



CONSTITUTION AND BY-LAWS OF THE LINNAEAN SOCIETY OF NEW YORK

As amended February 1978, December 1979, May 1983, May 1996, and October 2015

CONSTITUTION

SECTION 1. GENERAL ORGANIZATION

Article 1. This Society shall be composed primarily of persons living in the New York City area who are interested in the natural sciences.

Article 2. It shall consist of Life, Supporting, Active, Associate and Honorary Members, Benefactors and Fellows.

Article 3. Only Active, Supporting and Life Members, Benefactors and Fellows shall be entitled to vote, to hold office, to serve on the Council, and to transact business. Associate Members and Honorary Members, in addition to the foregoing classes of Members, may attend meetings, serve on committees and take part in the scientific discussions of the Society; but Associate and Honorary Members shall not be entitled to serve on committees dealing with the business or organizational affairs of the Society, nor shall they chair committees or be entitled to vote as members of committees. All Members not in arrears of dues shall be entitled to receive without charge the various publications of the Society issued during the period of membership unless the Council shall otherwise provide on the basis of cost or class of membership.

Article 4. The officers of the Society, who shall be elected annually, shall be a President, a Vice-President, a Secretary, a Recording Secretary, a Treasurer, and an Editor. With the exception of the Treasurer and Editor, no officer shall hold the same office more than two consecutive full terms, but shall again be eligible for election one year after the expiration of a second consecutive term. The officers, together with nine Members at large, shall form a board called the Council which shall manage the Society. Councilors shall be elected for a term of three years, in such manner that the terms of three councilors shall expire every year.

The current officers and elected councilors shall be called current elective Council members. A quorum for a meeting of the Council shall be a majority of the current elective Council members. Any former President of the Society who is a Member of the Society in good standing shall be entitled to attend Council meetings and to vote as a member of the Council.

Any former President who is qualified to participate in Council meetings and who wishes notice of them shall annually so advise the Secretary in writing.

Article 5. By-Laws for the more particular regulation of the Society shall be made from time to time.

Article 6. This Constitution may be amended by a three-fourths vote of the Active, Supporting and Life Members, Benefactors and Fellows present at any regular meeting of the Society, provided written notice of the proposed change and of the meeting at which the proposed change is to be acted upon has been sent to each Active, Supporting and Life Member, Benefactor and Fellow at least 30 days previously.

Article 7. Dues for each class of membership and the time for their payment shall be established as set forth

in the By-Laws.

SECTION 2. OF MEMBERS

Article 1. Active, Supporting and Life Members shall be persons who have shown an interest in some branch of natural science.

Article 2. Associate Members shall be persons interested in some branch of natural science (a) residing 50 miles or more from the Society's regular place of meeting and unable to attend meetings of the Society regularly; or (b) regularly enrolled as full-time students for an entire academic year at an established institution of learning. Persons holding Associate Membership as students shall be obliged to advise the Treasurer on or before the first day of September of each year as to their current and prospective status as students; they may be dropped from membership by the Treasurer if satisfactory evidence of such status is not supplied. Nothing herein shall preclude a student or a person residing 50 miles or more from the Society's regular place of meeting from being elected to any other class of membership.

Article 3. Honorary Members shall not exceed ten in number, and shall be persons eminent for their attainments in one or more of the natural sciences.

Article 4. Benefactors shall be persons who have made a significant financial contribution to the Society as determined by the Council. The names of Benefactors shall be carried on the Society's rolls in perpetuity

Article 5. Any Member may be elected a Fellow in recognition of distinguished service to the Society.

Article 6. All classes of Members shall be chosen by majority vote of those Active, Supporting and Life Members, Benefactors and Fellows present at a regular meeting of the Society, after having been nominated by a Member and approved by the Council.

Article 7. Any Member may be expelled from the Society, upon recommendation of the Council, by a three-fourths vote of the Active, Supporting and Life Members, Benefactors and Fellows present at any regular meeting, provided written notice of the proposed action and of the meeting at which such action is proposed to be taken has been sent at least 30 days previously to each Active, Supporting and Life Member, Benefactor and Fellow and to the Member involved.

SECTION 3. OF OFFICERS AND THEIR DUTIES

Article 1. The President shall preside at meetings of the Society and of the Council, preserve order, regulate debate, and conduct all proceedings in accordance with accepted parliamentary usage.

Article 2. The Vice-President shall have charge of the archives of the Society; shall, with the advice and assistance of the President and Secretary, plan and prepare the programs for meetings of the Society; and shall form the duties of President in his or her absence.

Article 3. The Secretary shall give notice to persons of their election as Members, and to committees of their appointment; shall give notice of all regular meetings of the Society; shall call special meetings when directed by the President; shall give notice to all members of the Council of all Council meetings; shall inform officers of all matters requiring their attention; shall conduct the correspondence of the Society and prepare all letters to be written in its name, retaining copies of them; shall, as directed by the Council, make all arrangements for the Annual Meeting of the Society; and shall assist the President and Vice-President in planning the programs for meetings of the Society.

Article 4. The Recording Secretary shall take and preserve approved minutes of all meetings of the Society and of the Council and shall preserve and compile in systematic order field notes presented by Members.

Article 5. The Editor, with the assistance of Associate Editors who may be appointed from time to time by

the Editor in consultation with the President, shall edit and supervise publications of the Society and shall arrange for their exchange and distribution.

Article 6. The Treasurer shall collect all money due; shall pay all bills against the Society as authorized by the Council; shall keep a correct account of all receipts and expenditures; and shall make a detailed report of the same at the Annual Meeting.

Article 7. Officers shall be nominated by majority vote of the Council and elected at the Annual Meeting by a majority vote of the Active, Supporting and Life Members, Benefactors and Fellows present. The slate of officers nominated by the Council shall be announced at the first meeting in February each year. Any other Member may be nominated if such nomination is subscribed in writing by 15 persons who are Active, Supporting or Life Members, Benefactors or Fellows and is received by the President or Secretary at any time prior to the fourth Tuesday in February. Any officer resigning prior to the end of his or her term should do so in writing to the Council. Any office, other than that of President, becoming vacant during the year shall be filled at the next meeting of the Society in the same manner, except that the Council need not announce its nomination prior to the meeting and other nominations may be made from the floor. If the office of President becomes vacant during the year, the Vice-President shall become President. Persons who succeed to the office of the President, Vice-President, Secretary or Recording Secretary as the result of a vacancy shall remain eligible for election to two consecutive full terms in accordance with Article 4 of Section 1.

SECTION 4. OF THE COUNCIL AND ITS DUTIES

Article 1. The Council shall review and take action on all nominations of candidates for membership. It shall make such recommendations as it sees fit on new business initiated by Members. Its recommendations shall be presented by the Secretary at the next regular meeting of the Society. A majority vote of the Active, Supporting and Life Members, Benefactors and Fellows present at the meeting shall be sufficient to ratify recommendations made and actions taken by the Council.

Article 2. The Council may at any of its meetings initiate any new business promoting the general interests and welfare of the Society, and a majority vote of the members attending such meeting shall be sufficient for ratification. The prior authorization or approval by a majority of the councilors, given at a meeting of the Council, shall be necessary for any appropriation of funds of the Society in excess of \$50.00.

Article 3. The Council shall nominate a slate of officers for the coming year at its January meeting.

Article 4. The Council shall hold regular meetings for the transaction of general business. Special meetings may be called by the President or upon request of any three councilors.

Article 5. A sufficient number of councilors shall be chosen at the first regular meeting after the Annual Meeting to fill existing vacancies. Councilors shall be nominated by a committee to be appointed by the President at the Annual Meeting, such committee to consist of three Active, Supporting or Life Members, or Benefactors or Fellows of the Society, who are not elective members of the Council. This shall not be construed as precluding additional nominations from the floor. If the nominations exceed the numbers of vacancies, the election shall be by written ballot. Those nominees receiving the largest number of votes of Active, Supporting and Life Members, Benefactors and Fellows present shall be elected. If for any reason a councilor does not complete the term of office, his or her successor for the remainder of the term shall be chosen at the next regular meeting by nomination from the floor and election as prescribed above.

SECTION 5. OF MEETINGS

Article 1. A meeting shall be held annually for the election of officers and for other general purposes. At this meeting the Secretary shall present a report upon the publications, meetings, membership, and other

general business of the Society, and the Treasurer shall report on the financial affairs of the Society. Prior to the Annual Meeting the President shall appoint a committee of two Active, Supporting or Life Members, or Benefactors or Fellows, neither of whom shall be a member of the Council, to audit the accounts of the Treasurer.

SECTION 6. MISCELLANEOUS

Article 1. No substantial part of the activities of the Society shall be the carrying on of propaganda or otherwise attempting to influence legislation, or the participation or intervention in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Article 2. No officer, director, Member or employee of the Society may receive any pecuniary profit from its operation or upon its dissolution, except reasonable compensation for services rendered in effecting one or more of its purposes.

Article 3. In the event of voluntary dissolution of the Society or in the event of dissolution due to such other circumstances as are permitted or required by law, the funds and assets of the Society then belonging to it shall, after proper payment of liabilities, be distributed in accordance with the law then applicable to charitable organizations qualified under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent law).

Article 4. The Society shall at no time carry on any 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 1954 (or corresponding provisions of any subsequent law) or (b) by an organization, contributions to which are deductible under Sections 170(c)(2), 2055(a) or 2522(a) of the Internal Revenue code of 1954 (or corresponding provisions of any subsequent law).

BY-LAWS

SECTION 1. OF MEMBERS

Article 1. The Council shall, by a majority vote of its current elective members, set the amount of dues for the following categories of membership: Active Member, Associate Member, Supporting Member and Life Member. Honorary Members, Benefactors and Fellows shall not pay dues.

Article 2. Dues of Active, Associate and Supporting Members are payable annually no later than the first regular meeting in September except that dues of newly elected Members shall be payable upon election to membership. Persons elected as Active, Associate and Supporting Members in the months of March, April and May shall pay dues at one-half the regular rates set by the Council until the following September. Dues of Life Members are payable in no more than four consecutive annual installments; upon full payment no further dues are payable.

Article 3. By a majority vote of the current elective Council members, a person who has been an Active or Supporting Member of the Society for at least twenty-five years and has reached the age of sixty-five, may be granted an Active membership at half the annual Active dues upon written application to the Treasurer.

Article 4. Upon written application to the Treasurer, subject to the approval of a majority of the current elective Council members and if the applicant is not in arrears of dues for a previous year, (a) a Member

who for a full year is absent on a scientific expedition or is engaged in military service may be excused from the payment of dues for that year; (b) an Active Member who is regularly enrolled as a full-time student for an entire academic year at an established institution of learning may have his or her status changed to that of Associate Member, provided the application is received on or before the first day of September of the year for which the change of status is sought and provided it is accompanied by the annual dues of an Associate Member for that year.

Article 5. Any Member who shall neglect to pay his or her regular dues shall be dropped from the roll of Members after having been sent notification to that effect in writing by the Treasurer.

SECTION 2. OF MEETINGS

Article 1. The Annual Meeting shall be held during the week in March that includes the second Tuesday.

Article 2. Regular meetings shall be held at least once a month from September to May inclusive, except as otherwise provided by a majority vote of the Council.

Article 3. Informal meetings shall be held once a month during June, July and August, except as otherwise provided by a majority vote of the Council.

Article 4. Thirty-five Active, Supporting and Life Members, Benefactors and Fellows shall constitute a quorum for the transaction of business at any regular meeting.

Article 5. The following items of business shall be transacted at each regular meeting in any order prescribed by the presiding officer:

1. Reading of minutes of the previous meeting by the Recording Secretary.
2. Reading of correspondence received by the Secretary.
3. Proposal of candidates for membership.
4. Election of members.
5. Committee reports.
6. Business (a) Unfinished; (b) New.
7. Presentation of program.
8. Presentation of field notes.
9. General discussion.
10. Adjournment.

SECTION 3. OF CHANGES OF BY-LAWS

Article 1. The By-Laws of the Society may be amended by a three-fourths vote of the Active, Supporting and Life Members, Benefactors and Fellows present (a) at any one regular meeting, provided written notice of the proposed change and of the meeting at which the proposed change is to be acted upon has been sent to each Active, Supporting, and Life Member, Benefactor and Fellow at least 30 days prior thereto, or (b) at any two regular meetings held on the second Tuesday of two successive months, provided such change has been recommended by a vote of eleven of the current elective Council members.

SECTION 4. OF COMMITTEES

Article 1. A Conservation Committee Chairperson shall be appointed annually by the President to head a Committee to advise, inform and represent the Society on conservation and environmental matters. Said Committee shall be chosen by its Chairperson in consultation with the President.

Article 2. An Editorial Committee shall be appointed annually by the Editor, in consultation with the President, to read and prepare papers for the Society's publications. Said Committee shall, from time to

time, publish with the consent of the Council an issue of the Society's *Proceedings*, which shall contain the annual reports of the Secretary and Treasurer, reports of pertinent Committees, general notes, and scientific papers. The Editorial Committee shall also recommend to the Council, for inclusion in the Society's *Transactions*, publications of extensive papers that are submitted to it from time to time and which, by reason of their length, are barred from the ordinary channels of scientific communication. Upon recommendation by the Council, the publication of a volume of the *Transactions* shall be subject to the approval of a majority of the Active, Supporting and Life Members, Benefactors and Fellows present at a regular meeting of the Society. The Society shall also publish a newsletter which shall contain brief articles, announcements and items of general interest to its Members and which shall appear at least six times a year. The editor of the newsletter shall be a member of the Editorial Committee.

Article 3. A Field Work Committee Chairperson may be appointed annually by the President to head a Committee to encourage and conduct constructive field work in the New York City region and to promote the discussion of local natural history matters at meetings of the Society. Said Committee shall be chosen by its Chairperson in consultation with the President.

Article 4. A Field Trip Committee Chairperson shall be appointed annually by the President to head a Committee to arrange field trips for Members and guests of the Society. Said Committee shall be chosen by its Chairperson in consultation with the President.

Article 5. A Communications/Technology Committee Chairperson shall be appointed annually by the President to head a Committee to oversee the Society's electronic and social media communications. Said Committee shall be chosen by its Chairperson in consultation with the President.

Article 6. The President may, with the consent of the Council, appoint such additional committees as may be necessary or advisable from time to time to conduct the affairs of the Society or further its interests.

SECTION 5. OF FUNDS AND PRIZES

Article 1. The Society, at the discretion of the Council, may accept contributions and establish restricted funds.

Article 2. The Treasurer is authorized to accept from Members and other interested persons contributions to a revolving publication fund, the income and principal of which is to be devoted primarily to the publication of the *Proceedings* and *Transactions*.