

SOUTHWESTERN ASSOCIATION OF NATURALISTS CONSTITUTION

ARTICLE I. NAME AND PURPOSE

Section 1.-The name of this organization is Southwestern Association of Naturalists, hereinafter referred to as the "Association."

Section 2.-The purpose of the Association shall be to foster, encourage, and promote the study and conservation of the flora and fauna, both living and fossil, of the Southwest. The Association shall hold meetings, issue a serial and other publications, aid research and engage in other activities in accordance with the stated purpose of the Association.

Section 3.-Southwest refers to Mexico and Central America and that region of the United States west of the Mississippi River and south of 40°N latitude.

Section 4.-The organization shall not be organized or operated for profit, and no part of the Association's net income or any of its assets shall inure to the benefit of the Officers, Governors, Trustees, or Members. No substantial part of the Association's activities shall consist of the production and distribution of propaganda or other attempt to influence legislation or participate in any political campaign on behalf of any candidate for public office.

ARTICLE II. MEMBERSHIP

Section 1.-Membership in the Association is open to any person interested in the biology, natural history, and conservation of the flora and fauna of the Southwest.

Section 2.-Membership is for one calendar year in all categories except Life Member. Formal election of new Members is held at each Annual Business Meeting. A majority vote of the voting Members is required for election.

Section 3.-Members are entitled to participate in the Annual Business Meeting, to vote, to serve as Officers, and to receive *The Southwestern Naturalist* free of charge.

ARTICLE III. OFFICERS: ELECTION, APPOINTMENT, AND DUTIES

Section 1.-Elected Officers of the Association shall be President, Past-President, President-Elect, and the 12 Members-at-Large of the Board of Governors.

Section 2.-Appointed Officers of the Association shall be Secretary, Treasurer, Program Director, Local Representative, Managing Editor, and the Chair of the Trustees.

Section 3.-The Elected and Appointed Officers of the Association and all past Past-Presidents shall constitute the Board of Governors, and all shall be voting members.

Section 4.-The President-Elect shall be elected by the Members for a two-year term; shall succeed to the Presidency at the end of the term; and, after serving as President for two years, shall assume the position of Past-President. Former Presidents may not stand for elected office. Each year, four Members-at-Large of the Board of Governors shall be elected for three-year terms.

Section 5.-Incumbents shall continue to serve until their successors qualify.

Section 6.-Nominees for President-Elect and Member-at-Large of the Board of Governors shall be solicited from the membership by the Secretary. Valid nominations shall have five seconding signatures and shall be accompanied by a letter stating that the nominee has been contacted and is willing to serve. All validly submitted names shall be presented to the Members at the Annual Business Meeting. Nominations can also be made from the floor at the Annual Business Meeting. Each nominee must have been a Member in good standing of the Association for one year and must have stated a willingness to stand for the office. The election is conducted at the Annual Business Meeting.

Section 7.-In the vote for President-Elect, a majority shall be required for election. If no nominee receives a majority of votes cast, a run-off election shall be held to decide between the two nominees receiving the greatest totals.

Section 8.-In the election of Governors each Member may vote for four of the nominees. The four receiving the greatest total number of votes shall be declared elected.

Section 9.-The term for Elected Officers shall commence the first Monday after the Annual Business Meeting.

Section 10.-The Secretary, Treasurer, Managing Editor, Program Director, and Local Representative shall be recommended by the President, in consultation with the Past-President and President-Elect, and appointed by the Board.

Section 11.-The term for Appointed Officers shall be one year. Their term of office shall commence the first Monday after the Annual Business Meeting. Each is eligible for re-appointment by the Board for a maximum of 10 terms. Re-appointment is anticipated unless prior notice has been received of unwillingness to continue to serve, except in instances of termination for just cause. Appointed Officers may be removed from office by a vote of no confidence by a majority of the Board of Governors. The Board must consider termination of appointment for an Appointed Office if a petition asking for a vote of confidence is: (1) signed by 20 per cent or more of the Members present at the Annual Business Meeting and presented to the President; (2) signed by 25 Members of the Association and submitted to the President; or (3) requested by three Officers or Members of the Board of Governors.

Section 12.-Appointed Officers shall not be eligible to hold a concurrent Elected Office. No Member may concurrently hold two Elected Offices. No person shall be entitled to more than one vote.

Section 13.-Vacancies among the Officers may be filled temporarily by appointment by the President with the approval of the Board of Governors, and persons so appointed shall hold office until their successors shall have been elected at the next regularly scheduled election.

Section 14.-The President shall serve as the Executive Officer and the Official Spokesperson for the Association; preside over the Board of Governors and at any general business sessions of the Association; appoint members of standing committees; and, on his or her own initiative or following the action of the membership, organize, charge and discharge *ad hoc* committees as needed in the conduct of the affairs of the Association. The President, with the advice and counsel of the Treasurer and Chair of the Board of Trustees, shall prepare and present a budget for approval by the Board of

Governors. The President shall serve as an *ex officio* member of all committees of the Association. The President-Elect shall serve as Meetings Coordinator and as such oversees the activities of the Program Director and the Local Representative. The Immediate Past-President shall deliver the Address at the Annual Banquet the first year after becoming Past-President. The President shall select the speaker in alternate years.

Section 15.-The President-Elect shall serve in the absence of the President. In the event of a vacancy in the office of the President, the President-Elect shall succeed to the office and shall serve for the remainder of the term and then for the regularly scheduled term.

Section 16.-The Secretary shall keep the Minutes of the Board of Governors' Meeting and the Annual Business Meeting of the Association; submit the substance of the Association's actions for publication in *The Southwestern Naturalist*; and transfer appropriate documents of the Association to the Archives.

Section 17.-The Treasurer shall be the Fiscal Officer of the Association under the general direction of and subject to regulation by the Board of Governors. The Treasurer shall be bonded at the Association's expense in the amount specified by the Board. The Treasurer shall conduct the fiscal affairs of the Association and shall present financial reports to the President when requested and an Annual Fiscal Report to the Board and to the Association at the Annual Business Meeting. The Treasurer shall present a financial review conducted by an independent agent to the Board of Governors every five years, when a new Treasurer takes office, or at the President's request. The Treasurer shall assist the President in the preparation of the budget. The Treasurer shall be responsible for all funds of the Association, except for the invested Assets of the Association.

Section 18.-The Managing Editor shall represent the Board in the management and editing of *The Southwestern Naturalist*; recommend to the Board appointments of Associate Editors to the Editorial Board; and make an Annual Report of all editorial activities and expenses to the Board and to the Association at the Annual Business Meeting.

Section 19.-The Program Director shall represent the Board in the planning and management of the Annual Meeting to include the preparation of the call for papers, printing of abstracts, and preparation of the scientific program banquet, Annual Business Meeting, and meeting of the Board of Governors. The Program Director shall coordinate arrangements with the Local Representative. The Program Director and the Local Representative shall work under the general direction of the President-Elect. The Program Director shall serve as Chair of the Program Committee.

Section 20.-The Local Representative shall make arrangements concerning rooms, facilities and logistics; direct registration; manage the banquet; coordinate local publicity with the Program Director; and perform such tasks as required by the Program Director.

Section 21.-The Board of Governors shall be the policy-making body of the Association, with decisions determined by majority vote except as otherwise specified in this Constitution. Duties of the Board shall include appointment of all Appointed Officers (except Chair of the Trustees), the Editorial Board, and the Board of Trustees. The Board of Governors shall adopt a budget based on recommendations from the President, and shall approve in advance the proposed annual expenditures of special funds other than the

SWAN Assets, which are managed by the Board of Trustees under the general direction of the Board of Governors. They shall advise the President on affairs pertaining to the Association, and carry out responsibilities vested in them as indicated in the articles of this Constitution.

ARTICLE IV. MEETINGS

Section 1.-An Annual Business Meeting shall be held in each calendar year, ordinarily on the third Friday of April. Notice of the Annual Business Meeting shall be published in *The Southwestern Naturalist* and sent with the call for papers.

Section 2.-A Special Meeting of the Association may be called at any time by order of the Board of Governors by notifying the Secretary of the stated meeting. The Secretary shall notify the Members of the purpose and date of the Meeting at least 30 days prior to the set date.

Section 3.-The place of the Annual Meeting shall be decided by the Board of Governors on recommendation of the President. Normally, a selection of the location will be made two years in advance. At the time of selection, a Local Representative shall be selected by the Board. The Local Representative shall work directly with the President-Elect and the Program Director to ensure a successful meeting and appropriate arrangements.

ARTICLE V. QUORUM

Fifty members shall constitute a quorum of the Association and 10 a quorum of the Board of Governors. Action of a quorum at the Annual Business Meeting or a special meeting shall constitute action by the Association.

ARTICLE VI. AMENDMENTS

Section 1.-Amendments to this constitution, upon recommendation of the Board of Governors, may be adopted by a two-thirds majority of the Members voting. The Board of Governors must consider amendments to the Constitution presented over the signatures of 10 members. The Secretary shall mail ballots for either acceptance or rejection to the membership. To be valid, ballots must be returned to the Secretary within 45 days. The Secretary shall notify the Board of Governors and the Managing Editor of the results of the vote. The results of the vote shall be published in *The Southwestern Naturalist*.

Section 2.-Amendments to the Bylaws, upon recommendation of the Board of Governors, may be adopted, amended or repealed at the Annual Business Meeting by a majority vote of the Members present or a by a majority vote of the members voting in a mail ballot.

ARTICLE VII. COMMITTEES

Section 1.-The standing committees of the Association shall be:

1. Conservation Committee, to consider federal and state laws and regulations that could affect the status of the flora and fauna in the Southwest or the study and collection of the biota; to promote the protection and conservation of native plants and animals, habitat types, and biomes of the Southwest; and to recommend actions to the Board to further the purpose of the Association.

2. Public Relations and Publicity Committee, to promote the activities of the Association throughout the scientific and lay communities of the Southwest and the nations of North and Central America and to provide publicity for meetings, election results, and honors of the Association.

3. Membership Committee, to promote membership in the Association.

4. Development Committee, to promote the acquisition of beneficence and trusts and to develop fund-raising programs to support the purpose of the Association. The Chair of the Board of Trustees and the Treasurer shall serve as *ex officio* members of the Development Committee.

5. Honors Committee, to nominate individuals to receive the honorary awards, except the Wilks Award, of the Association. The nominees must be elected by the Board of Governors, based upon standards set by the Board.

6. Wilks Award Committee, to select the recipient of the Wilks Award.

7. Program Committee, to assist the local committee in whatever manner is necessary in planning and holding the Annual Meeting; maintain and distribute as requested the "Guidelines for Hosting the Annual Meeting"; solicit invitations for future meeting sites, which will be transmitted to the President; and solicit and approve symposia that are held at the Annual Meeting. This committee will be chaired by the Program Director and will include the Local Representative, the immediately-past Local Representative, and at least two at-large members of the Association.

The Board of Governors may create additional Standing Committees of the Association by majority vote. These additional standing committees shall remain until such time as dissolved by a majority vote of the Board.

Section 2.-The Chair and at least four members shall be appointed to each standing committee, except the Honors Committee, by the President. The Honors Committee shall be chaired by the Immediate Past-President and four members shall be named by the Board of Governors. The President shall be an *ex officio* member of each standing committee. The Chair of each standing committee shall prepare a written report for distribution at the Board of Governors' Meeting.

Section 3.-*Ad hoc* committees may be established by action of the membership at the Annual Business Meeting, by petition of 10 Members, or by the President. The President is responsible for providing a written charge and reporting date to the Chair of the committee. These committees cease to exist when their charge is completed and a report is made to the Board of Governors.

ARTICLE VIII. TRUSTEES

Section 1.-A Board of Trustees, composed of three members appointed by the Board of Governors, shall hold all of the funded property of the Association in trust with the

power to sell and invest according to their judgment. Trustees shall be bonded at the Association's expense in an amount specified by the Board of Governors.

Section 2.-One Trustee shall be appointed for a term of three years at each Annual Board Meeting. Vacancies among the Trustees may be filled by election at any time by a majority vote of the Governors.

ARTICLE IX. SWAN ASSETS

Section 1.-The funds and properties of the Association under the control of the Board of Trustees shall be designated collectively as the SWAN Assets. Income from the SWAN Assets may, with the approval of the Board of Governors, be returned annually to the Treasurer for the conduct of the Association's business.

Section 2.-All monies received from Life Members and Patrons and all gifts for undesignated purposes shall be invested in the SWAN Assets. The principal from funds from Life Memberships must be maintained in trust, and sufficient interest from the trust must be devoted to defraying the cost of membership for each Life Member.

Section 3.-Bequests and trusts having for their object the advancement of the biology of the flora and fauna of the Southwest or the welfare of the Association may be accepted and administered by the Association. Before acceptance of any such trust, the Board of Governors shall consider the object of the trust and all conditions and specifications attached thereto. The Board of Governors shall report its action to the Association. Bequests shall be added to the invested assets of the Association and managed by the Trustees, who shall also manage trusts as agreed to in the trust instruments.

Section 4.-Both the principal and the income of the funded property of the Association shall be used solely to further the purpose of the Association as defined in Article I of this Constitution. The funded property shall be administered and operated in such a manner that it will at all times maintain a tax exempt status under the provisions of the United States Internal Revenue Code, both for income tax and for gift tax purposes.

ARTICLE X. FINANCES

Section 1.-The fiscal year of the Association shall begin on the first day of January.

Section 2.-Annual dues shall be determined, on advice of the President and Treasurer and on recommendation of the Board of Governors, by majority vote of those members present at the Annual Business Meeting. Dues shall be payable in advance on January the first of each year. Notification of dues shall be the responsibility of the Treasurer. Members whose dues have not been paid by January the first will be notified by the Treasurer. If dues have not been paid by February the first, membership will be automatically terminated.

ARTICLE XI. HONORS

Section 1.-An award, or awards, may, but need not, be bestowed annually by the Association upon an individual or individuals for outstanding accomplishments in the

study or conservation of the flora and fauna of the Southwest. The individual or individuals must be nominated by the Honors Committee and elected by the Board of Governors. The Committee must present a biography of the nominee or nominees to the Board. The awardee or awardees need not be, nor have been, a member or members of the Association. The award or awards shall be presented at the Annual Banquet the year following selection of the awardee or awardees.

Section 2.-The Wilks Award is bestowed annually on the student judged to have presented the best paper at the scientific meeting. Criteria for qualification and application and the methods to be used to select the winner of the Wilks Award shall be printed annually in *The Southwestern Naturalist*. The award is presented at the Annual Banquet.

ARTICLE XII. DURATION

Perpetual operation of the Association is contemplated hereby and, in the event of dissolution, the Board of Governors shall distribute the assets and accumulated income for such charitable, scientific, literary, or educational purposes as in their judgment qualify under the provisions of the Internal Revenue Code.

BYLAWS

1. Membership. The Association shall consist of Regular, Student, Family, Sustaining, Contributing, Emeritus, and Life Members, as well as Patrons. A Family Member must be a member of a family that also contains a Regular, Student, Sustaining, Contributing, Emeritus, or Life Member. Student, Family, Sustaining, and Contributing members receive all the benefits accorded to Regular Members, except a Family Member does not receive *The Southwestern Naturalist*. Anyone, after being a Member of the Association for 20 years, may request Emeritus status. Because Emeritus Members pay no dues, they will receive notices of meetings and other general information about the Association, but not *The Southwestern Naturalist*. Any member, upon payment of a lump sum or four consecutive annual installments equal to 20 times the Regular Member dues, shall be entitled to become a Life Member and shall be exempt from annual membership dues from the time of the initial payment. Life Membership is conferred upon completion of payment. Benefactors who contribute a gift to the Association as specified by the Board of Governors shall be recognized as Patrons. Life Membership may be conferred on Patrons by the Board of Governors.

2. Election of Officers. Nominations shall be made from the floor at the Annual Business Meeting or by mail to the Secretary. Nominations by mail must be received by the Secretary at least five days prior to the Annual Business Meeting. Each nominee shall be asked to stand, if present, and his or her institution or business affiliation shall be announced by the President. Voting shall be by secret ballot. The balloting shall be completed and the results reported to the Members present before proceeding to the nomination for the next office. The order for the election shall be President-Elect and then Board of Governors.

3. Order of Business. The order of business for the Annual Business Meeting shall be:
 - A. Approval of the Minutes of the previous meeting.
 - B. Appointment of temporary committees and tellers.
 - C. Report of the Treasurer.
 - D. Election of nominees to membership.
 - E. Report by the President and recommendations of the Board of Governors.
 - F. Consideration of amendments.
 - G. Committee reports.
 - H. Election of Officers and Governors.
 - I. New and unfinished business.
 - a. Presentation of resolutions.
 - b. Announcements concerning next Annual Meeting and selection of the meeting place two years hence.
 - c. Other Business.
4. Rules of Order. Parliamentary procedures not covered in this Constitution and Bylaws shall follow Robert's Rules of Order (as per most current edition of *Robert's Rules of Order Newly Revised*).
5. Effective date. The effective date of this Constitution and Bylaws is the date of publication in *The Southwestern Naturalist*.
6. Previous Constitutions. This Constitution and Bylaws will supersede all previous constitutions, bylaws, rules, and amendments of the Southwestern Association of Naturalists.

Note: The Constitution and Bylaws were approved by the membership 2 September 1985 (*The Southwestern Naturalist* 30(4):625-630) and amended 8 February 1994 (*The Southwestern Naturalist* 39(4):396-401). Editorial changes were approved by the Board of Governors, April 1995 (*The Southwestern Naturalist* 40(4):435-441). Amendments approved by the membership November 2001 appear in this printing of the amended Constitution and Bylaws.