

# **WESTERN INTERIOR PALEONTOLOGICAL SOCIETY**

## **BYLAWS 2017**





**BYLAWS OF THE**  
**WESTERN INTERIOR PALEONTOLOGICAL SOCIETY**  
(a Colorado nonprofit corporation referred to in these Bylaws as the “Society”)

As Amended 2017

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# BYLAWS OF THE WESTERN INTERIOR PALEONTOLOGICAL SOCIETY

## Article I

### Section 1-01 Registered Office.

The Society shall have and continuously maintain in the State of Colorado a registered office and a registered agent whose office is identical with such registered office.

### Section 1-02 Other Offices.

The Society may have such other offices as the Board of Directors (the “Board”) may determine or as the affairs of the Society may require from time to time.

## Article II Purpose

The Western Interior Paleontological Society’s scientific, educational, and charitable goals include:

- 1) providing educational programs in and promoting the study of, paleontology and related disciplines;
- 2) planning field trips, lectures, seminars, and other educational and science related activities;
- 3) making available information pertinent to searching for, identifying, preparing, preserving, and displaying fossils;
- 4) adhering to responsible codes of conduct while prospecting for and collecting fossils;
- 5) assisting museums and educational institutions in the furtherance of their paleontology related activities; and
- 6) cooperating with government authorities and agencies in the development of laws governing the collection of fossils and their preservation for future generations.

### Section 2-01 Classes of Members.

The Society shall have three (3) classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

- 1) Active Members – persons interested in Paleontology who are supportive of the purposes of the Society and have been elected to the membership by the Board, Active Members shall have all rights and privileges as set forth in these Bylaws or otherwise required by law:
  - (a) Individual Active Members – Active Members who are adults age 18 or older; and
  - (b) Household Active Members – One or two Active Members who reside at the same address, together with any number of minors under the age of 18 at the same address.
- 2) Sustaining Members – organizations, institutions, or individuals who are supportive of the purposes of the Society. Sustaining Members shall have such privileges as may be prescribed from time to time by the Board, except they shall not have the right to hold office or to vote.
- 3) Honorary members – Persons who have made noteworthy contributions to Paleontology or related fields, have rendered outstanding service to the Society, or have made a significant

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contribution to the advancement of the purposes of the Society. Honorary members shall be exempt from the payment of dues for a lifetime and shall have such privileges as may be specifically prescribed from time to time by the Board. They shall subscribe to the same rules as the rest of the membership.

### **Article III -- Members**

#### **Section 3-01 Application and Nomination process.**

Applications for active and sustaining membership, and nominations for honorary membership, shall be submitted to the Board upon forms to be provided by the Secretary. Nominations for honorary membership may be made only by an Active Member. The Board may delegate the review of membership applications and nominations for honorary membership to a membership committee, the composition and duties of which shall be determined by the Board.

#### **Section 3-02 Election of Members.**

Active and Sustaining members shall be elected by the Board of Directors. The affirmative vote of a majority of the Directors shall be required for election to membership. Election to honorary membership shall require the affirmative recommendation of two-thirds (2/3) of the members of the Board and acceptance by a majority of the members of the Society entitled to vote present at a meeting at which a quorum is present.

#### **Section 3-03 Voting Rights.**

Each Individual Active Member and Honorary Member shall be entitled to one (1) vote on each matter submitted to a vote of the members. Each Household Active Member adult shall be entitled to one (1) vote on each matter submitted to a vote of the members, with minors having no voting privileges. Sustaining Members shall have no voting privileges.

#### **Section 3-04 Termination of Membership.**

The Board, by the affirmative vote of two-thirds (2/3) of its members, may recommend the expulsion of a member for cause after a hearing at which the member shall have an opportunity to be heard. For purposes of these Bylaws, the act of a member which is materially detrimental to the purposes of the Society, including failure to adhere to any code of ethics and guidelines adopted by the Board, shall constitute grounds for expulsion from membership. The member shall have received at least thirty (30) days written notice of the charges and of the time and place of the hearing. Any recommendation for expulsion shall be submitted to the members of the Society for acceptance or rejection by a two-thirds (2/3) vote of the members of the Society entitled to vote present at a meeting at which a quorum is present. Notwithstanding the foregoing, the membership of any

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member shall be automatically terminated for non-payment of dues or assessments as provided in Section 11-03.

### **Section 3-05 Resignation.**

Any member may resign by giving notice to any officer or director, but such resignation shall not relieve the member resigning of the obligation to pay any accrued and unpaid dues, assessments or other charges.

### **Section 3-06 Reinstatement.**

Upon written request signed by a former member, the Board of Directors may, by the affirmative vote of two-thirds (2/3) of its members, reinstate such a former member to membership upon such terms as the Board of Directions may deem appropriate.

### **Section 3-07 Transfer of Membership.**

Membership in the Society is not transferable or assignable, unless otherwise provided by resolution of the Board of Directors.

### **Section 3-08 Certificates of membership.**

The Board may provide for the issuance of certificates evidencing membership in the Society.

## **Article IV -- Meetings of Members**

### **Section 4-01 Annual Meeting.**

An annual meeting of the members shall be held no later than November in each year, the date, time, and place thereof to be designated by the Board, for the election of officers and directors and the transaction of such other business as may come before the meeting.

### **Section 4-02 Regular meetings.**

Regular meetings of the members shall be held on a date and time designated by the board of directors provided, however, that the Board may change a regular meeting date whenever in their judgment the interests of the Society will be served thereby.

**Section 4-03 Special meetings.**

Special meetings of the members may be called by the President or the Board of Directors, and shall be called upon the written request of not less than ten percent (10%) of the members having voting rights, which request shall state the date, time and purpose of the proposed meeting, subject to the provisions of Section 4-04. Upon receipt of such written request, it shall be the duty of the Secretary to promptly issue the call for such meeting; and if the Secretary shall fail or refuse to issue the call, the members making the request may issue the call.

**Section 4-04 Notice of meetings.**

Written notice stating the date, time, place and purpose of any meeting of members shall be given, either personally or by mail or electronically, to each member not less than five (5) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. If mailed, the notice shall be deemed given when deposited, postage prepaid, in the United States mail directed to the member's address as it appears on the records of the Society.

**Section 4-05 Informal Action of Members.**

Any action required by law to be taken, or any action which may be taken, at a meeting of members may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

**Section 4-06 Quorum.**

Except as otherwise provided by law or these Bylaws, the greater of ten percent (10%) of the Active Members or eighteen (18) Active Members entitled to vote shall constitute a quorum at any meeting of members. If a quorum is not present, a majority of the members present may adjourn the meeting from time to time without further notice.

**Section 4-07 Manner of Acting.**

A majority of the votes entitled to be cast on a matter to be voted upon by the members present at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater portion is required by law or by these Bylaws.

**Section 4-08 Proxy Voting Not Permitted.**

The proxy system of voting shall not be permitted.



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### **Section 4-09 Voting Electronically or by Mail.**

Any vote for a matter to be voted on by the members may be conducted electronically or by mail in such manner as the Board of Directors shall determine in accordance with the requirements below:

- (1) the electronic or written ballot shall:
  - (a) state each proposed action; and
  - (b) provide an opportunity to vote for or against each proposed action.
- (2) Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- (3) All solicitations for votes by written ballot shall:
  - (a) indicate the number of responses needed to meet the quorum requirements;
  - (b) state the percentage of approvals necessary to approve each matter other than election of Directors;
  - (c) state the time by which a ballot must be received by the Society;
  - (d) be accompanied by written information sufficient to permit each member casting such ballot to reach an informed decision on the matter.
- (4) A written ballot may not be revoked.
- (5) Action taken under this section has the same effect as action taken at a meeting of members.

## **Article V -- Board of Directors**

### **Section 5-01 General Powers**

The affairs of the Society shall be managed by its Board of Directors.

### **Section 5-02 Number, Tenure, and Qualifications.**

The Board of Directors shall be composed of the following persons, each of whom (with the exception of the President who shall vote only to break a tie-vote of the directors) shall have one (1) vote on all matters considered by the Board:

- a) No less than six (6), no more than 12. The number of elected directors for the next year shall be determined by the board before the nominating committee is appointed. Directors elected by the members of the Society as provided in these Bylaws. Elected Directors must be Active or Honorary Members of the Society at the time of their election and during the entirety of their respective terms of office.

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- b) Five (5) Ex-Officio Directors consisting of the Society's President, both Vice Presidents, the Secretary and the Treasurer who shall serve as directors by virtue of the offices held by such persons.
- c) The Immediate Past President of the Society shall serve as a director for a one (1) year term commencing upon the expiration of his or her term as President and ending at the next succeeding annual meeting of members. The Elected Directors shall serve a two (2) year term and shall hold office until the second succeeding January meeting of members following their election and until their respective successors shall have been elected and qualified, or until their earlier death, resignation or removal.

### **Section 5-03 Regular Meetings.**

A regular annual meeting of the Board of Directors shall be held without any notice other than this Bylaw immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution for the time and place for additional regular meetings of the Board.

### **Section 5-04 Special Meetings.**

Special meetings of the Board of Directors may be called by the President and shall be called upon the written request of any three (3) directors, which request shall state the date, time, place and purpose of the proposed meeting. Upon receipt of such written request, it shall be the duty of the Secretary to promptly issue the call for such meeting; and if the Secretary shall fail or refuse to issue the call, the directors making the request may issue the call.

### **Section 5-05 Notice of Meetings.**

With the exception of the regular annual meeting of directors to be held immediately following the Society's annual meeting as provided in Section 5-03, notice of each meeting of directors, whether regular or special, shall be given to each director. If such notice is given either (a) by delivering written notice personally to a director or (b) by telephoning personally such director, it shall be so given at least three (3) days prior to the meeting. If such notice is given either (a) by depositing a written notice in the United State mail, postage prepaid, or (b) by electronic means, in all cases addressed to the director's residence or place of business, it shall be so given at least five (5) days prior to the meeting. The notice of all meetings shall state the date, time, place and purpose thereof.

### **Section 5-06 Quorum.**

A quorum for the transaction of business at any meeting of the Board shall consist of a majority of the total number of directors; but if less than a quorum of the directors is present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

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### **Section 5-07 Manner of Acting.**

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

### **Section 5-08 Compensation.**

Directors shall not receive any compensation for their services; but nothing herein contained shall be construed to preclude any director from serving the Society in some other capacity and receiving compensation therefore.

### **Section 5-09 Informal Action by Directors.**

Any action required by law to be taken, or which may be taken, at a meeting of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

### **Section 5-10 Meetings by Telephone.**

Members of the Board of Directors may hold or participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment, provided that all persons participating in such meeting can hear each other at the same time.

### **Section 5-11 Votes by Email.**

When necessary, the board of Directors may conduct business via email between scheduled meetings. Every effort should be made to limit email voting to time critical decisions that cannot wait until the next scheduled meeting. The guidelines for email voting (not normal email discussions) are:

1. The President will originate the email.
2. It will be addressed to the address list including the entire Board.
3. The subject line will begin with "WIPS VOTE – "
4. The proposal will be clearly described; state that a vote is needed; and have a reply-by date when votes are tallied.
5. the President will tally the votes and inform the Board of the outcome; and
6. The Secretary will include the email vote in the minutes of the Board meetings.

## **Article VI -- Officers**

### **Section 6-01 Officers.**

The officers of the Society shall be a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer. All officers must be Active or Honorary Members of the Society at the time of their election and during the entirety of their respective terms of office. No person may hold more than one elected office at the same time.

### **Section 6-02 Election and Term of Office.**

The First Vice President of the Society shall be elected for a one year term. The Second Vice President, Secretary, and Treasurer of the Society shall be elected for two-year terms, with the Secretary elected on even-numbered years and the Second Vice President and Treasurer elected on odd-numbered years. Officers are elected by the members at their annual meeting, but shall not take office until the following January meeting of members. At such January meeting, the immediate past First Vice President shall succeed to the office of President, subject to the provisions of Section 6-04. If the person serving as President immediately preceding the annual elections shall have succeeded to that office by virtue of the occurrence of a vacancy, and if such person shall have been appointed by the Board to the position of Vice President occupied by such person immediately preceding his or her succession to President, the position of President shall be filled by the members of the Society at the time of their annual election of officers and elected directors. The officers shall hold office until the next succeeding January meeting of members and until their successors shall have been elected and shall have qualified or until their earlier death, resignation or removal. Except as otherwise provided in these Bylaws, no officer shall serve more than two successive full terms in the same office. At the option of the board and the agreement of the person serving the office, the Second Vice President, Secretary, and Treasurer may serve more than two successive terms.

### **Section 6-03 President.**

The President shall be the principal executive officer of the Society and shall have general charge and supervision of its business and affairs. The President shall preside at all meetings of the Society and of the Board of Directors, and shall provide such reports of the affairs of the Society as the Board may require from time to time. The President shall be an ex-officio member of each committee appointed by the Board and shall appoint the members of all committees, unless otherwise provided in the resolution creating such committee. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

### **Section 6-04 Vice Presidents.**

In the President's absence or inability or refusal to act, the First Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice Presidents shall perform such other duties as from time to

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time may be assigned by the President or by the Board of directors. The First Vice President shall succeed to the office of President at the January meeting of members or immediately upon the occurrence of a vacancy in the office of President. A First Vice President, elected by the members of the Society, who succeeds to the office of President due to a vacancy in that office shall serve as President for the unexpired portion of the term of his or her predecessor, as well as one complete term thereafter. Notwithstanding the foregoing, a person appointed by the Board to fill a vacancy in the office of First Vice President, who shall thereafter become President by virtue of a vacancy in the Society's presidency shall serve as President only for the unexpired portion of the term of his or her predecessor and shall not continue as President beyond the expiration of the predecessor's term of office, unless elected as First Vice President or President by the members of the Society as provided in these Bylaws.

### **Section 6-05 Secretary.**

The Secretary shall record and maintain the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; give all notices required by law or by these Bylaws; conduct whatever correspondence the President or Board of Directors may require and maintain records of the correspondence of the Society; serve as custodian of the seal of the Society and cause the seal of the Society to be affixed to all documents, the execution of these Bylaws. The Secretary shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board or Directors.

### **Section 6-06 Treasurer.**

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Society, including the collection of all dues and assessments; maintain complete and accurate accounts of the Society's receipts and disbursements; deposit as soon as practical all receipts in the name of the Society in such depositories as shall be selected by the Board of Directors, subject to disbursement or disposition in such manner as the Board shall prescribe; maintain all the financial records of the Society and a current record of the standing of all members in respect of the payment of dues and assessments; maintain a register of the post office addresses furnished by the members; prepare and file all reports of the Society required by law; and render an account of all financial transactions and a report of the Society's financial condition at each meeting of the members. The Treasurer shall pay all expenditures previously authorized by the Board. The Treasurer shall in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or Board of Directors.

### **Section 6-07 Assistant Secretaries and Assistant Treasurers.**

The Board of Directors may appoint one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, who shall perform such duties as shall be assigned by the Secretary, the Treasurer, or by the Board of Directors. Assistant Treasurers and Assistant Secretaries may be removed by the Board by majority vote at a meeting at which a quorum is present, whenever in its judgment the best interest of the Society would be served thereby.

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## **Section 6-08 Bonds.**

If required by the Board of Directors, any officer or assistant officer shall give a bond for the faithful performance of his or her duties, including for the restoration to the Society of property entrusted to them in, such sum and with such surety as the Board shall determine. The premiums for any such bonds shall be paid by the Society.

## **Article VII -- Vacancies, Resignation and Removal of Officers and Directors.**

### **Section 7-01 Vacancies.**

Any vacancy occurring in the Board of Directors, whether in Elected Directorships or officer positions (except President and the immediate past President) shall be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall hold office until the January meeting following the next annual meeting of members at which elections are held.

### **Section 7-02 Resignation.**

Any officer or director of the Society may resign at any time by notice given to a director or an officer. A resignation shall take effect upon receipt of such notice or at any later time designated therein. Unless otherwise specified in the resignation, the acceptance of a resignation shall not be necessary to make it effective.

### **Section 7-03 Removal.**

Any officer or director may be removed for cause by a three-fourths (3/4) vote of the members of the Board of Directors entitled to vote (exclusive of the officer or director sought to be removed) after a hearing at which the officer or director shall have received at least forty five (45) days written notice of the charges and of the time and place of the hearing.

The reasons for recall shall be specified and limited to: Failure to fulfill the duties of the office, as stated in the Bylaws, such as willful violations of the WIPS Code of Ethics and guidelines adopted by the board. The required board vote for recall shall be  $\frac{3}{4}$  of all of the Executive Board members.

## **Article VIII -- Elections.**

### **Section 8-01 Nominating Committee.**

The Nominating Committee shall consist of three (3) Active Members of the Society, one of whom shall be the Immediate Past President, who hold no elective office and who shall be appointed by the President for a one (1) year term. The Immediate Past President shall chair the Nominating

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Committee. Should the Immediate Past President be unwilling or unable to serve on the Nominating Committee, the President shall appoint another member. Nominating Committee members may not serve more than two (2) consecutive terms.

### **Section 8-02 Nominations and Qualifications.**

Within such time schedule as shall be determined by the Board of Directors, but no less than thirty (30) days preceding the annual meeting of members, the Nominating Committee shall transmit to the Board of Directors the names and addresses of nominees for elected directorships and officer positions. Nominations for elective positions may also be made by Active or Honorary Members from the floor at the annual meeting. Only Active or Honorary Members shall be eligible for nomination. Members of the Nominating Committee shall not be eligible for nomination. No person shall be eligible for nomination by the Nominating Committee for more than one elective position at any one time. The Nominating Committee shall determine the eligibility of nominees and ascertain whether the nominees are willing to stand for election and to perform the duties of the respective offices for which they have been nominated.

### **Section 8-03 Election Committee.**

The Election Committee shall consist of three (3) Active Members appointed by the Board of Directors for a one (1) year term, who hold no elective office and are not members of the Nominating Committee. The Election Committee shall be responsible for establishing voting procedures, overseeing the tallying of ballots, certifying the results to the President and resolving all controversies involving the election process.

## **Article IX -- Committees**

### **Section 9-01 Standing Committees.**

The Society shall have the following standing committees report to the board, the members for which shall be Active or Honorary Members of the Society and shall be appointed by the President: All standing committees shall report to the board.

1. Program/Education Committee – to be chaired the First Vice President and to be responsible for arranging all programs for the Society;
2. Field Trip Committee – to be chaired by the Second Vice President and to be responsible for all aspects of field trips, including site investigation, obtaining necessary permits, and the preparation of field information;
3. Audit Committee – to be responsible for reviewing the books and financial records of the Society at least annually and at such other times as shall be required by the Board, and for meeting with and receiving reports of independent accountants designation by the Board to conduct a review of the financial statements and records of the Society;
4. Nominating Committee – to have the duties set forth in Section 8-02 of the Bylaws;

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5. Election Committee – to have the duties set forth in Section 8-03 of the Bylaws;
6. Finance committee – Finance committee shall oversee insurance, investments, fund raising, income, expenditures and budgets. Finance committee reports to the board. The treasurer sits on the finance committee but cannot serve as chair.
7. Marketing Committee – Shall develop marketing strategies for the Society that is in keeping with its mission and goals. This committee will oversee the development and implementation of all forms of communications.
8. Science Committee – to monitor all society scientific activities, including, Principal Investigators and field trip leaders of society sponsored and/or government projects, society publications, society seminars and symposia, society classes and workshops.

The Science committee shall also have responsibility for receiving and refereeing applications for the research grants. The Science Committee Chair shall be appointed by the Board of Directors. The committee shall include the society First Vice President or a member of the standing committee on Education and the society Second Vice President or a member of the standing committee on Field Trips. The science committee shall oversee permits and Memoranda of Understanding (MOU). Members of the Science Committee shall serve for one year with the possibility of further annual terms.

9. Website Committee – Shall oversee the development, maintenance, and security of the Society's website and make recommendations to the Board on all matters regarding the website as may be necessary and appropriate.

Such standing committees shall have the membership, powers and duties prescribed by these Bylaws and such other duties as may be assigned by the Board or the President from time to time. The Society may have such other standing committees as shall be determined by the Board.

### **Section 9-02 Other Committees.**

Other committees not having or exercising the authority of the Board of Directors in the management of the Society may be appointed in such manner as may be designated by resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each committee shall be Active or Honorary Members of the Society, and shall be appointed by the President. Any member of a committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Society will be served by such removal.

### **Section 9-03 Term of Office.**

Committee members shall continue as such until the January meeting following the annual meeting of the members of the Society and until their successors are appointed, unless the committee shall be sooner terminated, or such member is removed from such committee or shall cease to qualify as a member thereof.



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### **Section 9-04 Chairpersons.**

One member of each committee shall be designated by the person or persons authorized to appoint the members thereof to chair the committee's activities.

### **Section 9-05 Vacancies.**

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

### **Section 9-06 Quorum.**

Unless otherwise provided in the resolution of the Board of Directors designating a committee, or by these Bylaws, a majority of the whole committee shall constitute a quorum; and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

### **Section 9-07 Rules**

Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## **Article X -- Indemnification**

### **Section 10-01 Third Party and Derivative Actions.**

The Society shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or Proceeding (all the foregoing referred to as a "Proceeding"), whether civil, criminal, administrative, or investigative (including an action by or in the right of the Society), by reason of the fact that such person is or was a director, officer, employee or agent (all the foregoing referred to as "Agent") of the Society, or is or was serving at the request of the Society as Agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid or necessarily incurred, in settlement or otherwise, in connection with the Proceeding, except in relation to matters as to which the Agent shall be adjudged in the Proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability, unless, and only to the extent that the court in which the Proceeding was brought shall determine upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the Agent is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper; but such indemnification shall not be deemed exclusive of any other rights to which the Agent serving at the Society's request is entitled under any agreement, or otherwise.

**Section 10-02 Determination.**

Any indemnification under Section 10-01 (unless ordered by a court) shall be made by the Society only as authorized in the specific case upon a determination that indemnification of the Agent is proper in the circumstances because the Agent has met the applicable standard of conduct set forth in Section 10-01. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the Proceeding; or, (b) if such a quorum is not obtainable, or even if obtainable, and a quorum of the disinterested directors so directs, by independent legal counsel in a written opinion; or, (c) by the affirmative vote of the majority of the members entitled to vote and represented at a meeting called for such purpose; provided, however, that if the Agent has been successful on the merits or otherwise in defense of the Proceeding or in defense of any claim, issue or matter therein, the Agent shall automatically be indemnified against expenses (including attorneys' fees) actually and necessarily incurred in connection therewith without the necessity of any such determination that the applicable standard of conduct set forth in Section 10-01 was met.

**Section 10-03 Payment in Advance.**

Expenses incurred in defending a Proceeding may be paid by the Society in advance of the final disposition of the Proceeding as authorized by the Board of Directors as provided in Section 10-02 upon receipt of an undertaking by or on behalf of the Agent to repay such amount if and when it should ultimately be determined that the Agent is not entitled to be indemnified by the Society as authorized in this Article IX.

**Section 10-04 Insurance.**

The Board of Directors may exercise the Society's power to purchase and maintain insurance on behalf of any person who is or was an Agent of the Society, or is or was serving at the request of the Society as a Agent against any liability asserted against or incurred by the Agent in any such capacity, or arising out of the Agent's status as such, whether or not the Society would have the power to indemnify the Agent against such liability hereunder or otherwise.

**Section 10-05 Other Coverage.**

The indemnification provided by this Article X shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation, these Bylaws, agreement, vote of members or disinterested directors, the Colorado Nonprofit Corporation Act, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Agent and shall inure to the benefit of the heirs and personal representative of such a person.

## **Article XI -- Dues**

### **Section 11-01 Annual Dues.**

The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues or assessments for the various classifications of members.

### **Section 11-02 Payment of Dues.**

New memberships shall be paid in full upon receipt of membership application. Membership renewals shall be paid in full before the first of the new year or at the January meeting.

### **Section 11-03 Default and Termination of Membership**

The membership of any person whose dues or assessments are not paid in full within ninety (90) days of their due date shall automatically terminate. The Treasurer shall strike from the membership register the name of any such member and shall certify to the Board from time to time a list of names so deleted.

## **Article XII -- Miscellaneous**

### **Section 12-01 Contracts, Instruments, Checks and Drafts.**

Except as otherwise provided in these Bylaws, or where the signing and delivery thereof is expressly delegated by the Board of Directors to some other officer or agent of the Society, (a) the President shall have the power to execute and deliver on behalf of the Society any contracts or instruments requiring the signature of the Society; and (b) all checks, drafts or other orders for the payment of money shall be signed by the Treasurer or by the President. Signatures of both Treasurer and President are required for expenditures greater than \$1,000.

### **Section 12-02 Deposits.**

All funds of the Society shall be promptly deposited to the credit of the Society in such banks, trust companies or other depositories as the Board of Directors may select from time to time.

### **Section 12-03 Books and Records.**

Custodians appointed by the Board of Directors shall maintain the Society's records of membership, activities, and finances. Maintenance policy and duration of retention will be specified in the Policies and Guidelines section of the WIPS Handbook. These guidelines must be followed and periodically audited. Records may be maintained in hard copy or electronically. All records of the Society may be inspected by any member or member's agent or attorney for any legitimate reason at any

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reasonable time. Records may be securely disposed after the specified retention period unless those records are involved in any audit, investigation, or litigation. Records covered by this section include but are not limited to the following:

- Financial Books and Records of Account
- Membership Roster (Names and Addresses)
- Business Minutes of Meetings of Members or Board of Directors
- Field Trip Waivers of Liability
- Activity Conduct Agreements Insurance Policies
- Grant and Scholarship Awards

### **Section 12-04 Fiscal year.**

The fiscal year of the Society shall be established by the Board.

### **Section 12-05 Corporate Seal.**

The corporate seal of the Society shall be in such form as shall be approved by resolution of the Board of Directors and may be used by causing it or a facsimile thereof to be impressed, affixed or in any manner reproduced.

### **Section 12-06 Parliamentary Authority.**

The then-current edition of Robert's Rules of Order Newly Revised shall govern the Society in all instances in which they are applicable and in which they are not in conflict with the Bylaws.

### **Section 12-07 Equipment Inventory.**

WIPS may at times carry an inventory of equipment for the convenience of members.

### **Section 12-08 Conflict of Interest Statement**

WIPS shall maintain a document setting forth a policy to inform the Board of Directors as to (a) what constitutes a conflict of interest, (b) assist the Board in identifying and disclosing actual and potential conflicts of interest, and (c) ensure the avoidance of conflicts of interest, when necessary. The following persons are required to sign the Conflict of Interest Statement: WIPS Board members and officers, the chairs of the Finance and Science committees, and any other member as deemed necessary by the WIPS Board.

**Article XIII -- Waiver of Notice.**

Whenever any notice is required to be given under the Colorado Nonprofit Corporation Act or under the Articles of Incorporation or the Bylaws of the Society, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein and whether before or after the meeting, shall be deemed equivalent to the giving of such notice. Attendance of any person at any meeting shall constitute a waiver of notice of such meeting, except where a person entitled to notice attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

**Article XIX -- Dissolution of a Corporation**

- a) Upon dissolution of this corporation, assets will be distributed to one of more non-profit organizations with similar purposes.
- b) On dissolution of the Society, all assets shall be distributed by vote of the Board of Directors to valid non-profit organization(s) [having a valid Internal Revenue Service Tax-Exemption] whose aims are consistent with the ethical, philosophical and educational purposes of the Society.