

AMERICAN MALACOLOGICAL SOCIETY, INC.

(Formerly, American Malacological Union, Inc.)

Revised October 2, 1985. Corrected September 26, 1986. Revised February 27, 1990. Revised November 1991. Revised September 1993. Revised January 2, 1998. Name Change December 1, 1998. Student Representative August, 1999. Revised June 29, 2003. Amended June 29, 2008. Revised June 20, 2012.

Constitution

ARTICLE I - Name

Section 1. This organization shall be called the "American Malacological Society, Inc." (formerly, the American Malacological Union, Inc.); hereinafter referred to as "AMS."

ARTICLE II - Purposes

Section 1. The purposes of this organization are to promote the science of malacology by holding meetings for the presentation and discussion of research results, to provide summary lectures at these meetings on fields of malacological interest, to further the education and interest of students and collectors of mollusks by facilitating acquaintance and cooperation among all members, to publish such results of these meetings and items of interest to members as may be deemed desirable, to be an advocate for the interests of malacology, and to promote the protection of mollusks and their habitats.

ARTICLE III - Membership

Section 1. Membership in the AMS shall consist of the following classes:

- a) Regular Membership: open to all persons who are interested in the purposes of the organization;
- b) Sustaining Membership: open to those who wish to support the AMS by contributing a sum in addition to Regular Membership fees;
- c) Life Membership: open to those who pay a lump sum and who shall be subject to no further dues and assessments;
- d) Honorary Life Membership: open to a maximum of ten (10) persons who have made outstanding contributions to malacology, whether they are AMS members or not, who have been nominated to the Council by at least ten (10) members and approved by a majority vote of the Council, and who shall pay no dues or assessments;
- e) Affiliated Membership: open to any localized shell club or similar organization meeting regularly or occasionally for the primary purpose of promoting conchology or

malacology.

Section 2. Membership normally shall be granted to those persons or organizations making written application to the Treasurer of the AMS and paying the Annual Dues and/or fees established under the Bylaws. Refusal of any such application or removal of a member from the membership rolls for other than arrears in dues and/or fees shall require a three-quarters majority vote of the Council at an Annual Meeting.

The AMS is an independent organization with no constitutional or bylaw limitation or financial obligation to any regional or national organization. Members of AMS may, at their discretion, be members of any or all other regional or national organizations serving similar functions. This organization will not discriminate membership on the basis of race, creed, color, age, sex, ethnic origin or disability.

Section 3. All dues and fees shall be specified in the Bylaws. They shall be set by the Council and approved by two-thirds majority vote of AMS members in good standing attending a Business Meeting.

ARTICLE IV - Council and Officers

Section 1. The government of the AMS shall be vested in an elected Council, which shall consist of:

- a. Currently elected officers,
- b. The immediate past President,
- c. One Past President whose term as President ended 4-10 years prior to election to this post, elected in even years for a two year term, and
- d. One Past President whose term as President ended more than 10 years prior to election to this post, elected in odd years for a two year term.

Section 2. The Council shall hold meetings at least annually, usually during an annual meeting of the AMS, to consider questions of policy, administration, and such other matters as may be brought before it. At other times, the Council may meet on call of the currently elected President to consider matters pertaining to the administration of the AMS, or vote on them by mail or telephone. Not fewer than five (5) members of the Council present at any Annual Meeting shall constitute a quorum for the proper conduct of AMS business.

Section 3. The officers of the AMS shall be a President, a President-Elect, a Vice-President, a Secretary, a Treasurer, a Publications Editor, and four (4) Councilors-at-Large.

Section 4. By unanimous vote of the Council, the title of Honorary Life President may be conferred upon an AMS member, normally a past-President, who has made outstanding contributions to the AMS and malacology. The person will hold this position for life and pay no dues or assessments.

There shall be only one Honorary Life President at any one time.

ARTICLE V - Amendment

Section 1. Proposals to amend this Constitution shall be prepared by a committee, appointed by the currently elected President for the purpose of drafting necessary or desired changes, or may be submitted to the President by petition bearing the signatures of at least ten (10) AMS members in good standing.

Section 2. Proposed amendments shall be circulated to all Council members at least sixty (60) days before an Annual Meeting. They shall be voted upon at Council Meeting, with absentee ballots being sent to the President by Council members unable to attend. If accepted by the Council and ratified by a majority voice vote of the AMS members attending that Annual Meeting, the amendment shall be submitted for mail vote to all Regular, Sustaining and Life Members in good standing. The ballot shall be mailed at least thirty (30) days prior to the closing date for voting. The Secretary shall collect and count the ballots, with the President verifying the count and certifying the vote to the Council. A two-thirds majority of those voting shall be required for passage.

Section 3. Amendments will take effect immediately upon certification to the Council unless otherwise specified.

ARTICLE VI - Bylaws

Section 1. The AMS may enact Bylaws interpreting any Article or Section of the Constitution. The procedure for adopting, amending, or repealing any Bylaw shall be as specified in the Bylaws.

ARTICLE VII - General Prohibitions

Section 1. Notwithstanding any provision of the Constitution or Bylaws which may be susceptible to a contrary construction:

- a) the AMS shall be organized exclusively for scientific and educational purposes;
- b) the AMS shall be operated exclusively for scientific and educational purposes;
- c) no part of the net earnings of the AMS shall or may under any circumstances inure to the benefit of any private shareholder or individual;
- d) no substantial part of the activities of the AMS shall consist of carrying on propaganda, or otherwise attempting to influence legislation;
- e) the AMS shall not participate in, or intervene in (including the publishing or distribution of statements) political campaigns on behalf of any candidate for public office;

- f) the AMS shall not be organized or operated for profit;
- g) the AMS shall not:
 - 1) lend any part of its income or corpus without the receipt of adequate security and a reasonable rate of interest to;
 - 2) pay any compensation, in excess of a reasonable reimbursement for personal services actually rendered to;
 - 3) make any part of its services available on preferential basis to;
 - 4) make any purchase of securities or any other property, for more than adequate consideration in money or money's worth from;
 - 5) sell any securities or other property for less than adequate consideration in money or money's worth to; or
 - 6) engage in any other transactions which result in substantial diversions of its income or corpus to;

any officer, member of the Council, or substantial contributor to the AMS. The prohibitions contained in this subsection (g) do not imply that the AMS may make such loans, payments, sales or purchases to anyone else, unless such authority be given or implied by other provisions of the Constitution or Bylaws.

ARTICLE VIII - Distribution on Dissolution

Section 1. Upon dissolution of the AMS, the Council shall distribute the assets and accrued income to one or more organizations as determined by the Council, but which organization or organizations shall meet the limitations prescribed in sub-sections a-g inclusive, of ARTICLE VII, immediately preceding.

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Bylaws

ARTICLE I - Dues, Assessments, Fees

Section 1. All dues, assessments, and fees for each class of membership shall be set or changed upon recommendation of the Council and concurrence of two-thirds the AMS members in good standing attending that Annual Business Meeting. Such changes shall be incorporated into Article I, Section 3 of this Bylaw and shall become effective on January 1 of the year following approval. The Treasurer shall make recommendations to the Council on these matters.

Section 2. Annual dues and affiliation fees shall become payable on January 1 of each year and shall be credited to that year for accounting purposes. Members or organizations that are in arrears for more than one year shall be dropped from the list of members in good standing.

Section 3. Dues and fees for the classes of members in United States funds shall be:

- a) Regular Membership: \$60.00 per year for an individual, payable in advance at a discounted rate of \$105 for two years or \$145 for three years. Additional members of the immediate family, spouse, and children, may become Regular Members for \$1.00 per year each, but shall not receive a separate set of publications. A bona fide student may become a Regular Member for a fee of \$20.00 per year.
- b) Sustaining Membership: Regular Membership dues plus a donation of \$25.00 or more annually to the AMS.
- c) Life Membership: Requires lump sum payment, or payment in three annual installments, of thirty (30) times current Regular Membership dues for individuals under age forty (40); twenty-five (25) times Regular Membership dues for individuals between forty (40) and fifty (50); eighteen (18) times Regular Membership dues for individuals between fifty (50) and sixty (60); or fifteen (15) times Regular Membership dues for individuals over age sixty (60) at the time of application for life membership.
- d) Honorary Life Membership: No fees or dues may be required.
- e) Affiliated Membership: Other organizations may affiliate with the AMS by paying dues at the same rate as a regular membership.

Section 4. Institutional and corporation subscription charges for the American Malacological Bulletin and postage rates for all foreign mailings shall be as established by the Publications Committee.

ARTICLE II - Council Duties

Section 1. The Council shall pass on all matters involving AMS policy, administration and operations, and shall exercise its authority on matters covered in the Constitution and Bylaws. The Council shall

act in an advisory capacity on all matters brought to its attention by the President.

Section 2. The annual meetings of the AMS shall be held, from year to year, at such times and places as may be fixed by the Council. An Annual Business Meeting shall be held at each Annual Meeting at which time the AMS members in good standing shall elect officers and receive and vote on those matters specified in the Constitution and Bylaws, including the annual budget.

ARTICLE III - Terms of Office and Duties of Council Members

Section 1. The terms of office for newly elected officers normally shall be as follows, beginning one month after election at an AMS Annual Meeting, except that the Secretary and the Treasurer shall serve beginning on the January 1 following election:

- a) President, President-Elect, and Vice-President: one year.
- b) Secretary: five years.
- c) Treasurer: five years.
- d) Publications Editor: five years.
- e) Councilor-at-Large: two years, elected sequentially, two each year. At least one of the four Councilors-at-Large will be a graduate or an undergraduate student.

Section 2. The Officers shall perform the usual duties of their offices:

- a) The President chairs the Annual Meeting Committee with the responsibility of organizing the meeting to be held one year after his/her election, presiding at the Council and Annual Business Meetings at that time. He/she shall be empowered to fill by appointment until the next Annual Meeting vacancies in the Council; shall also appoint Committee membership as specified under Bylaw Article IV within 60 days of assuming office and other special committees as deemed advisable. Each committee, where possible, should have at least one member who has served previously on the appointed committee.
- b) The President-Elect shall act for the President if the latter is unable to serve. He/she shall serve as Chairman of the Annual Meeting Committee with the responsibility of planning and coordinating the Society's meeting to be held two years after his/her election, furnishing reports and updates to Council as appropriate.
- c) The Vice-President shall assist the President on request and shall have the responsibility of arranging for and announcing the site of the Annual Meeting that will be held three years after his/her election, furnishing reports and updates to Council as appropriate.
- d) The elected Secretary shall:
 - 1) record and distribute the minutes of the Council and Annual Business Meeting;

- 2) handle correspondence of general inquiry of the nature of AMS;
 - 3) act as or appoint Editor of the Newsletter; however, an appointed Editor will be a nonvoting member of Council; and
 - 4) report to Council and Annual Business Meeting on activities of the office.
 - 5) serve as, or appoint, a webmaster.
- e) The elected Treasurer shall:
- 1) be in charge of all funds, make necessary disbursements, keep the financial records, and receive all dues, assessments, and fees;
 - 2) maintain the official record of members and subscriptions, and inform new members of acceptance;
 - 3) act as agent for sale of all AMS publications;
 - 4) submit, within three months of the Annual Meeting, a financial report of the meeting to the Auditing Committee for approval and transmittal to the newly-elected President;
 - 5) submit, not later than March 31, a financial report to the Auditing Committee covering the previous calendar year for approval before transmittal to the President and Council for review and approval by the membership at the next Annual Business Meeting; and
 - 6) report to Council and Annual Business Meeting on the activities of the Office.
- f) The Publications Editor shall be responsible for the editing and reproduction of all AMS scientific publications, including the scientific content of any electronic publications and web sites. The Editor will be the chairperson of the Publications Committee (Article IV.8), and serve as Editor-in-Chief of the American Malacological Bulletin (Article IX).

Section 3. Reimbursement for the Secretary, Treasurer, Publications Editor, Student Councilor-at-large, and President-Elect can be approved by the Council, with priority given to the Secretary, Treasurer, and Publications Editor. Such reimbursements shall be restricted to those covering reasonable expenses incurred in the discharge of official duties and reasonable travel and accommodation expenses incurred in connection with attendance at annual meetings and which have not or will not be covered by support from institutions or granting agencies.

ARTICLE IV - Standing Committees

Section 1. The Auditing and Budget Committee shall consist of the President-Elect as Chair, the Vice-President, and one member in good standing, appointed by the President. This Committee shall keep informed of all financial aspects of the AMS, audit the books and reports of the Treasurer, and act in an advisory capacity when called upon by the Treasurer. It shall prepare a budget for the upcoming year, to be submitted to Council at its annual meeting.

Section 2. The Nominating Committee shall consist of not more than five persons but must include one Councilor-at-Large, one of the three immediate Past Presidents, and one Past President whose term ended 4 or more years ago. They shall prepare a slate of candidates to fill any vacancy for the ensuing

year and circulate it to Council for review not less than three months prior to the annual meeting. After Council approval, the slate shall be submitted to the membership attending an Annual Business Meeting, where a majority voice vote will determine election. In the event candidates are nominated from the floor at an Annual Business Meeting, election shall be determined by written ballot. Membership in good standing in the AMS for a period of not less than two immediately prior years shall be an eligibility requirement for the nomination for any AMS office. The two-year eligibility requirement may be waived for a student representative. No eligible AMS member shall be nominated for any office without prior expression of a willingness to serve.

Section 3. There will ordinarily exist two Annual Meeting Committees, one chaired by the President and one chaired by the President-Elect, including additional members at each chair's discretion. Each Annual Meeting Committee is charged with the planning and oversight of an upcoming meeting, including the organization of the scientific program and other activities and the arrangement of accommodations. Each committee establishes a budget under Article VIII, and administers a separate account into which are paid registration fees and endowment funds under Article VII, section 2.

Section 4. The Conservation Committee shall consist of a chair appointed by the President and at least two additional members appointed by the chair. It is charged with promoting the conservation of molluscan biodiversity and coordinating AMS conservation efforts with any other groups or organizations sharing similar goals.

Section 5. The Constitution and Bylaws Committee shall consist of a chair appointed by the President and at least two additional members appointed by the chair. It is charged with the promulgation or review of amendments to the Constitution under Article V, Section 1, and these Bylaws under Article VI, Section 1. It maintains an updated record of all motions passed by the Council.

Section 6. The Endowment Review Committee shall consist of three members appointed by the President. Its duties are specified in Bylaw Article VII, Sections 3 and 4.

Section 7. The Membership Committee shall consist of a chair appointed by the President and at least two additional members appointed by the chair. It is charged with promoting membership in the AMS among students, the greater scientific community, and others interested in malacology.

Section 8. The Publications Committee shall be chaired by the Publications Editor and shall additionally consist of the President, the Secretary, the Treasurer, the Managing Editor of the American Malacological Bulletin, the Newsletter Editor, and the Webmaster. With the exception of the American Malacological Bulletin, the Publications Committee develops format and content of AMS publications, including electronic publications. It may recommend the undertaking of new publications, which shall require Council approval if involving a financial commitment under Article VII, section 1.

Section 9. The Resolutions and Recognition Committee shall consist of a chair appointed by the President and at least two additional members appointed by the chair. For issues not under the purview of other standing committees, it shall draft and forward such resolutions as may be considered prudent and necessary to promote the objectives of the AMS, serving as a liaison to other groups regarding matters of public policy. It shall also review and nominate to Council members who, by their

exemplary service of five or more years to the AMS, deserve recognition.

Section 10. The Student Awards and Education Committee shall consist of a chair appointed by the President and at least two additional members appointed by the chair. It shall promote excellence among students of Malacology by the award of research grants and by the recognition of outstanding presentations at the annual meeting of the AMS without Council vote. It shall also represent and promote the AMS to other groups regarding educational matters, and seek educational opportunities and additional support for AMS student members.

Section 11. The Systematics Committee shall consist of a chair appointed by the President and at least two additional members appointed by the chair. It is charged with promoting interest in molluscan systematics, expeditionary biodiversity research, taxonomy, systematic collections and the integration of these different aspects of systematic malacology. The chair and committee also serves as a liaison to other groups or organizations involved in such matters.

ARTICLE V - Parliamentary Authority

Section 1. Robert's Rules of Order, except where inconsistent with the Constitution and Bylaws of the organization, shall govern meetings of the Council and general membership.

ARTICLE VI - Amendment to Bylaws

Section 1. Amendments to all bylaws (except Bylaw I - Dues, Assessments, Fees) shall be prepared by the Constitution and Bylaws committee as requested by the President or Council. The Constitution and Bylaws Committee may also be charged by a petition bearing signatures of at least ten (10) members in good standing.

Section 2. Such amendments must be circulated to all Council members at least thirty (30) days prior to an Annual Meeting. Absentee ballots may be sent to the President. Approval of two-thirds voting Council members and a majority voice vote of AMS members in good standing attending an Annual Business Meeting are required for approval.

Section 3. Amendments become effective immediately upon approval unless otherwise specified.

Section 4. Amendment of Bylaws Article I shall be by Council acting upon recommendation of current officers and with approval of a two-thirds majority of members present at an Annual Business Meeting.

ARTICLE VII - Use of AMS Funds

Section 1. Funds, except as restricted in Article VII, Sections 2 – 6, consisting of the proceeds of membership dues, contributions of members, sales of publications, any annual earning from these funds, or from whatever source, may be used in the general operation of the AMS. At the discretion of the Treasurer and with approval of the officers, the principal of these funds, except as prohibited in Article

VII, Sections 2 – 6, may be used for financing regular AMS publications or for use in the general operations of the organization. At the discretion of the Council these funds may also be used in financing special publications. However, such a decision may only be reached during a regularly scheduled meeting of the Council.

Section 2. A Symposium Endowment Fund is hereby established for the purpose of helping to defray the cost of one or more symposia at the annual meeting. The principal is to be invested in high-yield instruments that are segregated from the operating funds (as managed under Article VII, Section 1) and may not be invaded. Increase in value and dividends accrued shall be available to fund symposia and shall not be used for any other purpose. Any unused increase in value or dividend is to be added to the principal and thereafter considered to be part of the principal.

Section 3. The Endowment Review Committee (Article IV, Section 6) shall be responsible for the stewardship of the Symposium Endowment Fund. The Committee receives regular reports from the Treasurer and directs the Treasurer to invest or reinvest the principal amount in whatever may be deemed the most appropriate instruments. Each spring it reviews the yield of the endowment during the previous 12 months and informs the President-Elect regarding the funds that will be available to support the next year's symposium. Such funds will be transferred to the operating budget upon completion of the symposium.

Section 4. Additional endowment funds for special purposes may be established by one or more donors with an initial minimum donation of \$5,000.00. All such Special Endowment Funds must be approved by Council at a regularly scheduled meeting. The initial gift, and all subsequent additions to a Special Endowment Fund, shall be invested in high-yield instruments that are segregated from operating funds (as managed under Article VII, Section 1). Funds from such special accounts normally shall be disbursed according to the terms of the original gift. With the approval of the Council, a Special Endowment Fund may bear a name as recommended by the initial donor.

The President may appoint a Special Endowment Committee for each special endowment fund. Neither the original donor nor any subsequent donor of \$1,000.00 or more may serve on a Special Endowment Committee. If no Special Endowment Committee is named, the Endowment Review Committee as established under Article IV, Section 6 shall be responsible for the stewardship of special endowment funds as under Article VII, Section 3.

Section 5. For purposes of increasing yield, principals of the Symposium Endowment Fund (Article VII, Section 2) and Special Endowment Funds (Article VII, Section 4) may be commingled in one or more investments, but they must be carried on the books as clearly separate entities with earnings of the commingled funds assigned proportionately in an annual accounting. They shall remain segregated from regular operating funds at all times.

Section 6. The President shall be authorized to accept proposed gifts to the AMS which are to be used for specific purposes, but only if the conditions of the proposed gift are approved by a majority of the Executive Council. Approval may be obtained by email, mail, or telephone. If the proposed gift is to be disbursed on a competitive basis, the President shall appoint a three-member Special Gifts Review Committee, which will determine what awards are to be made. Neither the donor nor the donor's representative may serve on the Special Gifts Review Committee. The full amount of such gifts

including accrued interest should be disbursed within two years of the time the funds are received.

ARTICLE VIII - Funding of Annual Meeting

Section 1. The Annual Meeting of the AMS is expected to be financially self-supporting, through use of registration fees and such other funds as may be raised by the Annual Meeting Committee. Any amount above the actual expenses will, after the bills of the meeting are paid, be sent to the Treasurer to be deposited in an AMS account. If the Annual Meeting Committee incurs reasonable expenses above the intake, AMS shall be responsible for assuming the extra expenses.

ARTICLE IX – American Malacological Bulletin

Section 1. Henceforth the official scientific publication of the AMS shall be entitled the American Malacological Bulletin.

Section 2. A Board of Editors will determine the direction, format, and content of the AMB. Changes in Board membership and chairmanship will have their origin and approval within the Board.

Section 3. A Managing Editor, selected from among the full members of the American Malacological Society by the Editor-in-Chief, will assist, through responsibilities assigned by the Editor-in-Chief, with production of the journal. The Managing Editor serves as a non-voting member of Council.

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