



## *Charter and Bylaws*

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## ***Mission Statement***

The Association for Materials and Methods in Paleontology advances paleontological research through education and advocacy for improved ethics, standards and practices in field, laboratory, and analytical methods.

## ***CONSTITUTION***

### **Article I – Name**

The name of this organization is the Association for Materials and Methods in Paleontology, hereinafter referred to as AMMP or the Association.

### **Article II – Objectives**

AMMP is a 501(c)(3) non-profit organization of persons interested in the field of paleontological collections care and methodology (including conservation, preparation, sampling, and collection of fossil remains), having the commitment to maintain and cultivate the profession through increased communication of those involved, to encourage and assist others with the desire and capabilities to enter the profession, to promote better understanding of the profession by the general public and others in the field, and to encourage high standards of competence and ethics.

### **Article III – Membership**

**Section 1.** The membership of the Association shall consist of Regular Members, and Honorary Members.

**Section 2.** Regular membership shall consist of those persons having an appreciation of and a genuine interest in furthering the objectives of the Association. All Regular Members in good standing have the right to vote, and are eligible to hold office. Qualified applicants may become Regular Members upon application submitted to the AMMP and full payment of dues. Membership requires agreement and adherence to the AMMP Ethics Statement (see Article III, Section 6).

**Section 3.** Honorary Membership is reserved for those persons that the Association deems worthy of honoring because of outstanding methodological work in the field of paleontology and/or outstanding assistance in helping the Association achieve its objectives. They shall be life members having all the privileges and responsibilities of membership, which were heretofore enjoyed but shall be exempt from the further payment of dues. Election to membership shall require an affirmative majority vote of the full Board of Directors.

**Section 4.** Regular annual dues shall be paid prior to January 1st in the amount and procedure as determined by the Board of Directors and upon full notification of those members concerned.

**Section 5.** All Regular Members will be sent 2 dues notices. Any member whose dues have not been paid by January 1st will be dropped from the membership rolls. All rights, privileges, and interest of a member in or to the Association shall cease on the termination of membership. Such persons will be reinstated upon payment of delinquent dues. The Board of Directors, for reasons it deems appropriate, may waive or reduce the annual dues of any member except themselves, or of all members.

**Section 6.** The membership status of any member or officer of the Association may be revoked for violation of the ethics agreement. Upon receiving substantiating evidence of an ethics violation, the Board must convene an ad hoc investigatory committee comprised of one elected officer and two general members of the Association. This committee will present their findings to the full Board, which may vote for censure in cases of first offences, or revocation of membership status, as they deem appropriate.

### **Article IV - Amendments to the Constitution**

**Section 1.** Adoption of amendments to this Constitution shall require previous notice by email, be listed separately, and require a two-thirds affirmative vote on each individual amendment change. The ballot will be open to the entire membership entitled to vote, and accessible through their member login and password. Any member who does not cast a ballot by the time as determined by the Board of Directors shall be considered a positive vote.

**Section 2.** Any member in good standing may propose, in writing, an amendment to the Constitution to the Board of Directors. If approved by the majority of the full Board, notice of the proposal shall be sent by email to each voting member for vote.

## **BYLAWS**

### **Article I – Officers**

**Section 1.** The elected officers of the Association shall be the President, Vice President, Treasurer, Secretary and two Members-at-large. This unit shall constitute a Board of Directors and shall appoint any committee that they deem necessary for the advancement of the Association.

**Section 2.** The **President** shall serve for a term of two years, be chairperson of the Board of Directors, shall preside at meetings of the Association and shall have the powers and duties usually pertaining to such office with the exception of those assigned by the Constitution to the Board of Directors.

**Section 3.** The **Past President** shall remain a voting member of the Board to act as an advisor through the end of the next election cycle.

**Section 4.** The **Vice President** shall serve for a term of two years, shall act in the place of the President when absent, be Vice Chairperson of the Board of Directors, shall become President in the event of the resignation or disability of the President and shall assist the President in the performance of the Presidential duties. The Vice President shall act as liaison between the Board of Directors and the Annual Meeting Committee.

**Section 5.** The **Treasurer** shall serve for a term of two years, be responsible for the funds of the Association, oversee payment of bills that have received the approval of the Board of Directors, shall maintain a bank account in the name of and to the credit of the Association, report annually to members, and shall keep (or cause to be kept) complete records of the business of the Association so that financial conditions may be ascertained at any time.

**Section 6.** The **Secretary** shall serve a term of two years and handle inquiries directed to the Association. The Secretary shall be responsible for ensuring that the minutes of the Board of Directors and General Business Meetings are recorded. The Secretary shall be responsible for maintaining a current list of members' names, contact information, and relevant information as the Board sees fit and shall act as liaison between the Board of Directors and the Membership Committee.

**Section 7.** Two **Members-at-large** shall each serve for a term of two years, represent the general membership on the Board, attend all AMMP Board meetings and assist the Board as requested.

**Section 8.** All officers shall be invested with such powers and duties as is necessary to carry out their responsibilities. Changes to duties and responsibilities may be made at any time by the Board of Directors.

**Section 9.** Vacancies occurring in offices other than those of President and President Elect may be filled by vote of the Board of Directors until the next annual election.

### **Article II - Board of Directors**

**Section 1.** The Board of Directors shall be composed of all elected officers of the Association (Past President, President, Vice President, Treasurer, Secretary, Member-at-Large x2). The Board of Directors shall be the governing body of the Association, and vested with authority and responsibilities as stated in this Constitution and By-Laws to achieve the goals and purposes of the Association as set forth in Article II of the Constitution.

**Section 2.** The Board of Directors, in exercising its authority and carrying out its responsibilities, shall make its decisions based on a majority vote of the Board of Directors at a meeting in person or via teleconference, except that 5 votes must be obtained to pass the following items: A) votes to raise or lower dues; B) votes for dissolution and funds disbursement; C) votes to change the Constitution or By-Laws; D) votes to censure or remove a member; and E) votes on executive office vacancies. In lieu of a meeting, the Board of Directors may exercise its authority if all members of the Board of Directors consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board of Directors.

**Section 3.** Meetings of the Board of Directors shall be called by the **President** at regular intervals during the year or as need requires. They may be by telecommunication or in person.

**Section 4.** The Board of Directors shall be responsible for notifying members and performing other legal matters in the event of the dissolution of the Association as an operating organization. All funds remaining in the Association treasury shall be dispersed as determined by the Board of Directors in compliance with the rules and regulations governing non-profit organizations.

### **Article III - Election of Officers**

**Section 1.** All officers shall be elected by ballot with an affirmative majority of votes cast by the voting members electing the officers. Voting members include all regular members in good standing and all honorary members. Such election shall be held every year by the following schedule:

Even Years - President, Secretary, Member at Large

Odd Years - Vice President, Treasurer, Member at Large 2

**Section 2.** In determining names to be placed on the ballot, an Elections Committee shall receive the names of nominees submitted in writing or nominated at an official Association meeting. The Elections Committee is responsible for vetting candidates and providing this list to the Board of Directors. The Board will place on the ballot in alphabetical order those names proposed for each position of the Board of Directors.

**Section 3.** Ballots shall be sent to all voting members with instructions for casting of ballots via the Association website, accessed using the members' login credentials. Ballots must be received by the deadline established by the Board. Votes will be counted and election results will be published on the Association website.

**Section 4.** Vacancies in any office must be filled for the balance of the term thereof by the Board of Directors at the next Board of Directors meeting following the vacancy.

### **Article IV – Meetings**

**Section 1.** Annual Meetings of the Association shall be held in a place and at a time designated by the Board of Directors. Notice shall be given to the entire membership at least sixty days prior to each annual meeting. At each annual meeting the Board of Directors shall make full reports on all matters pertaining to their respective offices. There shall be an annual meeting of the Board of Directors held in conjunction with the annual meeting of the membership.

### **Article V - Amendments of the By-Laws**

**Section 1.** The Board of Directors shall provide By-Laws governing the activities, policies, and administration of the Association. A By-Law shall become effective following a positive vote of five members of the Board of Directors.

**Section 2.** Any By-Law so put into effect may be rescinded by the same process after approval and entry of deletion is made giving reference to the number of the By-Law and its entry date.

**Section 3.** Notice must be given to the full membership of each By-Law entered or deleted.

**Section 4.** Any member in good standing may suggest an amendment in writing to the Board of Directors.

### **Article VIII - Attendance and Meetings**

**Section 1.** The Board of Directors shall hold at least one (1) regular meeting, with a majority of voting members attending, per calendar year.

**Section 2.** Each elected officer must attend a minimum of one Board meeting per year. If a director fails to meet this minimum, his or her office will become vacant for the remainder of the term. At the discretion of the Board, application of this rule may be waived due to extenuating circumstances. Attendance via telecommunication call shall be sufficient for purposes of meeting this requirement but not the requirement of one in-person board meeting.

### **Article IX - Conflicts of Interest**

**Section 1.** Existence of Conflict, Disclosure. A conflict of interest may exist when the direct, personal, financial interest of any director or officer competes with the financial interest of the Association. If any such conflict of interest arises with regard to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors and such person shall not vote on the matter. The fact that a director or officer is also a director or officer or member of a not-for-profit organization that obtains or seeks

funds from institutions or individuals from which the Association also obtains or seeks funds from shall not by itself be deemed to be a conflict of interest. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person who is the subject of the possible conflict of interest.

**Section 2.** Nonparticipation in Vote. The person having such a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Board is meeting. However, that person shall first provide the Board with any and all relevant information.

**Section 3.** Minutes of Meetings. The minutes of the meeting of the Board shall reflect that the conflict was disclosed and that the interested person was not present during the final discussion or vote and did not vote on the matter.