

## THE OHIO ODONATA SOCIETY CONSTITUTION & BYLAWS

### **PREAMBLE:**

The organization shall be known as: The Ohio Odonata Society. As a nonprofit, educational organization, its purpose is to promote interest in and expand the knowledge of Odonata, especially of Ohio and neighboring states.

### **ARTICLE I: Activities**

Section 1. The Ohio Odonata Society shall engage in activities designed to:

1. increase the general knowledge of the dragonflies and damselflies (Odonata) of Ohio and neighboring states,
2. disseminate scientific information on the Odonata,
3. encourage conservation of wildlife in general and of Odonata in particular,
4. encourage conservation of aquatic and wetland habitats required by these organisms, and
5. achieve closer cooperation and understanding among all interested persons so that they may work together in the common cause of furthering the appreciation of Odonata.

Section 2. The Ohio Odonata Society will **not** carry on the following kinds of activities: lobbying, intervention in political campaigns, excessive compensation to individuals, or the operation of a business as a primary activity. The Ohio Odonata Society will **not** carry on any other activities specifically prohibited under Section 501 (c)(3) of the Internal Revenue Code.

### **ARTICLE II: Membership**

Section 1. Membership in this organization shall be of three classes: active, institutional, and honorary life membership. Applicants for membership may be denied for due cause by unanimous vote of a quorum of the Executive Board.

Section 2. Membership shall be by calendar year. Dues are to be paid by active and institutional members at the beginning of each calendar year. Dues must be current for members to vote at any business meeting. Honorary life members are exempted from paying dues.

Section 3. The active membership shall be composed of persons who are interested in Odonata.

Section 4. Honorary Life Membership may be bestowed for unusual service or extraordinary contributions to The Ohio Odonata Society, the study of Odonata in general, or conservation/preservation of Odonata. Honorary Life Membership will entitle the recipient to all the privileges of regular membership, but Honorary Life Members shall be exempt from payment of dues.

Election to Honorary Life Membership shall be for life of the member elected. Announcement of candidates for Honorary Life Membership, along with a brief description of their relevant accomplishments, shall be published in the newsletter immediately preceding the regular annual meeting at which their election shall be proposed.

Election to Honorary Life Membership will occur upon unanimous recommendation of the officers of the organization and subsequent approval by two-thirds of the members present and voting at the regular annual business meeting of The Ohio Odonata Society.

Section 5. Institutional membership may be granted to any legitimate organization or institution. Such members will receive all publications but shall not have voting privileges.

### **ARTICLE III: Organization**

Section 1. The officers of this organization shall consist of a President, a Vice-president, a Secretary/treasurer, the past-President, and one (1) member at large. The officers shall perform such duties as are usually incumbent upon such officers or as assigned by the President.

Section 2. The Executive Board shall consist of the elected officers as named in Section 1, all of whom shall be current members of The Ohio Odonata Society. Meetings of the Executive Board shall be presided over by an officer, with a quorum consisting of a total of three (3) board members.

Section 3. Nominations for officers shall be by a nominating committee appointed by the President. Nominations may be made from the floor, and officers shall be elected by a majority vote of the members present at the regular annual business meeting.

Section 4. The terms of office for all officers shall be for one year from the date of election. An officer whose term of office has expired shall continue to serve until a replacement has been elected. All records and implements of office shall be passed to each succeeding officer as soon as practical, but without undue delay.

Section 5. If a position held by an officer of the organization is left vacant by death, resignation, or other cause, the President is empowered to fill the vacancy by temporary appointment until the next general election. If the position of President becomes vacant the Vice-president will serve in the position until the next general election.

Section 6. The President may appoint and dissolve committees as necessary.

Section 7. Officers will also serve as Trustees of the Ohio Odonata Society. The trustees shall appoint a Statutory Agent, as appropriate, in accordance with Sections 1701.07 and 1702.06 of the Ohio Revised Code, as amended.

### **ARTICLE IV: Financial Income**

The Executive Board (officers) of this organization is empowered to accept contributions for the purpose of financing the organization's affairs. Any registration fees and costs of publications produced by the organization shall be subject to approval of the Executive Board. Dues shall be set by the Executive Board subject to approval by majority vote of the membership at the regular annual business meeting. This organization shall **not** be operated or managed for the purpose of deriving profit.

**ARTICLE V: Membership Meetings**

Section 1. The time and place of meetings shall be set by the Executive Board after soliciting opinions of the membership. The officers shall hold at least one business meeting in each calendar year in order to conduct the election of new officers in accordance with Article III.

Section 2. All business shall be conducted by Robert's Rules of Order.

Section 3. A business meeting, or the annual meeting, must be announced by mail to all members at least two weeks in advance of the meeting. A quorum of the membership shall be constituted by at least two members of the Executive Board together with a minimum of 10 percent (10%) of the organization's members.

**ARTICLE VI: Amendments**

Section 1. The Constitution and By-Laws may be amended by vote of three-fourths of the members present at a regularly scheduled business meeting, provided that a notice of the proposed amendment(s) and the meeting shall be furnished to the members at least two weeks prior to the meeting.

**ARTICLE VII: Dissolution**

Section 1. In the event of and upon dissolution of The Ohio Odonata Society, the Executive Board shall distribute the assets and accrued income to the Ohio Biological Survey and/or to other organizations as determined by the membership, provided that the recipient(s) shall have goals and purposes compatible with those of The Ohio Odonata Society.