

# Pacific Coast Entomological Society

*Articles of Incorporation and Bylaws*

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## PACIFIC COAST ENTOMOLOGICAL SOCIETY

Organized 15 August 1901

### ARTICLES OF INCORPORATION

Know all men by these presents:

That we, the undersigned, do hereby voluntarily associate ourselves together for the purpose of forming a nonprofit corporation under the laws of the State of California, and we hereby certify that:

First.- The name of this corporation shall be the Pacific Coast Entomological Society.

Second.- The purposes for which this corporation is formed are to promote, sponsor, foster, and stimulate research in the field of entomology; to provide facilities and opportunities for research and analysis of any and all phases of entomology by lectures, forums, discussions, symposia, and analyses; to publish books, pamphlets, monographs, and in general to disseminate information about entomology and the results of entomological research; to accumulate and record historical facts and materials relating to entomology in general; to give, grant, and sponsor the granting of fellowships and awards for study or research in the field of entomology; and research in entomology between the members of this corporation and scientists and entomologists throughout the world. To do any and all things necessary, suitable, convenient, or proper for or in connection with or incidental to the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein enumerated or designed, directly or indirectly to promote the interests of this corporation, and to do any and all things and to exercise any and all powers which may now or hereafter be lawful for this corporation to do or to exercise under the laws of the State of California; provided, however that this corporation is and shall be a corporation which does not contemplate pecuniary gain or profits to the members thereof. No part of the net earnings of this corporation shall inure to the benefit of any member whatsoever, and no part of the activities of this corporation shall be or constitute carrying on propaganda or otherwise attempting to influence legislation.

Third.- The county in the State of California where the principal office for the transaction of the business of this corporation is to be located is the City and County of San Francisco.

Fourth.- The number of this corporation's directors who shall be known as the members of the Executive Board of this corporation is eleven (11), and the names and addresses of the persons who are to act in the capacity of members of the Executive Board until election of their successors are:

E. Gorton Linsley, University of California, Berkeley  
H. M. Armitage, State Dept. of Agriculture, San Francisco  
Peter C. Ting, State Dept. of Agriculture, San Francisco  
E. R. Leach, 217 Hillside Avenue, Piedmont, California  
R. L. Usinger, University of California, Berkeley  
E. O. Essig, University of California, Berkeley  
Gordon F. Ferris, Stanford University, California  
Edward S. Ross, California Acad. of Sciences, San Francisco  
Carl S. Duncan, San Jose State College, California

The number of members of the Executive Board may be changed from time to time by the bylaws duly adopted; provided, however, that the number of the members of the Executive Board shall not be less than three (3).

Fifth.- The authorized number and qualifications of the members of this corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of each class of membership, and the liability of each and all classes of members to dues and assessments, and the method of collection thereof, shall be as set forth in the bylaws of this corporation.

Sixth.- The name of the existing unincorporated association which is hereby being incorporated is Pacific Coast Entomological Society.

Seventh.- The property of this corporation is irrevocably dedicated to educational and scientific purposes and no part of net income or assets of this organization shall ever enure to the benefit of any director, officer, or member thereof or to the benefit of any private persons. Upon dissolution or winding up of the corporation, its assets, remaining after payment of, or provisions for payment of, all debts and liabilities of this corporation, shall be distributed to the California Academy of Sciences, located in San Francisco, California, a nonprofit corporation which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954. In the event the Academy or any successor organization is not in existence or is not tax-exempt under section 501(c)(3), distribution shall be made to a nonprofit fund, foundation, or corporation which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954. If this corporation holds any assets in trust, or the

corporation is formed for charitable purposes, such assets shall be disposed of in such a manner as may be directed by decree of the superior court of the city in which the corporation has its principal office, upon petition therefore by the Attorney General or by a person concerned in the liquidation, in a proceeding to which the Attorney General is a party. In Witness Whereof, the president and secretary of the Pacific Coast Entomological Society, an existing unincorporated association, have hereunto set their hands this 28th day of August, 1940.

E. Gorton Linsley  
President of Pacific Coast  
Entomological Society, an Existing  
Unincorporated Association

Peter C. Ting  
Secretary of Pacific Coast  
Entomological Society, an Existing  
Unincorporated Association

Endorsed and filed in the office of the  
Secretary of State of the State of  
California, 11 September 1940.  
Paul Peek, *Secretary of State*  
By Chas. J. Hagerty, *Deputy*

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## BYLAWS

Incorporating Amendments dated 16 February 1951; 28 November 1953; 29 October 1955; 15 February 1963; 12 November 1965; 15 October 1971; 19 December 1975; 19 January 1979; 16 November 1979; 14 December 1990.,

### ARTICLE I

#### Offices

Section 1. The principal office for the transaction of the purposes of the corporation is hereby fixed at

the California Academy of Sciences, Golden Gate Park, in the City and County of San Francisco, State of California. The Executive Board is hereby granted power and authority to change said principal office from one location to another in said county.

## ARTICLE II

### Executive Board

Section 1. Subject to the limitations of the Articles of Incorporation, the Bylaws, and the laws of the State of California, all corporate powers shall be exercised under the authority of the board of directors who shall be known as and who are herein designated as the members of the Executive Board of the corporation. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Executive Board shall have the following powers:

*First:* to select or remove all other officers, agents, and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation, or Bylaws, fix their compensation and require from them security for faithful service.

*Second:* To make such rules and regulations in respect to the management of the affairs of the corporation not inconsistent with law, with the Articles of Incorporation, or Bylaws, as they deem best.

The action of the members of the Executive Board shall be subject to the holders of the membership of the Society and none of its acts shall conflict with action authorized by such membership.

Sec. 2. The authorized number of members of the Executive Board shall be eleven (11) until changed by an amendment of the Articles of Incorporation or by an amendment of this section as provided by law.

Sec. 3. The Executive Board members shall consist of the chairpersons of standing committees, the officers of the Society, and the editors of The Pan-Pacific Entomologist. In the event that one person holds two or more of the above positions, additional members-at-large shall be elected in the same manner as the regular elective officers, to fill the Executive Board of eleven (11) members. The members of the Executive Board who shall be officers of the Society shall serve until the next annual meeting of the members of the Society, and until their successors are duly elected and qualified. The members of the Executive Board who serve as such because of their positions as chairpersons of the standing committees

shall serve until their successors have been appointed by the president and confirmed by the Executive Board, and have qualified.

Sec. 4. Meetings of the members of the Executive Board for any purpose or purposes shall be called at any time by the president, or if he is absent, unable or refuses to act, by any three (3) members of the Executive Board. Notice of the time and place of any such meetings shall be given so that it will be delivered to the Board members or to their addresses at least twenty-four (24) hours prior to the time fixed for such meetings but preferably seven (7) days or more in advance.

Sec. 5. The Executive Board shall fill, by appointments, any vacancies occurring in any elective office between annual election.

Sec. 6. At least six (6) members of the Executive Board shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the members of the Executive Board shall be the act of the Executive Board unless a greater number be required by law or by the Articles of Incorporation.

### ARTICLE III

#### Officers

Section 1. The officers of the Society shall be a president, president-elect, managing secretary, recording secretary, and treasurer.

Sec. 2. At the last regular meeting prior to the annual meeting, a nominating committee of at least three members shall be appointed by the president from among those members who are not holding any elective office at the time and who did not serve on the nominating committee of the previous year. It shall be the duty of this committee to nominate candidates for the offices to be filled at the annual meeting. Nominations may likewise be made from the floor.

Sec. 3. The president, president-elect, managing secretary, recording secretary, and treasurer shall be elected by a majority of the members present at the annual meeting to serve for one (1) year, their term in office beginning with the close of the annual meeting at which they were elected, and until their successors are elected and qualified.

Sec. 4. The president and president-elect shall hold office for no longer than two consecutive years but are eligible for re-election after the lapse of one year from the time of leaving office. The managing secretary and treasurer shall be selected with a view to continuity of tenure of their offices, and hence, other things being equal, may be re-elected each year, subject to their own desires in the matter.

Sec. 5. No member shall hold more than one elective office at one time.

Sec. 6. Vacancies occurring in any elective office between annual elections shall be filled by action of

the Executive Board.

## ARTICLE IV

### Duties of Officers

Section 1. The president shall preside at all meetings of the Executive Board and regular meetings of the membership. He/she shall appoint temporary committees including a nominating committee, appoint members to fill vacancies in standing committees, act as ex officio member of all standing committees, appoint a new Program Committee and its chairperson soon after taking office and during his/her term of office may replace any members as necessary, arrange details of meetings in cooperation with the Program Committee, and call any special meetings. The president shall, at the regular meeting prior to the annual meeting, appoint an Auditing Committee, no member of which is an officer of the Society, to review the financial records of the Society and to report to the members of the Society at the annual meeting. At the annual meeting he/she shall appoint two (2) members to the Publication Committee to replace retiring members, and name the Chairperson, report on the state of the Society, and deliver an annual address.

Sec. 2. The president-elect shall assume all responsibilities of the president in the event of the temporary absence of the latter. The president and president-elect being absent, a chairperson may be selected pro tempore from among the members present. The temporary chairperson shall conduct such business as is absolutely necessary, postponing consideration of other matters until such time as the regular officers may be in attendance.

Sec. 3. The managing secretary shall send out notices of all meetings at the order of the president, handle all correspondence of the Society, and keep a record of past and current members. He/she shall maintain a supply of copies of the Articles of Incorporation and the Bylaws, including new amendments, and shall furnish a copy to each new member of the Executive Board, and to other members of the Executive Board at their request. The recording secretary shall keep a list of members and visitors present at each meeting, and of the proceedings of said meetings, and submit an edited manuscript of the proceedings for each year to be published preferably in the October number of the following year's Pan-Pacific Entomologist.

Sec. 4. The treasurer shall handle all financial matters of the Society and shall maintain bank accounts in the Society's name. Current receipts, unless otherwise specified, become a part of the general funds of the Society, administered by the Executive Board through the treasurer who is hereby granted authority to expend the money necessary to send out notices of meetings and to defray expenses, send out bills, etc., in connection with publications of the Society and such other necessary expenses of the Society as

are approved by the Executive Board.

## ARTICLE V

### Committees

Section 1. Standing committees shall include the following: Publication Committee, Program Committee, Historical Committee, and Membership Committee. The president shall be invited to each meeting of a standing committee as an ex officio member. The chairperson shall call the meetings and preside. The membership of these committees may be reviewed at any meeting of the Executive Board, which may make such changes as may be deemed necessary. Committee vacancies occurring between Executive Board meetings may be filled by presidential appointment, subject to confirmation by the Executive Board at its next meeting.

Sec. 2. The Publication Committee shall be responsible for the publications of the Society. It shall consist of six members appointed by the president for three-year terms, groups of two expiring in successive years. The Publication Committee shall meet at least once a year before the annual meeting to formulate an annual report for the Society. Four members shall constitute a quorum.

Sec. 3. The Historical Committee of five members shall cooperate with the California Academy of Sciences in accumulating historical entomological material to be deposited with the Academy.

Sec. 4. The Membership Committee of three members shall consult with applicants or prospective members, acquaint them with the purposes of the Society and with the obligations incurred with membership, and consider such persons and propose their names, if satisfactory, to the Society for election to membership. It shall further be the duty of the committee to consider members' applications for student status and to review the membership from time to time for persons to be nominated as Honored Members. The Committee shall meet at least once, early in the year, to establish a new list of nonmembers, including organizations, to whom Society meeting announcements shall be sent, in an effort to increase membership and meeting attendance. The chairperson shall provide the managing secretary with a copy of the list and retain a copy for the committee records.

Sec. 5. The Program Committee shall plan the various meetings, including the field days, arrange for speakers, encourage members to bring exhibits, and contribute short notes and observations, and improve the meetings of the Society in other ways. The chairperson shall call all meetings of the committee after consultation with the president. The committee shall inform the managing secretary of the Society as to the programs of the meetings in sufficient time to permit the issuing of the specific notices of the meetings.

Sec. 6. Prior to the annual meeting of the Society, the chairperson of each standing committee shall

contact the members of his/her committee and determine whether or not each wishes to continue his/ her committee service for another year. Each chairperson shall then immediately notify the president, in writing, whether or not members have resigned for the following year. Committee vacancies known at this time shall be filled by appointment by the president not later than the next regular meeting of the membership.

## ARTICLE VI

### Members

Section 1. Membership shall be open to persons interested in insects or other Arthropoda.

Sec. 2. An applicant for membership will communicate with a member of the Membership Committee and pay his or her dues in advance. The Membership Committee shall then nominate the applicant for membership at the next regular meeting of the Society. An affirmative vote of two-thirds of the members present at any meeting is required, whereupon the applicant becomes a member. The chairperson shall furnish the managing secretary and treasurer with the names and mailing addresses of the newly-elected members.

Sec. 3. The Executive Board shall fix the annual dues for regular members and student members, the annual subscription rate for The Pan-Pacific Entomologist, and the prices for back issues of The Pan-Pacific Entomologist and other Society publications. Changes in dues, rates, and prices shall be announced at the next regular meeting of the Society and published in the proceedings. The dues are payable in advance. Each additional member (called a family member) in the immediate family of a regular member may pay dues of only \$1.00 per year, but this shall entitle said family to only one subscription to The Pan-Pacific Entomologist.

Sec. 4. Members at retirement with at least ten (10) years of active membership may, on request, be continued as active members without payment of dues. Moreover, such members, if they desire, may receive The Pan-Pacific Entomologist upon payment of one-half regular membership dues per year.

Sec. 5. Students registered at any school or recognized institution of higher learning are eligible for student membership. Student members shall have all the privileges of regular members.

Sec. 6. Any member who, through long and distinguished service to the Society, is deemed worthy of special recognition may be elected an Honored Member. Candidates for honored membership shall be nominated by the Membership Committee at the Society meeting prior to their election by the membership, or they may be elected directly by the Executive Board, with announcement of the election made at the next Society meeting and recorded in the Society's proceedings. Such members shall be free from the payment of dues or other financial obligations but shall retain all privileges of regular members.



Sec. 7. All members, except retired members or as herein otherwise provided, shall receive The Pan-Pacific Entomologist with no additional charge.

## ARTICLE VII

### Meetings

Section 1. At least four regular meetings shall be held each year, preferably with two in the fall and two in the spring, with an annual Field Day or equivalent. Regular notice of such meetings shall be given to each member at his or her request either personally or by mail, or other means of communication, charges prepaid, addressed to such member at his or her address, if any, appearing upon the books of the Society, or given by him or her to the Society for the purpose of notice. All such notices shall be sent to the members not less than ten (10) days before such meeting.

Sec. 2. Special meetings may be called at any time at the discretion of the president, or shall be called at the request of five members, provided that written notice is sent to all members at least two weeks in advance of the meeting.

Sec. 3. The December meeting of each year shall be known as the Annual Meeting. At this time, in addition to the election of officers and the transacting of other regular and special business, annual reports of all committees shall be submitted as well as an annual report of the treasurer.

Sec. 4. The presence in person of ten (10) members of the Society at any regular or special meeting shall constitute a quorum for the transaction of business, but less than a quorum may adjourn any meeting from time to time and the meeting may be held as adjournment without further notice.

## ARTICLE VIII

### Delegates

The Society may accredit delegates, appointed by the president, to national and international meetings such as the American Association for the Advancement of Science and the International Entomological Congresses. Members may be accredited by a two-thirds vote of the members present at any meeting.

## ARTICLE IX

### Amendments

These Bylaws may be amended or repealed by the Executive Board, subject always to the power of

the members to change or repeal such Bylaws; or by the vote or written assent of a majority of the members; or by a majority of a quorum at a meeting of the members duly called for the purpose of amending the Bylaws.

[Note: The Articles of Incorporation and Bylaws were published in: PAN-PACIFIC ENTOMOLOGIST 67(1): 1-6,(1991)]

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