

## BYLAWS OF THE ENTOMOLOGICAL COLLECTIONS NETWORK

(Proposed 25 March 2014; Amended 01 November 2014; Ratified 14 November 2014; Amended XX July 2017)

### I. Name

The official name of this organization is "The Entomological Collections Network," (hereafter referred to as "ECN" or "the Network").

### II. Purpose

ECN is a 501(c)(3) non-profit organization dedicated to promoting entomological science through the preservation, management, use and development of entomological collections and to disseminating information and fostering communications between collections managers and collections-based researchers around the world regarding best practices in entomological (and arthropod) natural history collections. The Network is organized and operated exclusively for scientific and educational purposes.

### III. Membership

#### Section 3.1 Eligibility for Membership

Membership in ECN shall be open to any person with an interest in the science of entomology and entomological collections and shall not be denied to any person based on age, race, gender, sexual orientation, religion, disability, nationality, or any other criteria not related to the purpose of ECN.

#### Section 3.2 Categories of Membership

- a) There are two categories of membership in ECN: Sustaining Members and Regular Members.
  - i. Sustaining Members are individuals who pay the registration fee and attend the ECN Annual Meeting.
  - ii. Regular Members are individuals who are actively involved in ECN through the website, listserv or social media outlets, but are unable to attend the ECN Annual Meeting and do not pay the registration fee.
- b) The two membership categories are for internal use by ECN for budgeting and reporting purposes and have no bearing on the rights and privileges extended to members of each respective category. Both categories of membership as defined above include full voting privileges on all business conducted by ECN including approval and amendment of these Bylaws (as described in Article IX), to confirm the Executive Committee officers each year, or to vote on any issues presented by the Executive Committee that, by their estimation, requires a decision by the membership. Such activities may be done in-person by voice vote at the Annual Meeting, by paper ballot sent to Annual Meeting registrants, or by electronic ballot sent to the ECN membership email distribution list.

#### Section 3.3. Applying for Membership

Any person can apply for Sustaining membership simply by registering to attend the Annual Meeting of ECN and will remain a member for one calendar year. After that, if they do not register and attend subsequent Annual Meetings, they will automatically become a Regular member for that calendar year.

Any person can apply for Regular membership by contacting the ECN Executive Committee and asking to be added to the Membership roster and the email distribution list. There are no term limits for Regular membership, so any person who wishes to no longer be a Regular member must contact the ECN Executive Committee in writing to

request separation and removal from the rolls of the Network.

#### **Section 3.4. Accessibility of Membership List**

- a) ECN shall maintain a membership roster of Sustaining and Regular members, published electronically through its website.
- b) All Sustaining and Regular members will be listed equally without any reference to the membership category to which that person belongs in any given year.

#### **Section 3.5. Annual dues and fees**

- a) There are no annual dues or membership fees to be a member of ECN. All ECN programs and activities are supported through registration fees paid by Sustaining Members who attend the Annual Meeting and through donations/contributions by individual and corporate sponsors.
- b) The list of sponsors will be reported to the membership in attendance at the Annual Meeting. These shall be acknowledged verbally as well as printed in the ECN Annual Meeting program. Because the final list of sponsors is incomplete at the time the program is printed, the sponsors list maintained on the ECN website shall be considered the official record of sponsorship.

### **IV. Meetings**

#### **Section 4.1. Annual Meeting**

- a) Unless otherwise ordered by the vote of the Network membership or of the Executive Committee, ECN shall organize an annual meeting each year for its membership consisting of three elements:
  - i. Organized symposia and/or regular sessions for members to present talks on topics of interest to the membership relating to Entomological Collections Management.
  - ii. An annual banquet on the first night of the meeting paid for by ECN via registration fees for the purposes of networking and socializing with other members.
  - iii. A business meeting for the purposes of conducting any Network business, deciding about monetary expenditures, soliciting ideas/proposals for future annual meeting symposia, discussing issues related to Network governance, and to confirm the Executive Committee members for the following year. For the purpose of conducting Network business, twenty members shall constitute a quorum.
- b) The Executive Committee shall have the authority to act on behalf of ECN to organize the program for the annual meeting, to procure goods and services, solicit volunteers to assist with planning, send out correspondence to the membership, and to make all other decisions necessary to ensure the execution of the three elements identified above.
- c) Annual meetings of ECN will be organized in conjunction with and preceding the Entomological Society of America annual meeting each calendar year unless so ordered by vote of the Network membership present at the preceding annual meeting or by the Executive Committee if such decision is necessary to ensure the success of the upcoming meeting (e.g., financial reasons, scheduling conflicts with ESA, etc.).

#### **Section 4.2. Executive Committee Meetings**

The Executive Committee shall hold such meetings as are required to transact the business of the ECN during the year while planning the Annual meeting. The presence of three (3) or more members of the Executive Committee at any Executive session shall establish a quorum for the purposes of conducting official business.

## V. Executive Committee

### Section 5.1. Responsibilities

- a) The Executive Committee shall assume the responsibility for and shall conduct the activities of the Network, direct Network finances, and provide coordination for the ECN Annual Meeting, the ECN website and all forms of communication with the membership.
- b) The Committee shall report fully to the ECN membership once each year on its conduct of the Network's business by direct report at the business meeting held during the Network's Annual Meeting (per Art. V § 4.1 (a) (iii)).
- c) The Committee shall also consider and present to the Network membership any proposals for change or improvements, and shall transact all other business requiring attention and not otherwise assigned.

### Section 5.2. Officers

- a) The Executive Committee shall be officially made up of 5 elected officers and unofficially of any additional volunteers who shall be organized and tasked with assisting in all planning activities required to advertise, organize, plan and execute the annual meeting of ECN, as well as any other Network business on behalf of ECN during the year. All official members of the Executive Committee are required to be Sustaining members in good standing. All volunteers working with the Executive Committee may be Sustaining or Regular members in good standing.
- b) The roster of Officers serving on the Executive Committee shall be reported annually by the Treasurer to the Internal Revenue Service per Article 5 § 5.2 (c) (iv) (sec. 4).
- c) The executive officers for ECN are as follows (in order of succession): President, Vice-President, Treasurer, Secretary and Program Chair **or co-Program Chairs**.

#### i. President

1. The President shall be the chief executive officer of the Society and shall preside over the Annual Meeting, set the agenda for the business meeting, and preside over all Executive Committee meetings held in preparation for the Annual Meeting.
2. The President conducting any business that requires vote, approval or confirmation by the Network membership.
3. The President shall conduct such correspondence as should appropriately bear his/her signature as presiding officer, including but not limited to contacting other organizations on behalf of ECN, approaching sponsors to solicit donations to support the Annual Meeting, etc.
4. The President shall have authority to and shall appoint any special committees whose services are required in the interest of ECN.
5. In cases where Parliamentary Procedures have been invoked by any officer or member of ECN during the conduct of business, the President shall administer these procedures pursuant to Article VII of these Bylaws.

#### ii. Vice President

1. The Vice President of ECN is primarily responsible for all aspects of local

Formatted: Highlight

arrangements for the Annual Meeting.

2. The Vice President as the liaison with the Director of Meetings for the Entomological Society of America to coordinate room reservations and make decisions regarding layout of the rooms for the symposia sections, annual banquet, and the business meeting.
3. The Vice President is responsible for coordinating and arranging any and all AV needs for the rooms reserved for the Annual meeting, including in cases when such AV requirements exceed those covered under the cooperative agreement with ESA. In such cases, the Vice President will work with the Treasurer to pay any and all additional costs incurred by the Network for these needs.
4. The Vice President is the primary liaison with the catering contractor selected by the Executive Committee or in most cases the default caterer selected to provide catering services by ESA for its Annual Meeting. He shall set the menu for the annual banquet, negotiate prices for all food and beverage services to be provided throughout the Annual Meeting, is empowered to make changes to this service as needed during the meeting, and to work with the Treasurer to insure timely payment of costs incurred by the Network for such services.

iii. Secretary

1. The Secretary of ECN is responsible for recording minutes of all business conducted at the Executive Committee meetings and the ECN Annual Meeting.
2. The Secretary is also responsible for coordinating prior to and setting up and running the Registration desk during the ECN Annual Meeting.
3. The Secretary serves as the archivist for ECN and is responsible for making sure that all documents, files and websites are backed up and stored in a location that is accessible to all Executive Committee members and in such methods to ensure that local and network backup files exist so that the Society's business could continue in the event they are lost in any one location. This may be accomplished in whatever manner (local backups, cloud backups, Dropbox, Google Drive, etc.) is deemed most appropriate by the Secretary at the time they take office with intended changes subject to confirmation by the remaining Executive Committee members.
4. The Secretary is responsible for handling and monitoring all communication with the membership and other organizations/societies for the purposes of promoting the activities of ECN and the Annual Meeting. This shall include administration of the ECN distribution listserv, the ECN website, and all social media platforms.
5. The Secretary is responsible for coordinating with the Program Chair prior to the Annual Meeting to announce the program for the meeting via the Network's various media and communication outlets, as well as to assist in the designing and production of the program booklets prior to printing in advance of the Annual Meeting.

iv. Treasurer

1. The Treasurer, or some person appointed by him, shall receive for the use of ECN all sums of money payable to the Network (e.g., registration fees, donations, sponsorships); and shall pay and disburse all sums of money which

may be due from the Network; and shall keep detailed accounts of all such receipts and payments.

2. The Accounts of the Treasurer shall be audited annually a short time following the Annual Meeting by a Committee consisting of the President, the Secretary and two Sustaining or Regular Members of the Network who are not currently serving on the Executive Committee. The Report of said Auditors shall be presented to the full membership of the Network via the ECN distribution listserv and posting for public viewing and comments on the ECN website. It will also be presented in the program of the subsequent Annual Meeting.
3. The Treasurer shall prepare for the Executive Committee a statement of the income and expenditures of the preceding year and prepare a budget based on the estimated receipts and disbursements of the coming year, with such recommendations as seem desirable. This budget should be presented to the Executive Committee no later than March 1 in any calendar year so that the Executive Committee can begin planning the Annual Meeting for that calendar year. No financial obligation against ECN may be contracted by any Officer or Member (either category) except as specified in the annual budget or as provided for by special action of the Executive Committee upon recommendation of the Treasurer.
4. The Treasurer shall take care of all documents evidencing ECN's title to its funds and property, shall handle all documentation required by the Internal Revenue Service to maintain Section 501(c)(3) not-for-profit status of the Network, shall arrange for and control a credit card issued in the full name of the Network for the purposes of paying for services rendered related to the Annual Meeting, and shall be responsible for any and all other interactions with the banking institution(s) chosen by the Treasurer to handle the Network's assets and holdings.

v. Program Chair(s)

1. In the event that two individuals are nominated that wish to share the responsibilities of the position as co-Program Chairs, the Executive Committee shall have the authority to recommend this action prior to election by the membership.

2. The Program Chair or co-Program Chairs of ECN shall be responsible for soliciting symposia topics and calls for general talks by Sustaining Members as defined above.

3. The Program Chair or co-Program Chairs shall organize the program for the Annual Meeting and shall notify the membership of the program schedule, speakers, and topics in advance of each Annual Meeting.

4. The Program Chair or co-Program Chairs shall design the program books and coordinate with the Treasurer to pay for their printing and with the Secretary to coordinate their distribution at the Registration desk and via the ECN website each year.

5. The Program Chair or co-Program Chairs shall work in concert with the Vice President to make sure that all physical and AV needs by the members giving presentations at the Annual Meeting are coordinated in advance.

6. The Program Chair or co-Program Chairs shall be responsible for receiving all

Formatted: Highlight

Formatted: Highlight

Formatted: Indent: Left: 2", No bullets or numbering

Formatted: Highlight

Formatted: Highlight

Formatted: Highlight

Formatted: Highlight

Formatted: Highlight

electronic files pertaining to the program and business meeting of ECN and to transmit those after the meeting to the Secretary for archiving and accessing by ECN members not at attendance at the Annual Meeting via the ECN website.

**Section 5.3 Terms of Office & Vacancies**

- a) Each officer of ECN shall be elected for a two-year term, repeatable consecutively and for unlimited number of terms. However, each new term must be confirmed by the ECN membership present at the meeting concluding the year of term.
- b) Any officers who wish to vacate their office early must submit a written letter of resignation, either to the President, or, in the case of the President themselves, to the remaining members of the Executive Committee. Should the office of President become vacant, the Vice-President will serve in an interim capacity until such time as a special election can be arranged to elect a new President to complete the term of the vacating President. Should any other office become vacant, it may be filled by the remaining Executive Committee members by simple majority.
- c) Any officer who is found to carry out the duties of office in a manner counter to the interests of ECN may be removed from office by a secret ballot vote expressing a consensus of a simple majority of Executive Committee members (in the broad sense), or by a majority vote of the membership taken at an Annual Business Meeting of the general membership or any special meeting of the membership called for that purpose.

**VI. Prohibited Activities**

Notwithstanding any provision of the Bylaws, which might be susceptible to a contrary construction, the following activities are prohibited:

**Section 6.1. Lobbying or Political Activity**

- a) Lobbying or activities specifically designed to influence legislation are not among the objectives of the Network, and no official group within ECN shall engage in such activity or related propaganda.
- b) Furthermore, the Network shall not participate in, or intervene in (including the publishing or distributing of statements) political campaigns on behalf of any candidate for public office.

**Section 6.2. Bias of Services**

- a) ECN shall not make any part of its services available on preferential bases.

**Section 6.3. Financial Restrictions**

- a) ECN shall not be organized or operated for profit. No part of the net earnings of the Network shall or may under any circumstances inure to the benefit of any private shareholder or individual.
- b) ECN shall not lend any part of its income or corpus, without the receipt of adequate security and a reasonable rate of interest, nor pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered.
- c) ECN shall not make any purchase of securities or any other property for more than adequate consideration, sell any securities or other property for less than adequate consideration, or engage in any other transactions which result in substantial diversions of its income or corpus to any member of the Executive Committee, or substantial contributor to the Network.

## VII. Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern the ECN and all business in which it is required to invoke it (i.e., contentious or controversial issues) in all cases to which they are applicable, and in which they are not inconsistent with these bylaws, or with any special rules of order adopted by the ECN. Any member of the Network may invoke Parliamentary Procedures during the conduct of business and these procedures will be presided over by the President.

## VIII. Dissolution

If the ECN should be dissolved or terminated, all its assets remaining after payment of all liabilities of the Network shall be transferred by the Executive Committee at the time of dissolution, upon recommendation of the Executive Committee and approved by the membership of the Network, to one or more nonprofit organizations that have scientific and educational purposes, preferably with similar objectives/mission as ECN, and that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or under corresponding successor provisions.

## IX. Amendments

Amendment of these Bylaws requires a two-thirds (2/3) majority vote of the ECN members present at the Annual Meeting or by two-thirds (2/3) majority vote of the ECN members conducted electronically if such amendment is deemed necessary and must be made between Annual Meetings in order for ECN to conduct its business in a timely manner. Proposed amendments must meet the following provisions prior to vote by the membership: 1) The amendments have been considered and approved by two-thirds (2/3) majority vote of the Executive Committee prior to presentation to the Network membership; 2) That, having received Executive Committee approval, the amendments have been presented to the membership in written or electronic form prior to a vote of approval or amendment; 3) That, having been presented to the membership, the bylaws and all future amendments must sit on the books for a period of at least 1 month for public consideration and comment; and 4) The total number of members voting represents a quorum as defined in Article IV § 4.1 (a) (iii).

Formatted: Highlight

## X. Interpretations

In the interpretation of the Bylaws, word denoting only the singular number shall include the plural number and vice versa, except as regards the number of officers; words denoting the masculine gender only shall also include the feminine gender.