

BYLAWS OF

The Coleopterists Society
(a California Nonprofit Public Benefit Corporation)
(Adopted 18 October 2013)
(Last emended 1 October 2018)

ARTICLE 1: PRINCIPAL OFFICE

Section 1. Principal Office. The initial principal office of The Coleopterists Society shall be located in the City of Santa Barbara, County of Santa Barbara, State of California. The governing body of The Coleopterists Society, The Coleopterists Society Council (hereinafter called the Council) may at any time, or from time to time, change the location of the principal office from one location to another.

Section 2. Branch Offices. The Council may at any time establish branch offices at any place where The Coleopterists Society is qualified to do business.

ARTICLE 2: GOVERNING BODY: THE COLEOPTERISTS SOCIETY COUNCIL

Section 1. Powers. Subject to the provisions and limitations of the Articles of Incorporation or these Bylaws, and subject to any limitations in the law, the business and affairs of The Coleopterists Society shall be managed, and all corporate powers shall be exercised, by or under the direction of The Coleopterists Society Council ("Council" means the "Board" as defined by Corporation Code section 5038; "Councilors" means "Directors" as defined by Corporations Code section 5047). The Council may delegate the management of any day-to-day operation of the business of The Coleopterists Society to any person or persons, management company, or committee (however composed), provided that the activities and affairs of The Coleopterists Society shall be managed and all corporate powers shall be exercised under the ultimate direction of the Council. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Council shall have the following powers in addition to the other powers enumerated in these Bylaws:

- (a) To select and remove all officers, agents, and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with applicable law, the Articles, or these Bylaws, fix their compensation, and require from them security for faithful service.
- (b) To conduct, manage, and control the affairs and activities of the corporation and to make such rules and regulations therefor which are not inconsistent with applicable law, the Articles, or these Bylaws, as they may deem appropriate.
- (c) To adopt, make, and use a corporate seal and to alter the form of such seal from time to time as they may deem appropriate.
- (d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.

Section 2. Councilors. Initially, a twelve (12) member Council shall govern The Coleopterists Society, comprising six (6) officers listed and described in Article 3 of these Bylaws and six (6) additional members of the Council elected from the general membership, two (2) of whom shall be students at the time of election, and one (1) of whom shall hold citizenship outside of North America. Any member in good standing may be elected and serve on the Council. The number of Councilors may be changed by amendment or revision of these Bylaws, or by repeal of these Bylaws and adoption of new Bylaws. All councilors are required to read and follow these Bylaws including The Coleopterists Society Ethics Statement (Article 13).

Not more than 49 percent of the persons serving on the Council may be "interested persons" as defined by Section 5227 of the California Corporations Code. For purposes of Section 5227, "interested persons" means either:

(1) Any person currently being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full- or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Councilor as Councilor; or

(2) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 3. Election, Designation, and Term of Office of Councilors. Councilors who are not also officers shall be elected by the members by written ballot just prior to the annual meeting of members and shall serve for a two (2) year term. The term shall begin at the close of the annual meeting of members following the election of the Councilor and shall end when their successor is elected and seated at the close of the annual meeting of members immediately following the election of the successor. The term of a Councilor who is also an officer shall be the same term as the term of the officer position. The terms of the respective Councilors appointed by the Incorporators (who concurrently serve as Councilors of The Coleopterists Society, an unincorporated association) shall end at the same times as their terms as Councilors of the unincorporated association would have ended if the unincorporated association continued without change.

Section 4. Vacancies; Resignations; Removal. A vacancy on the Council shall exist on the occurrence of the following: (a) the death or resignation of any Councilor; (b) the declaration by resolution of the Council of a vacancy in the office of a Councilor who has been declared of unsound mind by a final order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Sections 5230-5239 of the Law dealing with standards of conduct for a Councilor, or has missed three (3) consecutive regular meetings of the Council; (c) the vote of the Council to remove a Councilor; (d) an increase in the authorized number of Councilors; or (e) the failure of the members, at any meeting of members at which Councilors are to be elected, to elect the number of Councilors required to be elected at such meeting.

Except as provided in this paragraph, any Councilor may resign effective upon giving written notice to the President or Secretary of the Council, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the California Attorney General is first notified, no

Councilor may resign when The Coleopterists Society would then be left without a duly elected Councilor in charge of its affairs.

Except for a vacancy created by the removal of a Councilor by the members, vacancies on the Council may be filled by vote of a majority of the Councilors then in office, whether or not the number of Councilors then in office is less than a quorum, or by vote of a sole remaining Councilor. The members may fill any vacancy not filled by the Council. Prior to the removal of any Councilor, the Councilor to be removed shall have been notified in writing in the manner set forth in Article 4, Section 11 that such action would be considered at the meeting at which removal is voted.

No reduction of the authorized number of Councilors shall have the effect of removing any Councilor before that Councilor's term of office expires.

Section 5. Place of Meeting. Meetings of the Council shall be held at any place within or without the State of California which has been designated from time to time by resolution of the Council or by written consent of all members of the Council.

Section 6. Annual Meetings. The Council shall hold an annual meeting of the Council for the purpose of organization and the transaction of other business. The meeting shall be held immediately prior to the annual meeting of members at the place, on the date, and at the time set by resolution of the Council. Incoming Councilors whose terms begin at the end of said annual meeting of members shall attend said annual meeting of the Council.

Section 7. Regular Meetings. Regular meetings of the Council shall be held without call or notice at such days and times as are fixed by the Council.

Section 8. Special Meetings. Special meetings of the Council for any purpose or purposes may be called at any time by the President, the Secretary, or any two (2) Councilors.

Special meetings of the Council shall be held upon seven (7) days' prior notice by first-class mail, or four days' notice given personally or by telephone (including a voice messaging system), facsimile, electronic mail, or other similar means of communication. Any such notice shall be addressed or delivered to each Councilor at such Councilor's address as is shown upon the records of the corporation or as may have been given to the corporation by the Councilor for purposes of notice.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient. The notice need not specify the purpose of the meeting.

Section 9. Quorum; Action at a Meeting. Presence of a majority of the Councilors then in office, at a meeting of the Council constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws. Every act done or decision made by a majority of the Councilors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Council, unless a greater number, or the same number after disqualifying one or more Councilors from voting, is required by the Articles of Incorporation, these Bylaws, or the Law. Councilors may not vote by proxy. A meeting at which a quorum is initially present, including an adjourned meeting, may continue to transact business notwithstanding the withdrawal of Councilors, if any action taken is approved by at least a disinterested majority of the required quorum for such meeting, or such greater number as required by the Articles of Incorporation, these Bylaws or the Law.

Section 10. Participation in Meetings by Electronic Communication. Notwithstanding anything to the contrary in these Bylaws, Councilors may participate in a meeting of the Council, or a committee meeting, through use of conference telephone, electronic video screen communication or electronic transmission by and to the Corporation pursuant to Sections 20 and 12 of the California Corporations Code. Participation in a meeting through the use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all members participating in that meeting can hear one another. Participation in a meeting through use of electronic transmission by and to the Corporation, other than telephone conference and electronic video screen communication, constitutes presence in person at that meeting if both of the following apply:

- a) Each Councilor participating in the meeting can communicate with all of the other Councilors concurrently.
- b) Each Councilor is provided the means of participating in all matters before the Council, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Section 11. Adjourned Meeting and Notice. A majority of the Councilors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Councilors who were not present at the time of the adjournment.

Section 12. Action Without a Meeting. The Council may take any required or permitted action without a meeting, if all members of the Council shall individually or collectively consent in writing to such action. Action by unanimous written consent can be circulated by any one or combination of mail, facsimile transmission, attachment to an email or any other means by which all the signatures can be collected. Such written consent or consents shall be filed with the minutes of the proceedings of the Council. Such action by written consent shall have the same force and effect as the unanimous vote of such Councilors. All voting by the Council without a meeting by electronic vote shall follow the procedures set forth in this Article 6, Section 13. For purposes of this section and Section 13 below, "all members of the Council" does not include an "interested director" as defined in Corporations Code Section 5233.

Section 13. Electronic Voting Without a Meeting. The following is one method of voting electronically. Other methods of voting electronically without a meeting may be established from time to time by the Council, provided the method complies with the Law.

- a) A motion may be made by a posting of said motion to the Council listserver by any Council member normally empowered to do so.
- b) A valid second is required in the same forum within 2 full working days, or the said motion dies for a lack of a second.
- c) After seeing a valid second, the President will acknowledge via the listserver that a motion is on the floor, assign a period for discussion not less than 5 full working days after his/her acknowledgement, and post a date for the vote to be taken. If the motion addresses a time sensitive issue, as determined by the President, the discussion period may be limited to 2 full working days. All items referred to in this paragraph should be addressed by the President in the same posting.
- d) Any Councilor may request a change in the vote date or to move the motion to a regular meeting of the Council. The President shall rule on these requests and that ruling shall be final.
- e) A motion may be tabled by the same procedure used to make a motion. A contested amendment also follows the same procedure (friendly amendments are allowed with the consent of the mover and seconder). In these cases, the President will postpone the vote date for the primary motion as needed to maintain proper order with the secondary motions.
- f) A voting period of 5 full working days, or 2 full working days in the case of time- sensitive issues, must be allowed. The voting will follow a "call for a vote" post by the President at the beginning of the voting period. If two-thirds of the members of the Council do not approve the action within the voting period, the motion fails and can be renewed later.
- g) Votes, discussion, amendments, and objections should be shared via the Council listserver, but votes received by the President via phone, FAX, or other method may be posted by the President.
- h) Business on multiple motions may be on the floor for discussion at the same time, but should be posted in separate messages with the subject indicating the motion addressed.

Section 14. Fees and Compensation. Councilors and members of committees may not receive any compensation for their services as such, but may receive reasonable reimbursement of expenses incurred in the performance of their duties, including advances as provided in Article 5, Section 2, as may be fixed or determined by resolution of the Council.

ARTICLE 3: OFFICERS

Section 1. Officers. The officers of The Coleopterists Society shall consist of a President, Past-President, President-Elect, Secretary, Treasurer, and Managing Editor and other officers as the Council may designate by resolution. The same person may not hold more than one office except during a time period between a vacancy and the election of a replacement officer. In addition to the duties specified in this Article 4, officers shall perform all other duties customarily incident to their office and such other duties as may be required by applicable law, by the Articles of Incorporation, or by these Bylaws, subject to control of the Council, and shall perform such additional duties as the Council shall from time to time assign.

Section 2. Election; Term. With the exception of the President and Past-President, the officers shall be nominated by the nominating committee of the Council and elected by the members by written ballot just prior to the annual meeting of members. All officers shall serve at the pleasure of the Council. Terms of office shall be as follows:

- (a) President shall serve for two (2) years
- (b) President-Elect shall serve for two (2) years
- (c) Past-President shall serve for two (2) years
- (d) Secretary shall serve for five (5) years
- (e) Treasurer shall serve for five (5) years
- (f) Managing Editor shall serve for five (5) years

Each officer, including an officer elected to fill a vacancy, shall hold office until expiration of the term for which elected and until a successor has been duly elected and qualified.

With the exception of the officers appointed by the Incorporators, each officer will begin their term at the close of the annual meeting of members immediately following their election, unless the officer is the next President or Past-President in which case he or she shall rotate into such office as explained in Sections 5 and 7 below.

Section 3. Resignation. Any officer may resign at any time by giving written notice to the Council, the President or the Secretary of The Coleopterists Society. Any resignation shall take effect on the date of the receipt of such notice or at any later time specified in the resignation; and, unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws as specified in Article 2, Section 4.

Section 5. President. The President-Elect shall succeed to the office of President at the close of the annual meeting following the election of the next President-Elect, and their term as President shall end two years thereafter at the close of the annual meeting at which the following President-Elect is elected, at which time the President shall succeed to

the office of Past-President. The President shall, when present, preside at all meetings of both the membership and Council. The President is authorized to execute in the name of The Coleopterists Society all contracts and other documents authorized either generally or specifically by the Council to be executed by The Coleopterists Society. Subject to the advice and consent of the Council, the President shall, in general, supervise and conduct the activities and operations of The Coleopterists Society, shall keep the Council fully informed and shall freely consult with them concerning the activities of The Coleopterists Society, and shall see that all orders and resolutions of the Council are carried into effect. The President shall be empowered to act, speak for, or otherwise represent The Coleopterists Society between meetings of the Council. The President shall be responsible for the hiring and firing of all personnel, and shall be responsible for keeping the Council informed at all times of staff performance and for implementing any personnel policies adopted by the Council. The President is authorized to contract, receive, deposit, disburse, and account for funds of The Coleopterists Society; and to negotiate all material business transactions of The Coleopterists Society.

Section 6. President-Elect. The term of the President-Elect shall begin at the close of the annual meeting following their election and shall end at the close of the second annual meeting following their election, at which time the President-Elect shall succeed to the office of President. The President-Elect shall, in the absence of the President, or in the event of their inability or refusal to act, perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.

Section 7. Past-President. The term of the Past-President shall begin when the President is succeeded by the then President-Elect at the close of the annual meeting following the election of the next President-Elect and shall end two years thereafter at the close of the annual meeting at which the following President-Elect is elected, at which time the President shall succeed to the office of Past-President. The Past-President shall, in the absence of the President and President-Elect, or in the event of their inability or refusal to act, perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Past-President shall serve as the chair of the nominating committee.

Section 8. Secretary. The Secretary, or their designee, shall be custodian of all records and documents of The Coleopterists Society, shall act as Secretary of all the meetings of the Council and the membership, and shall keep the minutes of all such meetings in documents proposed for that purpose. He or she shall attend to the giving and serving of all notices of The Coleopterists Society, and if there is a seal of The Coleopterists Society, see that the seal of The Coleopterists Society is affixed to all documents, the execution of which on behalf of The Coleopterists Society under its seal is duly authorized in accordance with the provisions of these Bylaws.

Section 9. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of The Coleopterists Society, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of The Coleopterists Society with such depositories as may be designated by the Council. The Treasurer shall disburse or cause to be disbursed the funds of The Coleopterists Society as may be ordered by the Council, and shall render to the President and Councilors, whenever they request it, an account of all of the Treasurer's transactions as Treasurer and of the financial condition of The Coleopterists Society.

If required by the Council, the Treasurer shall give The Coleopterists Society a bond in the amount and with the surety or sureties specified by the Council for faithful performance of the duties of the Treasurer's office and for restoration to The Coleopterists Society of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control on the Treasurer's death, resignation, retirement, or removal from office. The Coleopterists Society shall pay the cost of such bond, if so required.

Section 10. Managing Editor. The business and affairs of the journal of The Coleopterists Society and other publications of The Coleopterists Society shall be managed by the Managing Editor. Decision making shall be by majority vote of the Council, unless otherwise specified by these Bylaws. The Managing Editor shall be responsible for selecting and maintaining the number of members of the editorial board as determined by the Council. The Managing Editor shall encourage diversity and fairness in selection of the editorial board.

ARTICLE 4: MEMBERSHIP

Section 1. Qualifications. The Coleopterists Society shall have one class of members as follows: any person that subscribes to the purposes of The Coleopterists Society and who supports The Coleopterists Society's educational, scientific and literary purposes, shall be eligible for membership on timely payment of such dues and fees as the Council may fix from time to time. Institutions, organizations, corporations and businesses may not become members, but may support the work of The Coleopterists Society by subscribing to its publications.

Section 2. Rights of Membership. Members shall have the right to vote on the election of Councilors and certain officers, the disposition of all or substantially all of The Coleopterists Society's assets, any merger and its principal terms and any amendment of those terms, any election to dissolve The Coleopterists Society, the amendment of The Coleopterists Society's Articles of Incorporation, the amendment of these Bylaws with respect to those actions called out for member vote in Article 10, and such other matters as are set forth in these Bylaws and applicable law. The Coleopterists Society is a nonprofit public benefit corporation and is not organized, nor shall it be operated, for pecuniary gain or profit for any members or private shareholders, and it shall not distribute gains, profits or dividends to any members or private shareholders. No member shall be entitled to any dividend or any part of the income of The Coleopterists Society.

Section 3. Dues, Fees, and Assessments. Each member must pay, within the time and on the conditions set by the Council, the dues, fees, and assessments in amounts to be fixed from time to time by the Council. Those members who have timely paid the required dues, fees, and assessments and who are not suspended shall be members in good standing.

Section 4. Termination of Membership. A membership may be terminated on occurrence of any of the following events:

- (a) Resignation of the member, on reasonable notice to The Coleopterists Society;
- (b) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Council;
- (c) Failure of the member to pay dues, fees, or assessments as set by the Council within ninety (90) days after they become due and payable; or
- (d) Expulsion or suspension of the member under Article 4, Section 5 of these Bylaws based on the good faith determination by the Council, or a committee or person authorized by the Council to make such a determination, that the member has engaged in conduct materially and seriously detrimental to the purposes and interests of The Coleopterists Society which may or may not involve the member having violated the Society Ethics Statement.

Section 5. Procedure for Expulsion or Suspension. If grounds appear to exist for expulsion or suspension of a member under Article 4, Section 4 of these Bylaws, the procedure set forth below shall be followed:

- (a) The member shall be given thirty (30) days notice, by any method reasonably calculated to provide actual notice, of the proposed expulsion or suspension and the reasons therefore. Any notice given by mail shall be sent by first-class, registered, or certified mail to the member's last address as shown on The Coleopterists Society's records.
- (b) The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the Council or by a committee or person authorized by the Council to determine whether the expulsion or suspension should take place.
- (c) The Council shall decide whether or not the member should be suspended, expelled or sanctioned in some other way. The decision of the Council shall be final.
- (d) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice must be commenced within one (1) year after the date of the expulsion, suspension, or termination.

Section 6. Transfer of Membership. No membership or right arising from membership shall be transferred. All membership rights cease on the members death or dissolution or termination of membership pursuant to Article 4, Section 4 of these Bylaws.

Section 7. Liability for Debts or Obligations. A member of The Coleopterists Society is not, as such, personally liable for the debts, liabilities, or obligations of The Coleopterists Society.

Section 8. Place of Meeting. Meetings of the members shall be held at any place within or outside California designated by the Council.

Section 9. Regular Meeting. A regular meeting of members shall be held annually, known as the annual meeting of members. The Council shall fix the date and time of the annual meeting and notify members as provided in Article 4, Section 11. At this meeting any proper business may be transacted. At least 150 days before the date of the annual meeting of members, the Council shall fix the date of election of Councilors and Officers whose terms begin at the end of said annual meeting.

Section 10. Special Meetings. A special meeting of the members for any lawful purpose may be called at any time by the Council, the President, or by five percent (5%) or more of the members. A special meeting called by any person, other than the Council, entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President or the Secretary. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with Article 4, Section 11 of these Bylaws, stating that a meeting will be held at a specified time and date and place fixed by the Council, provided, however, that the meeting date shall be at least thirty-five (35) but no more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section 10 shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Council. No business, other than the business, the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 11. Notice of Meetings. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given at least ten (10) but no more than ninety (90) days before the meeting date to each member entitled to vote at that meeting. The notice shall be given either personally, by electronic transmission, by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote at the address of that member appearing on the books of The Coleopterists Society or at the address given by the member to The Coleopterists Society for purposes of notice.

Notices shall specify the place, date, and time of the meeting and for a special meeting, the general nature of the business to be transacted.

Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (a) Removing a Councilor without cause;
- (b) Filling vacancies on the Council;
- (c) Amending the Articles of Incorporation or Bylaws;
- (d) Electing to wind up and dissolve The Coleopterists Society;
- (e) Approving a plan of merger or consolidation; or
- (f) Disposing of all or substantially all of The Coleopterists Society's assets.

Section 12. Quorum. Five percent (5%) of the membership shall constitute a quorum for the transaction of business at any meeting of members provided. Subject to the foregoing, the members present at a duly called or held meeting at which a quorum is present, may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of the members required to constitute a quorum, or such greater number as required by the Articles of Incorporation, these Bylaws, or the Law.

Section 13. Adjournment. Any member meeting, whether or not a quorum is present, may be adjourned by the vote of the majority of the members represented at the meeting, either in person or by proxy. When a member meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. At the adjourned meeting, The Coleopterists Society may transact any business that might have been transacted at the original meeting.

Section 14. Voting. Members entitled to vote at any meeting of members or by written ballot without a meeting shall be those members in good standing as of the record date determined under Article 4, Section 16 of these Bylaws. At a meeting, voting may be by voice, show of hands or ballot, except that any election of Councilors must be by ballot if demanded by any member at the meeting before the voting begins. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members. Cumulative voting is prohibited. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter shall be the act of the members. In any election of Councilors, the candidates receiving the highest number of votes are elected.

Section 15. Action by Written Ballot Without a Meeting. Any action, including the election of Councilors and officers, which may be taken at any meeting of members, may be taken without a meeting and without prior notice by complying with the provisions of this Section concerning written or electronic ballots.

The Coleopterists Society shall distribute one written ballot to each member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by the first paragraph of Article 4, Section 11 of these Bylaws. All solicitations of votes by written ballot shall specify the time by which the ballot must be returned in order to be counted.

Each ballot so distributed shall (a) set forth the proposed action; (b) specify the number of responses needed to meet the quorum requirement; (c) with respect to ballots other than for the election of directors, state the percentages of approvals necessary to pass the measure submitted; (d) provide a reasonable time within which to return the ballot to the corporation; (e) state the time by which the ballot must be received to be counted; and (f) provide the members an opportunity to specify approval or disapproval of each proposal.

Approval by written ballot shall be valid only when the number of votes cast by ballot, within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action.

A written ballot may not be revoked. All written ballots shall be filed with the Secretary of The Coleopterists Society and maintained in the corporate records for one year.

Section 16. Record Date. For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written or electronic ballot, or entitled to exercise any rights with respect to any lawful action, the Council may, in advance, fix a record date. A member at the close of business on the record date shall be a member of record.

Section 17. Proxies. Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the member and filed with the Secretary of The Coleopterists Society. Any proxy covering matters for which a vote of the members is required shall not be valid unless the proxy sets forth the general nature of the matter to be voted on or, with respect to an election of Councilors, the proxy lists those who have been nominated at the time the notice of the vote is given to the members. If the proxy is solicited, the proxy shall provide that when the person solicited specifies a choice with respect to any such matter, the vote should be cast in accordance therewith. In any election of Councilors, any form of proxy that a member marks "withhold," or otherwise marks in a manner indicating that authority to vote for the election of Councilors is withheld, shall not be voted either for or against the election of a Councilor.

A validly executed proxy shall continue in full force and effect until revoked by the member executing it, before the vote is cast under that proxy, by a written notice delivered to The Coleopterists Society stating that the proxy is revoked, by a subsequent proxy executed by that member and presented to the meeting, or as to any meeting, by that member's personal attendance and voting at the meeting. No proxy shall be valid after the expiration of eleven (11) months from the date of the proxy, unless otherwise provided in the proxy, except that the maximum term of a proxy shall be three years from the date of execution.

ARTICLE 5: STANDARD OF CARE

Section 1. General. A Councilor shall perform the duties of a Councilor, including duties as a member of any committee of the Council on which the Councilor may serve, in good faith, in a manner such Councilor believes to be in the best interest of The Coleopterists Society and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a Councilor, a Councilor shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One or more officers or employees of The Coleopterists Society whom the Councilor believes to be reliable and competent in the matters presented;
- (b) Counsel, independent accountants or other persons as to matters which the Councilor believes to be within such person's professional or expert competence; or
- (c) A committee of the Council upon which the Councilor does not serve that is composed exclusively of any or any combination of directors, persons, described in (a), or persons described in (b), as to matters within the committee's designated authority, which committee the Councilor believes to merit confidence, so long as, in any case, the Councilor acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article 5, Section 3, a person who performs the duties of a Councilor in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Councilor, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public, educational, scientific or literary purpose to which the corporation, or assets held by it, are dedicated.

Section 2. Loans. The Coleopterists Society shall not make any loan of money or property to, or guarantee the obligation of, any Councilor or officer, unless approved by the California Attorney General; provided, however, that the corporation may advance money to a Councilor or officer of the corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or Councilor so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 3. Conflict of Interest. [see separate policy]

Section 4. Councilor Compensation. No Councilors of the corporation shall receive compensation.

Section 5. Periodic Reviews. Periodic reviews shall be conducted to ensure the corporation operates in a manner consistent with stated purposes and does not engage in activities that could jeopardize its tax-exempt status. The periodic reviews shall, at a minimum, include the following:

Whether partnerships, joint ventures, and arrangements with management corporations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further educational, scientific and literary purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

When conducting the periodic reviews as provided for above, the corporation may, but need not, use outside advisors. If outside experts are used their use shall not relieve the Council of its responsibility for ensuring that periodic reviews are conducted.

Section 6. Indemnification. To the fullest extent permitted by law, The Coleopterists Society shall indemnify its "agents", as described in Section 5238(a) of the Law, including its Councilors, officers, employees, and volunteers, and including persons formerly occupying any such position, and their heirs, executors, and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in said Section 5238(a), and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses" shall have the same meaning as in said Section. Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article 5, Section 6.

To the fullest extent permitted by law and except as otherwise determined by the Council in a specific instance, expenses incurred by a person seeking indemnification in defending any "proceeding" shall be advanced by The Coleopterists Society before final disposition of the proceeding upon receipt by The Coleopterists Society of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by The Coleopterists Society for those expenses.

The Coleopterists Society shall have power to purchase and maintain insurance to the fullest extent permitted by law on behalf of any agent of The Coleopterists Society, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

ARTICLE 6: COMMITTEES

Section 1. Committees of Councilors. The Council may, by resolution adopted by a majority of the Councilors then in office, provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Council, to the extent of the powers specifically delegated in the resolution of the Council or in these Bylaws. Each such committee shall consist of two (2) or more Councilors, and may also include persons who are not on the Council, to serve at the pleasure of the Council. However, if a voting member of the

committee is not a Councilor, the committee shall be advisory only and shall not be a committee of the board as defined by Law and shall not have the authority of the Council. The Council may designate one or more alternate members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the Councilors then in office, provided that a quorum is present. No committee, regardless of Council resolution, may:

- (a) Approve any action that, under the Law or the Articles of Incorporation or these Bylaws, also requires approval of the members or approval of a majority of all members;
- (b) Fill vacancies on, or remove members of, the Council or in any committee that has the authority of the Council;
- (c) Fix compensation of the Councilors for serving on the Council or on any committee;
- (d) Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws;
- (e) Amend or repeal any resolution of the Council that by its express terms is not so amendable or repealable;
- (f) Appoint any other committees of the Council or their members;
- (g) Approve a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or substantially all of the property and assets of The Coleopterists Society otherwise than in the usual and regular course of its business; or revoke any such plan;
- (h) Approve any self-dealing transaction, except as provided by Section 5233 of the Law;

No committee shall bind The Coleopterists Society in a contract or agreement or expend corporate funds, unless authorized to do so by the Council.

Section 2. Meetings and Actions of Committees. Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 2 of these Bylaws, concerning meetings and actions of Councilors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Council and its members, except that the time for regular meetings of committees may be determined either by resolution of the Council or by resolution of the committee. Special meetings of committees may also be called by resolution of the Council. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to

attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Council may adopt rules not inconsistent with the provisions of these Bylaws for the government of any committee.

Section 3. Executive Committee. Pursuant to Article 6, Section 1, the Council may appoint a committee consisting of the President of the Council, the Past-President, the President-Elect, the Managing Editor, the Secretary, and the Treasurer to serve as the Executive Committee of the Council. The Executive Committee, unless limited in a resolution of the Council, shall have and may exercise all the authority of the Council in the management of the business and affairs of The Coleopterists Society between meetings of the Council; provided, however, that the Executive Committee shall not have the authority of the Council in reference to those matters enumerated in Article 6, Section 1. The Secretary of The Coleopterists Society shall send to each Councilor a summary report of the business conducted at any meeting of the Executive Committee.

Section 4. Audit Committee. The Council may appoint an Audit Committee from time to time and obtain an audit from an independent certified public accountant, and shall do so when the corporation has gross revenue for a year of \$2 million or more. Notwithstanding Article 6, Section 1, which shall otherwise govern the committee's operations, the committee may be comprised of one or more persons, must include one person other than Councilors of The Coleopterists Society, and may include nonvoting advisors.

The membership of the Audit Committee shall not include the following persons:

- (a) The President of The Coleopterists Society;
- (b) The Treasurer of The Coleopterists Society;
- (c) Any employee of The Coleopterists Society; or
- (d) Any person with a material financial interest in any entity doing business with The Coleopterists Society.

In the event that the Council appoints a Finance Committee, members of the Finance Committee must constitute less than one-half of the membership of the Audit Committee and the Chair of the Finance Committee shall not serve on the Audit Committee.

The Audit Committee shall make recommendations to the Council regarding the hiring and termination of an auditor, who shall be an independent certified public accountant, and may be authorized by the Council to negotiate the auditor's salary.

The Audit Committee shall confer with the auditor to satisfy its members that The Coleopterists Society's financial affairs are in order, and shall review and determine whether to accept the audit.

In the event that the auditor's firm provides non-audit services to The Coleopterists Society, the Audit Committee shall ensure that the auditor's firm adheres to the standards for auditor independence set forth in the latest revision of the Government Auditing Standards published

by the Comptroller General of the United States, or any standards promulgated by the Attorney General of California.

Section 7. Nomination Committee. The Council shall appoint a committee to select qualified candidates for election to the Council and as officers at least 120 days before the date of any election of Councilors and officers (i.e., before the next annual meeting at which the term of any Councilors or officers expire). This nominating committee shall make its report at least ninety (90) days before the date of the election, or at such other time as the Council may set. In nominating candidates, the committee shall seek to achieve the following goals regarding the nominees: diversity of backgrounds and skills relevant to the needs of The Coleopterists Society, and such other goals as the Council may establish. (See Article 4, Section 9 for date of election.)

Nominations from the membership may be made by proposals signed by not fewer than five (5) members of The Coleopterists Society in good standing, provided that such nominations are received by the Secretary at least sixty (60) days in advance of the date of the next annual meeting of members at which the terms of current officers or Councilors expire. Such nominations from the membership shall be appropriately identified on the ballot.

ARTICLE 7: EXECUTION OF CORPORATE INSTRUMENTS

Section 1. Execution of Corporate Instruments. The Council may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon The Coleopterists Society.

Unless otherwise specifically determined by the Council or otherwise required by law, formal contracts of The Coleopterists Society, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of The Coleopterists Society, and other corporate instruments or documents, memberships in other corporations, and certificates of shares of stock owned by The Coleopterists Society, shall be executed, signed, or endorsed by the President of the Council, and by the Secretary or Treasurer or any assistant Secretary or assistant Treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of The Coleopterists Society, or in special accounts of The Coleopterists Society, shall be signed by such person or persons as the Council shall authorize to do so.

Section 2. Loans and Contracts. No loans or advances shall be contracted on behalf of The Coleopterists Society and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Council. Without the express and specific authorization of the Council, no officer or other agent of The Coleopterists Society may enter into any contract or execute and deliver any instrument in the name of and on behalf of The Coleopterists Society.

ARTICLE 8: RECORDS AND REPORTS

Section 1. Maintenance and Inspection of Articles and Bylaws. The Coleopterists Society shall keep a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members and Councilors on The Coleopterists Society website. The originals shall be kept by the Secretary.

Section 2. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns. The Secretary of the Council shall keep a copy of The Coleopterists Society's federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Section 3. Maintenance and Inspection of Other Corporate Records. The Coleopterists Society shall keep adequate and correct books and records of accounts; minutes of the proceedings of its members, Council, and committees of the Council; and a record of each member's name and address. All such records shall be kept at such place or places designated by the Council. Those minutes and other books and records shall be kept either in written form (i.e., hard copy) or in any other form (e.g., digital) capable of being converted into clearly legible tangible hard copy form or in any combination of the foregoing. Upon leaving office, each officer, employee, or agent of The Coleopterists Society shall turn over to their successor or the President, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of The Coleopterists Society as have been in the custody of such officer, employee, or agent during their term of office.

Every Councilor shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of The Coleopterists Society. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

On written demand of The Coleopterists Society, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of proceedings of the members, the Council, and committees of the Council at any reasonable time for a purpose reasonably related to the member's interest as a member.

Subject to the provisions of Sections 6330-6332 of the Law and unless The Coleopterists Society provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

- (a) Inspect and copy the records of members' names, addresses, and voting rights during usual business hours on five (5) days' prior written demand on The Coleopterists Society, which demand must state the purpose for which the inspection rights are requested; or

(b) Obtain from the Secretary of The Coleopterists Society, on written demand and tender of a reasonable charge, an alphabetized list of names, addresses, and voting rights of members who are entitled to vote for the election of Councilors as of the most recent record date for which that list has been compiled, or (i) as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the member on or before the later of ten days after the demand is received or (ii) the date specified in the demand as the date as of which the list is to be compiled.

The Coleopterists Society may, within ten (10) business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand.

If The Coleopterists Society reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. Any right of inspection extends to the records of any subsidiary of The Coleopterists Society.

Section 4. Preparation of Annual Financial Statements. The Coleopterists Society shall prepare annual financial statements using generally accepted accounting principles. If the corporation has gross revenue of \$2 Million (exclusive of grants from, and contracts for services with, governmental entities for which the entity requires an accounting of the funds received), such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards, under supervision of the Audit Committee established by these Bylaws, and shall be made available to the California Attorney General and members of the public for inspection no later than nine (9) months after the close of the fiscal year to which the statements relate.

Section 5. Reports. If the corporation has gross revenue or receipts of \$25,000 or more during the fiscal year, the Council shall cause an annual report to be sent to all Councilors and members of The Coleopterists Society, within 120 days after the end of The Coleopterists Society's fiscal year, containing the following information:

(a) The assets and liabilities, including the trust funds, of The Coleopterists Society at the end of the fiscal year;

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(c) The revenues or receipts of The Coleopterists Society, both unrestricted and restricted for particular purposes, for the fiscal year;

(d) The expenses or disbursements of The Coleopterists Society for both general and restricted purposes during the fiscal year; and

(e) The information required by Section 6322 of the Law concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report of independent accountants, or, if there is no such report, the certificate of an authorized officer of The Coleopterists Society that such statements were prepared without audit from the books and records of The Coleopterists Society.

The Coleopterists Society shall furnish any member who so requests a copy of any report filed by The Coleopterists Society with the California Attorney General. The Coleopterists Society may impose reasonable charges for copying and mailing this report to a member.

ARTICLE 9: PUBLICATIONS

Section 1. The Coleopterists Society may, in furtherance of its stated objectives, publish such journals, monographs, handbooks, and other print or electronic publications as the Council determines appropriate within the needs and resources of The Coleopterists Society.

Section 2. The journal of The Coleopterists Society shall initially be called "The Coleopterists Bulletin" and shall be managed by the Managing Editor and by other editors or subeditors that the Council may appoint. There shall be an editorial board consisting of members appointed by the Managing Editor, subject to the approval of the Council, each serving for a term of three calendar years. There is no limit on the number of terms served.

Section 3. The Managing Editor shall report to the membership annually.

ARTICLE 10: AMENDMENTS AND REVISIONS

Subject to the rights of members under this Article 10, the Council may adopt, amend, or repeal Bylaws by affirmative vote of a majority of the Councilors then in office, unless the action would materially and adversely affect the members' rights as to voting or transfer. Proposed amendments to these Bylaws must be in writing and sent to the Councilors at least seven (7) days in advance of the Council meeting at which they will be considered for adoption. The Council may not extend the term of a Councilor beyond that for which the members elected the Councilor.

Once members have been admitted to The Coleopterists Society, the Council may not, without the approval of the members, adopt, amend, or repeal a bylaw provision that specifies or changes the fixed number of Councilors or changes from a fixed number of directors to a variable number of directors.

Without the approval of the members by a vote, the Council may not adopt, amend, or repeal any Bylaws that would:

- (a) Increase or extend the terms of Councilors;
- (b) Increase the quorum for members' meetings;
- (c) Repeal, restrict, create, expand, or otherwise change members' proxy rights;
- (d) Authorize cumulative voting;
- (e) Increase the number of Councilors appointed by the Council rather than elected by the members;
- (f) Authorize the Council to fill a vacancy created by the removal of a Councilor by the members; or
- (g) Allow any Councilor to hold office by designation or selection rather than by election by the members.

Any member in good standing may propose in writing an amendment to, or new Article of these Bylaws by submission to the Council. Such a proposed amendment or new Article if approved by a majority of the Council will be submitted with a recommendation to the membership and brought to a vote. Any proposed amendment or new article not recommended by the Council must be submitted to the membership for a vote if five or more members in good standing re-submit the proposed amendment or new article.

ARTICLE 11: CORPORATE SEAL

The Council may adopt, use, and alter a corporate seal. The seal shall be kept at the principal office of The Coleopterists Society. Failure to affix the seal to any corporate instrument, however, shall not affect the validity of that instrument.

ARTICLE 12: CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Corporation Law ("Law") and the California Government Code, Civil Code and Probate Code as amended from time to time shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person. If any competent court of law shall deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these Bylaws shall be

considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

ARTICLE 13: ETHICS STATEMENT

Preamble: The purpose of the Society is to promote the science of coleopterology for the advancement of science and the benefit of society.

In accordance with this purpose, The Coleopterists Society requires its officers and encourages its members to:

- A. Treat all people with civility, avoiding harassment and discrimination,
- B. Uphold the highest standards of truthfulness and honesty in all scientific and professional endeavors,
- C. Evaluate the work of colleagues fairly and objectively,
- D. Recognize past and present contributors to science and not claim credit for accomplishments of others,
- E. Disclose potential conflicts of interest,
- F. Offer professional advice only on those subjects in which they are qualified,
- G. Report scientific and professional misconduct promptly, and
- H. Comply with all laws and regulations that apply to our science and profession.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of The Coleopterists Society, a California nonprofit public benefit corporation, and the above Bylaws, consisting of 22 pages, are the Bylaws of The Coleopterists Society as adopted by the Council on 1 Oct 2018 and that they have not been amended or modified since that date.

Executed on 1 Oct 2018 at , Ottawa-CANADA.

A handwritten signature in black ink, appearing to read "RS Anderson", written in a cursive style. The signature is positioned above a horizontal line.

Secretary, Robert Anderson