

BYLAWS
OF THE
INTERNATIONAL NETWORK FOR CONSERVATION PALEOBIOLOGY, INC.

ARTICLE 1. TITLE AND PURPOSE OF THE ORGANIZATION

Section 1. Title. The name of the corporation is the International Network for Conservation Paleobiology, Inc. (the “Network” in this document).

Section 2. Purpose and Mission. The International Network for Conservation Paleobiology is an organization created for the purposes of advancing the science and application of Conservation Paleobiology, to disseminate knowledge of this subject, and to facilitate cooperations of all persons concerned with Conservation Paleobiology.

ARTICLE 2. MEMBERS

Section 1. Membership Overview. Membership in the Network shall be governed by the provisions of the Articles of Incorporation and these Bylaws.

Section 2. Membership Criteria. Membership in the Network is available to all persons 18 years of age or older interested in conservation paleobiology and/or belonging to a stakeholder group, including scientists, practitioners, resource managers, resource users, students, community members and others. Membership is open to any person without regard to sex, race, religion, nationality, sexual orientation, gender identity, disability, marital or veteran status. Members in good standing are those who have paid the membership fees for the current calendar year and who subscribe to the ideals, objectives, and accepted standards of the Network as set forth in these Bylaws, Board policies, and the Code of Conduct.

Section 3. Dues, Requirements, and Benefits of Membership. Dues shall be paid annually. All membership dues are non-refundable.

Members in good standing have the right to vote for officers of the Executive Committee and such other rights as provided by these Bylaws or as provided by law. Membership rights and all title to or interest in the Network will cease upon termination of membership. No member shall be entitled to share in the distribution of the Network’s assets upon dissolution of the Network.

Section 4. Membership Categories. Members of all categories are eligible to vote and hold Office and they are entitled to the same benefits of membership regardless of their membership category. Membership categories are as follows:

Professional members are dues-paying individuals; typically individuals who are employed in disciplines pertinent to the Network. Professional members may elect to become lifetime or sustaining members upon payment of the appropriate dues.

Early career members are those professional members who are within seven years of their terminal degree.

Student members are students in degree- or certificate-granting programs whose interests are in keeping with the objectives of the Network.

Reduced Income / Global Low Income

Reduced-income members are individuals who cannot otherwise afford a full membership. Individuals who are not fully employed may elect this membership category. Global low income members are individuals who reside in a Non-High Income country as defined by the World Bank. Both Reduced and Global Low Income members shall enjoy all the privileges of members and hereinafter are included in all references to members.

ARTICLE 3. BOARD OF DIRECTORS

Section 1. Board of Directors Overview. The affairs of the Network shall be supervised, controlled, and conducted by, and under the supervision of the Board of Directors, subject to the provisions of the Articles of Incorporation and these Bylaws.

Section 2. Board Composition. There shall be a minimum of three to a maximum of five board members. These members shall not be related to each other nor be serving as an Officer on the Executive Committee. In cases where the number of Board Members falls to two due to extreme circumstances (e.g., death, incapacitation), the Past President becomes an interim Board Member and temporarily vacates their office of the Past Presidency.

Section 3. Qualifications of Directors. Board members shall have expertise in conservation paleobiology as an academic discipline or its practice.

Section 4. Duties and Powers. Members of the Board must act in good faith, with care, and in the best interests of the Network. The board shall have the ability to create committees and task forces, including those recommended by the Executive Committee.

Section 5. Term of Service. Three year terms, with option to serve a maximum of two consecutive terms.

Section 6. Meeting Frequency. Board meeting frequency shall be a minimum of twice per year with the Executive Committee, either in-person or virtually. The Board of Directors may meet on their own more frequently, if they determine it is necessary.

Section 7. Quorum. At least 50% of board members must be present for official decisions to be made. No member may vote by proxy. Decisions made by the Board, under these stipulations, include:

- (a) To amend, alter, change, or repeal the Articles of Incorporation
- (b) To amend, alter, change, or repeal the Bylaws (must be done in agreement with the Executive Committee [see ARTICLE 7]),
- (c) To merge or consolidate the Network with another entity or entities
- (d) To sell, lease, or exchange the property or assets of the Network, where such sale, lease, or exchange occurs other than in the regular course of business
- (e) To appoint members of the Executive Committee due to special circumstances (e.g., tied votes by the Membership, death, resignations)
- (f) To dismiss members of the Executive Committee who are not fulfilling their duties
- (g) To dissolve the Network (must be done in agreement with the Executive Committee [see ARTICLE 8])

Section 8. Board Member Elections. Vacant positions on the Board shall be filled by a vote of the Executive Committee. Board Members may be nominated or self-nominated members of the Network.

Section 9. Resignation and Removal. Resignation from the board must be in writing. If sufficient cause for removal is found, Members of the Board may also be removed by a majority vote of the remaining members of the Board and the Executive Committee.

Section 10. Non-Liability of the Board of Directors. Members of the Board of Directors shall not be personally liable for the debts, liabilities, or other

obligations of the Network.

ARTICLE 4. EXECUTIVE COMMITTEE

Section 1. Executive Committee Overview. The Executive Committee shall consist of the President, President Elect, Past President, Treasurer, Secretary, two Student and/or Early Career Representatives, two Representatives at Large, and such other Officers as the Board of Directors may, by resolution, designate. Officers must be Members in good standing and are expected to attend meetings requested by the Board of Directors or the President. At the direction of the Executive Committee, ad hoc committees may be appointed. All such Committees are advisory and will report to the Executive Committee. The Executive Committee shall meet a minimum of twice a year (with the Board of Directors) and additionally, at the discretion of the President or called by two-thirds of the Executive Committee.

Section 2. Quorum: At least 50% of Executive Committee officers must be present for official decisions to be made. In order for the Executive Committee to vote, the President must be present. No member may vote by proxy. Decisions made by the Executive Committee, under these stipulations, include:

- (a) determining the due date and amount of annual dues,
- (b) appointing members of the Board of Directors,
- (c) To amend, alter, change, or repeal the Bylaws (must be done in agreement with the Board of Directors [see ARTICLE 7]),
- (d) developing and approving Network goals, initiatives, and policies,
- (e) form and dissolve committees to conduct and/or oversee Network business and priorities. Committee chairs will serve at pleasure of the Executive Committee and will be reviewed biannually or earlier,
- (f) determining fiscal year

Section 3. Officers' Duties and Responsibilities. Each Officer will advise and assist in the activities of the Network, and shall perform the duties incident to their respective Office and such other duties as the Executive Committee may prescribe.

President: The President will preside over all meetings of the Executive Committee. The President manages the affairs and assets of the Network, and will ensure that the policies and decisions instituted by the Board of Directors and the Executive Committee are implemented. The President or an Officer designated by the President will represent the Network as

appropriate and serve as the primary public facing representative. Upon completion of the term of service, the President will be expected to transition into a Past President role. Term of service: 1 year.

President Elect: The President Elect will work with the President in leadership of the Network. They will be mentored by the President during this first-step of presidential service to assume the role of President in the following year. The President-Elect shall discharge the duties of the President in case of absence or disability of the latter. Term of service: 1 year.

Past President: The Past President will work in an advisory capacity with the Network President and the President Elect. Term of service: 1 year. Upon completion of this role, the three-step presidential service is complete.

Treasurer: The Treasurer is in charge of managing, safeguarding, and accurately documenting the organization's assets. This includes overseeing Network funds and keeping detailed accounts of receipts and disbursements of such funds. The Treasurer shall prepare a budget for Board approval and submit a financial report to the Board at each of its biannual meetings. Once each year, the Treasurer shall submit a financial report to the Board covering the previous 2 years. The Treasurer shall perform additional duties prescribed by the policies of the Network and at the request of the Board of Directors or the President. Term of service: 2 years, with opportunity for re-election to a second term.

Secretary: The Secretary shall be responsible for keeping records of Network meetings, archiving Network materials, maintaining the Bylaws and ensuring Network adherence to those Bylaws, and maintaining the Membership list and associated records. The Secretary shall notify the membership of elections and meetings, provide other communications requested by the Executive Committee or the Board of Directors, and perform other duties as prescribed by the policies of the Network. Term of service: 2 years, with opportunity for re-election to a second term.

Student and/or Early Career Representative: Two Student and/or Early Career Representatives will serve as liaisons between Student Members and/or Early Career Members and the Executive Committee. Ideally, these positions would include one Student and one Early Career

Representative. These Representatives will report on their concerns and recommendations on issues that may affect the Network, including the recruitment of Student and Early Career Members and retention of those Members throughout their professional development. They will also serve as liaisons between Network Committees and the Executive Committee. Term of service: 2 years with each representative elected every other year.

Representative at Large: Two Representatives At Large will serve on the Executive Committee. They will serve as liaisons between Network members and the Board of Directors and between Network Committees and the Executive Committee. Term of service: 2 years with each representative elected every other year.

Section 4. Nominations and Elections. Each year, a committee will be formed by the Board of Directors to nominate individuals to fill officer positions being vacated. The Past President will serve as Chair of this Committee. A call for nominations will be announced to the Membership. Self-nominations will be encouraged. The committee will select candidates from among the members nominated for each open position. All successful candidates must be members in good standing and approved by the Board of Directors.

The candidates will be announced to the Membership and access to a ballot will be made available to all members in good standing. Voting will be open for a period of 14 to no more than 21 days. The election shall be timed such that all voting is completed no more than three weeks prior to a meeting of the Board of Directors and the Executive Committee. The candidates receiving the highest number of votes for each position will be duly elected to that office. In cases where vote totals are tied, the Board of Directors will select among those tied candidates. The Executive Committee shall certify the election results and notify all candidates and the membership in a timely manner.

Section 5. Resignation, Removal, and Replacement: An Officer may resign at any time by providing written notice to the President, who will convey such resignation to the Board. Any officer of the Executive Committee may inform the Board of Directors regarding an Officer who is failing to fulfill their official responsibilities (ARTICLE 4, Section 3). The Board of Directors may remove (with cause) an Officer through a majority vote. The Board of Directors shall appoint Officer positions vacated by resignation, removal, or death. Appointed positions shall serve the remaining duration of the vacated person's term and may be re-elected during the next appropriate election. Partial terms of service

following special appointments do not count towards term limits. Should the position of President be vacated, the President Elect will assume this role by default.

Section 6. Non-Liability of the Executive Committee. Officers of the Executive Committee shall not be personally liable for the debts, liabilities, or other obligations of the Network.

Section 7. Interim members of the Executive Committee. To facilitate the initiation of the Network, interim officers of the Executive Committee shall be established. These interim officers shall abide by all bylaws and stipulations and shall be replaced by duly elected officers at such time as determined by the Board of Directors (not to exceed two (2) years from the incorporation of the Network).

Section 8. Terms of Service for Officers associated with the Initial Election. During the initial election of the Network, either the Treasurer or the Secretary will serve an initial one-year term with the opportunity to run for a second (full) two-year term. This decision will be made in collaboration with the candidate Treasurer and candidate Secretary and the Board of Directors. During the initial election of the Network, one of the Representatives at Large and one of the Student and/or Early Career Representatives will serve an initial one-year term with the opportunity to run for a second (full) two-year term. This decision will be made in collaboration with the candidate Student and/or Early Career Representatives and the Board of Directors.

ARTICLE 5. ASSOCIATED OR AFFILIATED SOCIETIES

Section 1. Associated and Affiliated Societies Overview. The Executive Committee may arrange for association, affiliation, or membership of the Network with (or in) any duly organized professional societies or groups. Any association, affiliation or membership with (or in) any duly organized professional society or group shall be arranged and approved by the Executive Committee with a majority vote.

Section 2. Right of Dissolution. The terms of association, affiliation, or membership must provide that the Network shall have the right to dissolve such association, affiliation, or membership at any time, subject only to the payment of any sums it may legally owe the associated, affiliated, or parent group or society.

ARTICLE 6. CONFLICTS OF INTEREST

Section 1. Conflicts of Interest Overview. It is the policy of the Network that the Network's Members, Board, Officers and employees carry out their respective duties in a fashion that avoids actual, potential, or perceived conflicts of interest. The Network's Members, Board, Officers and employees shall have the continuing, affirmative duty to report any personal ownership, interest, or other relationship that might affect their ability to exercise impartial, ethical, and business-based judgments in fulfilling their responsibilities to the Network.

ARTICLE 7. AMENDMENTS TO BYLAWS

Section 1. Amendments to Bylaws Overview. Amendments to the bylaws shall be passed by a majority vote at a joint meeting of the Executive Committee and the Board of Directors.

Section 2. Proposed amendments. Proposed amendments may be initiated and drafted by:

- (a) any Member of the Board of Directors,
- (b) any Executive Officer,
- (c) a petition bearing the signatures of at least ten percent (10%) of the membership.

Section 3. Voting on Bylaws. The Bylaws may be amended by a majority combined vote of the Board of Directors and the Executive Committee, provided that prior notice of the proposed change is made not less than twenty (20) days preceding a Board meeting. Without prior notice, amendments require a combined two-thirds (2/3) vote of the Board of Directors and the Executive Committee.

Section 4. Review of Bylaws. Regardless of the recency of any revisions to the Bylaws, the Bylaws shall be formally reviewed every five (5) years by an ad hoc committee, which will be responsible for revising the Bylaws, if necessary. The committee will communicate proposed changes and distribute the documents to the Board of Directors and Executive Committee and the Network membership for comments. The Executive Committee will approve final revisions of proposed amendment(s) by a two-thirds (2/3) vote. A vote on those proposed amendment(s) may then occur (see ARTICLE 7.2).

ARTICLE 8. DISSOLUTION

Section 1. Process of Dissolution. The Network shall be dissolved after all of the following have been achieved:

- (a) A motion for dissolution shall be made in writing and co-signed by at least three Officers of the Executive Committee,
- (b) This motion is considered passed if approved by a combined two-thirds (2/3) of the Executive Committee and the Board of Directors, voted upon during a regularly scheduled joint-meeting of the same. A vote on a motion for dissolution may also occur during a special joint meeting of the the Board of Directors and the Executive Committee that is called for by the President
- (c) Once the motion for dissolution is approved, this recommendation is voted on by the Membership. Following approval by a simple majority of the Memberships, the Board shall proceed in dissolving the Network.

Section 2. Dissolution of Assets. Upon dissolution of the Network, any assets remaining after payment of or provision for its debts and liabilities shall be paid over to charitable organizations exempt from tax under the provisions of Section 501(c)(3) of the U.S. Internal Revenue Code or the corresponding provisions of subsequently enacted U.S. federal law. Such charitable organizations must be organized exclusively for scientific, educational, or other purposes consistent with the purposes of the Network. Decisions as to disbursement of funds shall be made by the Board of Directors.

ARTICLE 9. MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Network begins January 1 of each year and ends December 31 of that year.

Section 2. Non-discrimination. The Network shall not discriminate based on sex, race, religion, nationality, sexual orientation, gender identity, disability, marital or veteran status.

Section 3. Voting by the Board of Directors and Executive Committee. Any votes will follow Roberts Rules of Order and those votes will be recorded by the Secretary.