until the tie is broken. An officer may be removed from office by no less than two-thirds vote of the directors. One director may hold two offices simultaneously. A director remains an officer until they resign or are removed by the board. A director may be elected to multiple terms as an officer. Officer's duties are as follows:

The president shall be the chairman of the board.

The chair shall convene meetings and shall preside, or appoint an officer to preside, at each meeting.

The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, distributing copies of minutes, and assuring that corporate records are maintained.

The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the annual budget, help develop fundraising plans, make financial information available to board members and the public, and ensure that appropriate financial records are maintained. The treasurer must prepare and file annual forms with the IRS and the state as they arise. Forms must be reviewed by the executive committee prior to submission.

Section 8: Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members two weeks in advance of a board meeting. These nominations will be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 9: Resignation and termination: Resignation from the board must be in writing and received by the secretary. A board member may be removed by a two-thirds vote of the remaining directors.

Section 10: Special meetings: Special meetings of the board shall be called upon the request of the chair, or two-thirds of the board. Notices of special meetings shall be sent out by the secretary, or a member of the executive committee, to each board member at least two weeks in advance.

ARTICLE V – STANDARD OF CARE

Section 1: General. A director shall perform duties in good faith, in a manner such director believes to be in the best interest of the Society and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

Section 2: Indemnification. To the fullest extent permitted by law, the Society shall indemnify its "agents", including its directors, officers, employees, and volunteers, and including persons formerly occupying any such position, and their heirs, executors, and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding."

ARTICLE V – COMMITTEES

Section 1: Committee formation: The board may create committees as needed, such as fundraising, public relations, etc. The board Chair appoints all committee chairs.

Section 2: Executive Committee: The officers serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3: Finance Committee: The treasurer is the chair of the Finance Committee, which includes two other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, the fundraising plan, and the annual budget. The board must approve the budget and all expenditures must be within budget. Any major changes in the budget must be approved by the board or the Executive Committee. The fiscal year will begin 1 July and end 30 June. Annual reports are required to be submitted to the board showing income

and expenditures. The financial records of the organization are public information and will be made available to board members and the public.

ARTICLE VI – AMENDMENTS

Section 1: Amendments: These bylaws may be amended when necessary by two-thirds majority vote of the board of directors. Proposed amendments must be submitted in writing to the secretary to be sent out with regular board announcements. A proposed amendment shall become effective upon approval unless a later effective date is specified in the motion for adoption.

ARTICLE VII – FUNDS

Section 1: Funds of the Society shall be collected, managed, disbursed, and accounted for as specified in the bylaws and as directed by the Board. Audits may be conducted at the request of the Board.

Section 2: No officer or individual member of the Society shall solicit funds in the name of the Society without prior approval by the Board.

Section 3: An Endowment Fund may be maintained to include donations, bequests, and such other property or funds as may be added to it by direction by the donor and approval by the Board.

Section 4: A Reserve Fund may be maintained to conserve assets and to ensure the fiscal stability of the Society.

Section 5: Dissolution: Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively to Entomological Collections Network, or if not available, an organization that qualifies as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Code.