

Pennsylvania Biological Survey Constitution & Bylaws

Adopted: 24 January 1991

Revised: 20 January 2005, 7 April 2014, 23 April 2015,
29 January 2016

CONSTITUTION

Article I. Name

The name of this organization shall be the Pennsylvania Biological Survey.

Article II. Purpose

The purpose of the Pennsylvania Biological Survey shall be to increase the knowledge of, and foster the perpetuation of the natural biological diversity native to the Commonwealth of Pennsylvania. The Pennsylvania Biological Survey is organized exclusively for scientific and educational purposes consistent with Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article III. Activities

- Section 1. Activities. The activities of the Pennsylvania Biological Survey shall be consistent with the purpose of the Survey and shall include but not be limited to:
- a. Developing a formal system of categories (e.g. endangered, threatened ...), using uniform criteria to define the status of each wild species/subspecies of plant and animal known or found to occur in Pennsylvania;
 - b. Providing advice and guidance to state and federal conservation and natural resource management agencies regarding the status and management of any or all species/subspecies of plants and animals in Pennsylvania;
 - c. Facilitating and enhancing communication among Pennsylvania's natural resource scientists, educators, managers and decision makers;
 - d. Fostering the preservation of Pennsylvania's natural history collections;
 - e. Fostering research that will increase and refine our knowledge of the biota of Pennsylvania,

- including the status and distribution of individual species/subspecies of plants and animals; and
- f. Communicating the results of the Survey's research and activities to appropriate audiences (e.g., scientific community, general public, state and federal agencies, legislative bodies).

Article IV. Incorporation

The Pennsylvania Biological Survey shall be incorporated as a nonprofit scientific organization under the laws of the Commonwealth of Pennsylvania.

Article V. Amendment of Constitution

This constitution may be amended by a two-thirds majority of the members of the Steering Committee present and voting or casting mail ballots.

Article VI. Enactment, Amendment, or Repeal of Bylaws

The Pennsylvania Biological Survey may enact, amend, or repeal bylaws, which interpret and implement this constitution by a two-thirds majority vote of the Steering Committee present and voting or casting mail ballots.

BYLAWS

Article I. Membership

- Section 1. Membership in the Pennsylvania Biological Survey shall include, but not be limited to, all officers, members of the Steering Committee (including Members-at-Large), members of Technical, Standing, and ad hoc Committees, and institutions.
- Section 2. Any person or institution interested in the purpose of the Pennsylvania Biological Survey is eligible to become a member upon application and approval of a majority of a quorum of the Steering Committee or the appropriate Technical Committee.

Article II. Dues

Annual membership dues shall be determined by the Steering Committee.

Article III. Officers and Committees

Section 1. Officers. There shall be five officers: President, President-Elect, Immediate Past-President, Recording Secretary, and Treasurer.

Section 2. Duties of Officers

- a. The President shall be the chief executive officer of the Pennsylvania Biological Survey, shall chair the Steering Committee, shall have the power to appoint and remove committee chairs, and shall serve as the spokesman of the Survey, unless this latter responsibility is specifically delegated.
- b. The President-Elect and Immediate Past-President shall be members of the Steering Committee and undertake any special responsibilities as deemed appropriate by the President. The President-Elect shall serve in the absence of the President. The Immediate Past-President shall chair the Nominating Committee.
- c. The Recording Secretary shall keep the minutes of Steering Committee meetings; shall distribute these minutes to members of the Steering Committee and appropriate agencies, organizations and institutions; shall facilitate the transmittal of correspondence to appropriate committee chairs; shall keep records of the tenure of Technical Committee chairs; shall keep an accurate record of names and addresses of all members; and shall be custodian of all records of the Survey. The Recording Secretary may work with a newsletter editor to help with information dissemination to members.
- d. The Treasurer shall be the Survey's financial officer and shall be responsible for the Survey's financial matters (including payment of bills and managing Survey accounts and grants), for keeping financial records of the Survey, and for correspondence related to financial matters and membership. Payment of bills shall be subject to the signature of the Treasurer with approval of the President.

Section 3. Steering Committee. The Steering Committee shall serve as the policy-making body of the Pennsylvania Biological Survey.

Section 4. Membership of the Steering Committee.

- a. The Steering Committee shall be comprised of the President, President-Elect, Immediate Past-President, Recording Secretary, Treasurer, chairs of the Technical and Standing Committees, one agency representative each from the Pennsylvania Game Commission, Pennsylvania Fish and Boat Commission, Pennsylvania Department of Conservation and Natural Resources, Pennsylvania Department of Environmental Protection, Pennsylvania Department of Agriculture, United States Fish and Wildlife Service, a representative from the Pennsylvania Natural Heritage Program, and up to twelve Members-at-Large who shall be appointed by the President.
- b. Members-at-Large. Members-at-Large shall be individuals who possess expertise and experience related to the purpose and activities of the Pennsylvania Biological Survey, or representatives of other agencies or non-governmental organizations. The terms of Members-at-Large shall coincide with that of the appointing President. They may or may not be reappointed by subsequent Presidents.

Section 5. Technical Committees.

- a. Technical Committees shall be established with responsibility for curated collections or taxonomically defined subunits of the biota of Pennsylvania. These may include but not be limited to Technical Committees with non-overlapping responsibilities for Mammals, Birds, Reptiles and Amphibians, Fishes, Invertebrates (other than Mollusks), Mollusks, Vascular Plants, Bryophytes and Lichens, Protists and Fungi, and Collections/Systematics.
- b. Each Technical Committee is empowered to maintain a list of “cooperators.” A cooperator can be anyone with expertise on the taxonomic subunits encompassed by the committee. Though currently not a member of any Pennsylvania Biological Survey committee, a cooperator subscribes to the purpose of and agrees to work with the Pennsylvania Biological Survey.

Section 6. Membership of Technical and Standing Committees.

- a. Chairs. The chair of each Technical Committee shall be appointed by the President of the Pennsylvania Biological Survey upon the recommendation of or after discussion with the outgoing chair or other officers of the Technical Committee.
- b. Subcommittee Chairs. Technical Committee chairs can organize pertinent taxon-specific or ad hoc subcommittees and appoint chairs to these positions. Short of a subcommittee, individual cooperators or contact persons should be confirmed for as many taxa as possible.
- c. Committee Members. The membership of each Technical Committee shall be determined by the chairs and subcommittee chairs that shall insure the committee's membership is reflective of the taxonomic subunits encompassed by the committee's area of responsibility, of institutions/organizations/agencies having professionals or qualified amateurs with expertise on these taxonomic subunits, and where appropriate the geographic regions of the Commonwealth.
- d. Committee Secretary. In addition to a chair and any sub-committee chair, each Technical Committee shall have an elected secretary, whose responsibilities shall include the keeping of minutes of all committee meetings and the transmittal of formal written minutes to committee members.
- e. Duties of Technical and Standing Committee Chairs. The chairs of technical and standing committees shall serve on the Steering Committee, shall appoint the members of their committees and, if appropriate, chairs of subcommittees consistent with Article III, Section 6b and 6c, shall call and preside over meetings of their committees, shall be a member of all pertinent subcommittees, shall ensure that their committees are represented at meetings of the Steering Committee (either by being present or sending an alternate chosen from the membership of the committee), shall ensure that minutes of their committee meetings are

recorded, preserved, and transmitted to committee members, shall deliver a written report on relevant committee activities at Steering Committee meetings, shall ensure that all correspondence to their committee is answered or acted upon expeditiously, and shall carry out any additional responsibilities delegated by the President.

- Section 7. New Technical Committees and Standing Committees. New Technical committees and Standing Committees shall be established on recommendation of the President with the approval of two-thirds of the members of the Steering Committee either present and voting or casting mail ballots.
- Section 8. Standing Committees. Standing Committees may be established (Article III, Section 7) to perform continuing functions of the Pennsylvania Biological Survey not encompassed by the Technical Committees and subcommittees.
- Section 9. Disbanding Committees. Technical or Standing Committees may be disbanded upon the recommendation of the President with approval of two-thirds of the members of the Steering Committee either present and voting or casting mail ballots.
- Section 10. Ad hoc Committees. The President shall have the authority to establish and terminate ad hoc committees.
- Section 11. The President and President-Elect shall be ex-officio members of all Technical and Standing Committees, except the Nominating Committee, and may serve as ex-officio members of ad hoc committees.

Article IV. Election of Officers

- Section 1. The President-Elect, Recording Secretary, and Treasurer shall be elected by a simple majority of the members of the Steering Committee, present and voting or casting mail ballots.
- Section 2. Nominations for President-Elect, Recording Secretary, and Treasurer shall be solicited from the Technical, Steering, and Standing Committees not less than two months prior to the meeting of the Steering Committee at which elections are held.

Names may also be placed into nomination from the floor at the election meeting.

Section 3. A statement of willingness of nominees to serve shall be secured in writing before the election.

Article V. Terms of Office

Section 1. Election of Officers is every two years, usually odd years. The President-Elect serves two years prior to assuming the Presidency and then serves for an additional two years. A retiring President cannot be nominated as President-Elect until after a hiatus of at least two years.

Section 2. The Immediate Past-President shall serve during the two-year incumbency of his/her successor.

Section 3. Recording Secretary. The term of the Recording Secretary shall be two years and may be renewed by re-election.

Section 4. Treasurer. The term of the Treasurer shall be two years and may be renewed by re-election. An individual may not serve as Secretary-Treasurer more than three consecutive terms. The person serving as Treasurer may be reappointed after an interval of one year or immediately if a replacement is not available.

Section 5. Chairs of Technical and Standing Committees. Chairs of Technical and Standing Committees are appointed by the President. A chair's length of service without interruption shall not exceed four years. Chairs may be reappointed after an interval of one year or immediately if a replacement is not available.

Article VI. Meetings

Section 1. Steering Committee. The Steering Committee shall meet at least twice annually.

- a. All members of the Steering Committee shall have the responsibility of attending all Steering Committee meetings.
- b. Chairs of Technical or Standing Committees, who cannot attend a Steering Committee meeting, may designate a member of their committee, to serve as an alternate. This individual shall have all the rights and privileges of a member of the Steering Committee, including that of voting.

- c. Members-at-large who cannot attend a Steering Committee meeting may not designate alternates to serve in their stead.
- d. The President may call an electronic “online” meeting for the purpose of discussion, motions, and votes on subjects that may be considered too urgent to be delayed until a scheduled Steering Committee meeting. A summary of any such meeting shall be added by the Recording Secretary to the minutes of the next scheduled Steering Committee meeting.

Section 2. Technical and Standing Committees. A Technical Committee or Standing Committee, consisting of officers and membership, must maintain sufficient activity for PABS over time to be recognized as valid by PABS. Sufficient activity is evidenced by at least one meeting (including electronic ones) with a written report to the Steering Committee at least once every two years. Any Technical or Standing Committee not meeting this criterion is automatically disbanded and the President has immediate responsibility under the Bylaws to extend coverage to those taxonomic groups by formation of a new Technical Committee with new leadership and the same or different membership.

Article VII. Affiliations

The Pennsylvania Biological Survey may affiliate with other scientific or educational organizations/societies whose aims, purposes, and activities are consistent with those of the Survey. Proposed affiliations must be approved by a two-thirds vote of the Steering Committee present and voting or casting mail ballots.

Article VIII. Quorum

A quorum shall consist of one more than half the membership of the Steering Committee or any Technical or Standing Committee. No official Pennsylvania Biological Survey or committee business shall take place in the absence of a quorum.

Article IX. Fiscal Year

A fiscal year of the Pennsylvania Biological Survey shall be from January 1 to December 31.

Article X. Robert's Rules of Order

Meetings of the Steering Committee and Technical and Standing Committees shall be governed by Robert's Rules of Order, except when a majority of members vote to suspend such rules.

Article XI. General Prohibitions

Notwithstanding any provisions of the Constitution or Bylaws which might be susceptible to contrary interpretation:

- a. The Pennsylvania Biological Survey shall be organized and operated exclusively for scientific, educational, and advisory purposes;
- b. The Pennsylvania Biological Survey shall not be organized or operated for profit;
- c. No part of the net earnings of the Pennsylvania Biological Survey shall, or may under any circumstances, inure to the benefit of any officer or member of the Pennsylvania Biological Survey;
- d. No substantial part of the activities of the Pennsylvania Biological Survey shall consist of carrying on propaganda or otherwise attempting to influence pending legislation;
- e. The Pennsylvania Biological Survey shall not:
 - 1) lend any part of its income or corpus, without adequate receipt of security and a reasonable rate of interest;
 - 2) pay any compensation in excess of reasonable allowance for salaries or other compensation for services actually rendered;
 - 3) make any part of its services available on a preferential basis;
 - 4) make any purchase of securities or any other property for more than adequate consideration in money or money's worth;
 - 5) sell any securities or other property of the Survey for less than adequate consideration in money or money's worth; or
 - 6) engage in any other transaction which results in substantial diversion of income or property to any officer, member of the Steering Committee, or any other member or contributor to the Pennsylvania Biological Survey.

The prohibitions contained in this section (f) do not imply that the Pennsylvania Biological Survey may make such loans, payments, sale or purchases to anyone else, unless such authority is given or implied in the Constitution or Bylaws.

Article XII. Distribution on Dissolution

Upon dissolution of the Pennsylvania Biological Survey, the Steering Committee shall distribute the assets and accrued income to one or more scientific or educational organizations whose purposes are deemed consistent with those of the Survey and which qualify under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.