

North American Sturgeon and Paddlefish Society

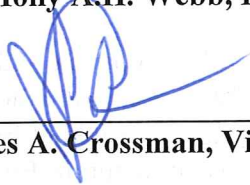
CONSTITUTION and BYLAWS



Developed and approved by NASPS Foundation Committee, December 2011
Amended by the NASPS Governing Board, September 2015

Molly A. Webb

Molly A.H. Webb, President



James A. Crossman, Vice President

Governing Board:

Peter Allen, Mississippi
Nancy Auer, Michigan
Stephania Bolden, Florida
Ronald Bruch, Wisconsin
James Crossman, British Columbia
Dewayne Fox, Delaware
Larry Hildebrand, British Columbia
Ryan Koenigs, Wisconsin
Mike Parsley, Washington
Andrea Schreier, California
Molly Webb, Montana

North American Sturgeon and Paddlefish Society

CONSTITUTION and BYLAWS

CONSTITUTION

ARTICLE I

Names and Objectives

1. The name of the organization is the NORTH AMERICAN STURGEON AND PADDLEFISH SOCIETY, hereinafter called the SOCIETY. The term "Society" refers to the organization as a whole and to its central functions and products.
2. The Society's objectives are to:
 - A. Promote the conservation, restoration, development, awareness, and wise use of sturgeon and paddlefish fisheries;
 - B. Promote and evaluate the development and advancement of sturgeon and paddlefish fisheries science and management, and foster and support interdisciplinary and multidisciplinary research on all aspects of sturgeon and paddlefish (e.g. biology, management and utilization of sturgeons);
 - C. Gather and disseminate to Society members, regional, national, international, inter-governmental organizations, educational institutions (e.g. universities, scientific institutes), non-governmental organizations (NGOs), and the general public scientific, technical, and other information about sturgeon and paddlefish fisheries science and practice through publications, meetings, and other forms of communication; and
 - D. Encourage the teaching of sturgeon and paddlefish fisheries science and practice in colleges and universities and the continuing education and development of fisheries professionals.
3. The Society may undertake any lawful activity to administer its affairs and attain its objectives, alone or in conjunction with others, except any activity that would cause it to lose its exemption from United States federal taxation as provided by Section 501 (c) (3) of the Internal Revenue Code of 1954, in that Section's present or future form, or the Canadian federal Not-for-Profit Law.

ARTICLE II

Foundation Committee

1. The Society Foundation Committee was comprised of Peter Allen, Ronald Bruch, Serge Doroshov, Gordon Edmondson, Gary Fitch, Dewayne Fox, Chris Guy, Timothy Haxton, Larry Hildebrand, Boyd Kynard, Dave Lane, Mike Randall, Ken Sulak, Don Tillapaugh, and Molly Webb.
2. The Foundation Committee shall take actions necessary to create the Society, hold initial elections, and register the Society as a non-profit scientific organization.

3. Foundation Committee members can serve as acting officers and Governing Board members according to Article V, 1,C.

ARTICLE III Membership

1. Individuals or institutions interested in the Society and its objectives may become members in one of the following categories. The Governing Board may establish special categories of membership within any of these categories or subclasses. All memberships extend through the calendar year (only) for which dues are paid, except Life members, whose membership after a one time payment extends for the life of the member, and Honorary members, who are exempt from paying dues.

A. VOTING MEMBERS are individuals with voting rights in one of the following Subclasses:

- i. INDIVIDUAL MEMBERS are non-student members age 18-64.
- ii. SENIOR MEMBERS are age 65 or older.
- iii. STUDENT MEMBERS are students enrolled in University or College, any age.
- iv. LIFE MEMBERS pay a one-time specified fee and are exempt from further payment of dues to the Society.
- v. HONORARY MEMBERS are persons who, because of their outstanding professional or other attainments, outstanding service to the Society, or official position, have been elected to permanent dues-free membership in the Society. Honorary Members must be nominated by at least 30 active members and elected by a 2/3 majority of active members present at an annual or special Society meeting. A Life Member elected to honorary membership retains the privileges of active Individual membership.

ARTICLE IV

Officers, Staff, Elections, Terms of Office

1. NASPS OFFICERS. Elected Society officers are President, Vice-president, Secretary, Treasurer, and six (6) Governing Board Members at Large. Officers also include a Past President and the President of the Student Subunit (herein referred to as the Subunit President). The President will move through the presidential position to the Past President position to maintain institutional knowledge and connections with partners and sponsors. The Past President does not carry a vote. The Subunit President will be elected through the bylaws and constitution of the NASPS Student Subunit and will be a member of the Society Governing Board (i.e. elected society officers, Past President, and the Subunit President) with voting rights.

A. Only Active Members who attended one of the three immediately preceding annual Society meetings may be nominated for these elective offices.

B. Society officers and committee members shall receive no salary or clerical or other expenses unless approved in advance by the Governing Board, nor benefit financially from their positions.

C. Duties of the elected officers shall be as follows:

- i. The Past President shall be responsible for assisting the President with Society business when needed, especially related to institutional knowledge for the

Society; seek sponsorship and donations for the Society; and serve on committees as needed.

ii. The President shall be responsible for Society business; make appointments authorized by the Constitution; establish and appoint special committees and consultants as required; exercise other responsibilities arising from actions of the Society and the Governing Board; chair all Society, Governing Board, and Executive Committee meetings; and provide overall direction for Society business when the Governing Board is not in session.

iii. The Vice-President shall assist the President in conducting the business of the Society and shall assume the duties of the President when that officer is temporarily or permanently unable to act; recommend the Chairs of the Arrangements and Program Committees for the annual Society meeting two years hence; conduct Society elections, and serve on committees as needed.

iv. The Secretary shall maintain minutes of record of all Governing Board and Society decisions, and all other official Society records and archival materials; register new and renewing members and maintain membership records; and serve on committees as needed.

v. The Treasurer shall maintain all financial records of the Society; collect and receive all monies due or granted to the Society, and have custody of Society funds; pay all Society accounts owed and make other expenditures authorized by the Governing Board; and serve on committees as needed.

vi. The Subunit President will keep the Governing Board apprised of all Student Subunit activities and assist the President with Society business.

2. NASPS STAFF. The NASPS staff may include a Website Manager and a Newsletter Editor if needed.

A. If the Governing Board elects to create and fill a Website Manager or a Newsletter Editor, both positions would be responsible to the Governing Board and act with its advice and consent.

B. The Website Manager would manage the Society's website in the face of Society objectives as set forth in the Constitution, Bylaws, and Procedures, and within Governing Board directives.

C. A Newsletter Editor would solicit news items and articles with guidance from the Governing Board, draft the newsletter, and upon approval of the Governing Board send the final newsletter to the Secretary for distribution to the membership.

D. Compensation for the Website Manager and Newsletter Editor shall be established by the Governing Board.

3. ELECTION OF NASPS OFFICERS. The nomination and election of officers (except for the Past President and Subunit President) shall be conducted as follows.

A. At least 90 days before an annual Society meeting, the Vice President shall:

i. Form a Nominating Committee, who acting at the pleasure of the Governing Board shall solicit a field of candidates for open officer positions: President, Vice-president, Secretary, Treasurer, and six (6) Governing Board members at large. There must be at least two nominees for each position; and

- ii. Recommend a Vote Auditor and two other Vote Audit Committee members, who will be confirmed by the Governing Board and who are not candidates in the current election.
 - B. Nominations for elective Society offices may be received and processed in two ways.
 - i. The Nominating Committee is obliged to present a biennial slate of candidates. This slate shall be announced to the membership at the time ballots are distributed.
 - ii. Eligible candidates may be nominated in a written petition signed by at least 30 Active Members and presented to the Vice President at least 30 days before ballots are distributed.
 - C. Members will be allowed at least 30 days from the ballot distribution date to return ballots or electronic results to the Vote Auditor. The Vote Audit Committee counts the vote and presents the results to the membership. The nominee receiving the largest number of votes for each office is elected. If a tie occurs, the Governing Board makes the selection by a majority vote.
4. NASPS OFFICERS TERMS OF OFFICE. The elected officers are installed in office during the annual Society meeting immediately following their election, except as indicated below.
- A. Terms are two years (note: the Subunit President, again not elected by NASPS general members, term is one year).
 - B. If an election of officers is invalidated for any reason, the current officers will retain their positions and responsibilities until a new election can be held.
 - C. If a valid election of officers occurs but the annual Society meeting is canceled or postponed more than 30 days, new officers will be installed without formal ceremony at the originally scheduled time of the meeting. Should an annual Society meeting be postponed less than 30 days, the transition of officers will occur at that meeting, as usual.
 - D. If an election of new officers cannot be completed before that year's annual Society meeting, the installation and transition of officers shall occur without formal ceremony as soon after the meeting as election results are validated. Current officers and appointed committee members remain in their positions and responsibilities until that time.
 - E. If an elected officer cannot complete the term of office, the Governing Board may appoint a replacement until an election can be held. A vacated presidency shall be filled by the Vice-President, and the Vice Presidency shall be filled by a Board member at large chosen by the Governing Board until the next election. The vacant Governing Board member at large position shall be filled by Governing Board appointment until the next election.

ARTICLE V

Governing Board and Executive Committee

- 1. The Governing Board is comprised of the elected officers (President, Vice President, Secretary, Treasurer, and 6 Board Members at Large), the Past President, and the Subunit President.
 - A. All Governing Board members can vote, except for the Past President.
 - B. A majority of voting Governing Board members constitutes a quorum.

C. Voting members of the Governing Board may be represented at a Governing Board meeting by any past-Governing Board or Society Foundation Committee member provided such alternates are designated in writing to the President before the meeting. Alternates have full voting powers, but may not be contemporary members of the Governing Board, and may represent only one voting member at each meeting.

D. The Governing Board meets at a minimum in conjunction with the annual Society meeting and holds monthly conference calls.

E. The Governing Board decides Society policies, approves the annual budget as presented by the President (or Executive Director should one exist), and transacts other necessary Society business.

ARTICLE VI

Meetings and Voting

1. The Society shall meet once a year. The Governing Board sets the time and place of the annual meeting and may do so two or more years in advance. Only the President may call special meetings with the approval of the Governing Board. Unless otherwise specified in the Constitution, meetings are conducted according to the latest edition of Robert's Rules of Order.

2. In an emergency, the Governing Board may cancel or change the place of an annual Society meeting.

3. Fifty (50) Active Members, or $\frac{1}{2}$ the active members, whichever is less, constitute a quorum for transaction of Society business at annual or special meetings.

4. Decisions and voting at Society meetings shall be as follows:

A. Decisions at meetings are by simple majority of active members voting, except $\frac{2}{3}$ majorities are required to:

- i. amend the Constitution; or
- ii. elect an Honorary Member.

B. Any Active Member who cannot attend a Society meeting may request the President, in writing, to register her or his vote on a previously published question. Such proxy votes must be assigned before the meeting at which the question is considered and may not be used to establish a quorum.

5. Members may raise any matter for a Society-wide referendum.

A. A referendum is posed in the form of a written petition signed by 50 Active Members or by 10 percent of all Active Members, whichever is less.

B. The President (or designee) shall provide to the membership each validated referendum and summarized arguments pro and con as soon thereafter as possible. Ballots sent to all Active Members shall specify the date by which they must be returned to the President (or designee); this date will be at least 30 days but no more than 60 days after ballots are distributed. Decisions will be by simple majority of those voting, except where a $\frac{2}{3}$ majority is required. Results of the referendum shall be provided to the membership.

ARTICLE VII

Publications

1. The Society shall publish publications produced as authorized by the Governing Board.
2. Society publications shall be distributed as follows:
 - A. Libraries, organizations, and individuals may purchase Society publications.
 - B. Publications may be provided for any special categories of membership as established by the Governing Board.
3. Society publications may be subject to page charges against authors or their institutions.
4. Editorial standards and quality control procedures for each scientific and technical publication proposed by a unit shall be reviewed and approved by the President (or designee). Following such action, units may produce, distribute, and charge for their publications.

ARTICLE VIII

Dues, Fees, and Charges

1. The Governing Board may determine, by a 2/3 majority vote, all Society dues, fees, and charges and record in Society Bylaws.
2. All monies due the Society shall be remitted to the Treasurer in U.S. currency or the equivalent in the currency of another country.

ARTICLE IX

Constitution, Bylaws and Procedures

1. The Constitution is the defining document for the Society. It takes precedence over all other bylaws and procedures of the Society. It cannot be suspended, unless otherwise specified in the Constitution, and it cannot be changed without prior notice to members.
 - A. The Constitution may be amended by a 2/3 majority of Active Members who vote on an amendment.
 - B. Amendments passed during an annual Society meeting take effect at the close of that meeting. Amendments passed at other times take effect at the close of the first subsequent annual meeting.
 - C. Amendments may be proposed and considered in the following ways.
 - i. They may be brought before an annual or special Society meeting if they have been provided to the membership by the President at least 30 days before that meeting and if they have been proposed either by 3/4 vote of the Governing Board or a validated petition signed by at least 50 Active Members.
 - ii. They may be brought to referendum according to procedures in Article VI. 5.
2. Bylaws are the next highest level of documentation of Society operations. They are generally established to facilitate the conduct of Society business, and to describe duties and responsibilities of Governing Board members and staff in that context, and set membership dues. They may be suspended or amended as follows, unless otherwise specified in the Constitution.
 - A. Bylaws may be suspended until the next annual or special Society meeting by a majority of the Governing Board.

B. Bylaws may be suspended for the duration of a meeting by a majority of Active Members voting at an annual or special Society meeting.

C. Bylaws may be amended by a simple majority of Active Members voting at an annual or special Society meeting, except for dues, fees and other Society charges which are set by the Governing Board per Article VIII.1.

3. Procedures are the lowest level of documentation of Society operations. They are generally established to provide continuity in the conduct of Society business. The Procedures may be suspended or amended by a simple majority vote of the Governing Board.

ARTICLE XI

Dissolution of the Society

1. The Society will be created for an indefinite period of time.
2. A proposal for dissolution of the Society can only be initiated by the Governing Board or proposed by at least 30 active members.
3. A decision on the dissolution of the Society can only be taken with 2/3 majority quorum of all active members (postal or e-mail vote possible). If a quorum cannot be reached by this method, a simple majority quorum will decide at the next Annual Meeting.
4. In the case of a deliberate dissolution of the Society or in the event that non-profit status no longer applies, the available assets shall be transferred to another non-profit organization that dedicates its efforts to objectives similar to the Society.

BYLAWS

Bylaws are established to facilitate the conduct of Society business, to describe duties and responsibilities of Governing Board Members and staff and set dues. Procedures for amending or suspending Bylaws are specified in Article X of the Constitution.

1. STANDING COMMITTEES. Standing Committees help the President and the Governing Board conduct the Society's affairs. The President shall appoint and charge the chairs and members of all standing committees, with the exception of the Nominations Committee which is appointed by the Vice-President, within 30 days after the annual Society meeting unless otherwise specified. The President may delegate authority to the chair to appoint members, subject to the approval of the President. All appointees must be Active Members, and their terms of duty extend to the end of the next annual meeting if not stipulated otherwise. Standing Committee chairs should report their committees' activities, findings, and recommendations at annual and interim meetings of the Governing Board. The structure and operating procedures of all standing committees shall be described in the Society's Procedures. The Society has established the following standing committees:

A. **ARRANGEMENTS COMMITTEE** makes the physical arrangements for the annual Society meeting, administers registration, collects all fees, and generates publicity for the meeting. The Chair also serves as General Chair for the annual Society meeting, providing overall coordination of the other committees related to the annual meeting of

the Society (Program, Workshops, and other activities as they relate to the meeting). The Chair is selected at least two years prior to the meeting.

B. **AUDIT COMMITTEE** conducts an audit of Society finances and provides a report to the President and the Governing Board concerning the results and any recommendations.

C. **AWARDS COMMITTEE** nominates candidates for Society-level awards including the Order of Acipenser and any other such awards as may be approved by the Governing Board.

D. **MEMBERSHIP COMMITTEE** maintains Society membership and takes appropriate measures to attract new members.

E. **NOMINATIONS COMMITTEE** is appointed by the Vice-President and names a slate of candidates for the Society offices of President, Vice-president, Treasurer, Secretary, and Governing Board Members at Large according to procedures approved by the Governing Board; it must name at least two candidates for each open position.

F. **PROGRAM COMMITTEE** assembles and administers the program for the annual Society meeting. The Chair is selected at least one year in advance of the meeting.

G. **RESOLUTIONS COMMITTEE** drafts resolutions, screens and edits resolutions submitted to it by officers, members, or units, and upon approval of the Governing Board, presents its slate of resolutions for vote at the annual Society meeting.

H. **TIME AND PLACE COMMITTEE** generates competitive proposals for the future site of the annual Society meeting, from which the Governing Board shall choose one site.

I. **VOTE AUDITOR** oversees procedures for electronic and mail ballot voting, and officer elections. The Vote Auditor confirms the results of electronic votes (or for mail ballots, counts the election ballots), transmits the results to the President a within 30 days of the closing date of the election or vote, and announces the results at the annual Society meeting or through other appropriate means. The Vote Auditor sends electronic results and/or mail ballots to the President, who shall hold them at least 90 days after the announcement of the results.

J. **FUND RAISING COMMITTEE** generates and implements fund raising proposals approved by the Governing Board.

K. **PUBLICATIONS COMMITTEE** generates peer-reviewed and other publications at the request of the Governing Board e.g. symposia proceedings, and other NASPS publications; manages inventory of Society-owned publications; facilitates sale and distribution of Society-owned and Society produced publications.

L. **SOCIAL MEDIA COMMITTEE** maintains the social media accounts and posting for the Society, including but not limited to FaceBook and LinkIn, and would act within the Governing Board directives and consent in the face of Society objectives as set forth in the Constitution, Bylaws, and Procedures.

M. **INVENTORY COMMITTEE** maintains inventory of Society procurements, including but not limited t-shirts and other merchandise for sale at annual meetings.

2. ORDER OF BUSINESS. The agenda for an annual Society business meeting shall include, but need not be limited to, the following items:

A. Call to order by the President

B. Determination of a quorum

C. Introduction of guests and visitors

- D. Address of the President
- E. Report of the Executive Director
- F. Financial Report
- G. Report of the Resolutions Committee
- H. Report of the Vote Auditor
- I. Nomination of Honorary Members
- J. Other old business
- K. Installation of new officers
- L. New business
- M. Adjournment

3. RESOLUTIONS. Resolutions shall be introduced at an annual or special Society business meeting by the Chair of the Resolutions Committee or a designated representative. General resolutions of broad national or international interest to be considered by the Society must be submitted in writing to the Resolutions Committee Chair at least 30 days before the annual meeting or an electronic vote. Internal resolutions that concern the Society may be submitted to the Chair at any time and need not be approved by the Governing Board prior to presentation to the membership. External resolutions must be determined to be relevant and appropriate by the Governing Board before presentation to the membership for review or a vote.

4. DUES, FEES, AND CHARGES.

- A. Annual dues and categories of membership are set by the Governing Board.
- B. Members in the following categories pay dues as specified (US dollars).

i. INDIVIDUAL MEMBERS	\$59
ii. SENIOR MEMBERS	\$29
iii. STUDENT MEMBERS	\$19
iv. LIFE MEMBERS	\$1000

Dues are changed by the Governing Board per Article VIII.1. After paying initial dues Life Members are exempt from further payment of dues to the Society. The Life Member fee is set by the Governing Board subject to no less than a three month delay between announcement and implementation of a changed fee. The Governing Board may suspend the availability of new Life memberships, which suspension shall be effective immediately, without prejudice to current Life Members or to their benefits.

- v. **HONORARY MEMBERS:** **\$0.** (Honorary members retain all NASPS voting membership benefits for life).

C. Honorary Membership is automatically conferred on all Past Presidents who have completed their full term(s).

5. GOVERNING BOARD EXPENSES

- A. Travel expenses for the officers of the Society to attend Society and Chapter meetings or WSCS meetings may be authorized in advance by the Governing Board.