

**UTAH FRIENDS OF PALEONTOLOGY
BYLAWS - MAY 20th, 1995
LAST UPDATED – JULY 16th, 2012**

ARTICLE I - MEMBERSHIP

Section 1.

MEMBERS: Membership in the Utah Friends of Paleontology (UFOP) shall be composed of members from affiliated chapters, any member-at-large, and any honorary members.

Section 2.

CHAPTERS: Most members will join UFOP through an affiliated chapter. A portion of each chapter member's dues, in an amount to be set by the Board of Trustees, will be forwarded to the statewide UFOP Treasurer. Members-at-Large, who choose not to join a chapter, and Institutional Members, join UFOP at the state level only. Participation in activities of local chapters for members-at-large is up to the discretion of the chapter.

a. **EXISTING CHAPTERS:** New members of UFOP may join any existing chapter of their choice. The bylaws of the chapters shall establish procedures for enrolling members and collecting chapter dues.

b. **NEW CHAPTERS:** Members of UFOP may form a new chapter as follows. Apply, in writing, to the Secretary of UFOP, giving the chapter name; the names and addresses of its President and Vice-President, who shall serve on the Board of Trustees; the name and address of the chapter's professional advisor; its complete roster; a copy of its bylaws; and the month in which its officers were elected. The size and geographic range of the chapter is at the discretion of that chapter, pending approval of the Board of Trustees. An existing chapter may also elect to split into two chapters as appropriate, especially when the initial chapter encompassed a large geographic area. The Membership Committee, to be appointed by the Board of Trustees shall be available to assist in the formation of local chapters.

Section 3.

APPLICATION FOR MEMBERSHIP:

a. **APPLICATION FOR UFOP CHAPTER MEMBERSHIP:** Any person desiring admission to UFOP shall apply, in writing, to the Chapter Secretary, giving name and address. A check for annual dues shall accompany the application. Membership is non-transferable. There will be one vote per paid membership, except for junior members, who shall have no voting privileges. Paid chapter memberships are in the following categories:

1. **INDIVIDUAL MEMBERSHIP.** One vote per membership.
2. **FAMILY MEMBERSHIP.** A family may join at a rate set by the Board of Trustees equal to or greater than an individual membership, but will have only one vote per membership and receive only one copy of any mailings.
3. **JUNIOR MEMBERSHIP.** Individuals under the age of 18 may join as a Junior Member, but must be accompanied on field trips by an adult who shall be responsible for their conduct. They shall have no voting privileges. Dues for Junior Members shall be set by the Board of Trustees, at a rate of no less than 50% of an individual membership.
4. **STUDENT MEMBERSHIP.** Individuals over the age of 18 who are high school or college students may join as a Student Member. Dues for Student Members shall be set by the Board of Trustees, at a rate of no less than 50% of an individual membership. Student members will be required to show a valid student ID. One vote per membership.

b. **APPLICATION FOR STATEWIDE UFOP MEMBERSHIP:** Any person desiring admission to UFOP as a member-at-large or institutional member shall apply, in writing, to the Secretary of UFOP, giving name and address. A check for annual dues shall accompany the application. Membership is non-transferable. There will be one vote per paid membership, except for junior and institutional members, who shall have no voting privileges. Paid members-at-large categories are as above, with the addition of Institutional Members. Dues for Institutional Members shall be set by the Board of Trustees. Paid memberships to statewide UFOP without joining a chapter are in the following categories:

1. **MEMBER-AT-LARGE.** For individuals or families where joining a chapter would work a hardship for reasons such as excessive distance.
2. **INSTITUTIONAL MEMBER.**

Section 4.

DUES: The Board of Trustees may establish such membership initiation fees, annual dues and other assessments and such rules and procedures for the manner and method of payments, the collection of delinquent dues and assessments. Dues for new members shall be prorated based on the quarter in which they join according to the following schedule:

January - March	100%
April - June	75%
July - September	50%
October - December	25%

Chapters shall give a portion of full year dues to the Statewide Organization according to the rate established by the Board of Trustees. Partial year dues shall remain with the chapter. Thereafter dues shall be paid annually, due in January and delinquent by March 31st of each year.

- a. UFOP CHAPTER DUES: All dues for chapter members will be paid to the chapter treasurer. The statewide UFOP portion of the dues, accompanied by a roster of chapter members, shall be forwarded to the statewide UFOP treasurer by the chapter treasurer.
- b. STATEWIDE UFOP DUES: Dues for members-at-large and institutional members shall be paid to the Treasurer at the state level.

Section 5.

HONORARY MEMBERSHIP: Honorary Membership shall be given to the State Paleontologist and selected assistants, or to any selected individual when such membership in the unanimous view of the Board of Trustees, furthers the stated purposes of UFOP. There are no annual dues for Honorary Members, but they shall have no voting privileges. Honorary Members may additionally apply as a paid member if they want voting privileges.

Section 6.

EXPULSION: The Board of Trustees may recommend disciplinary action of any member whose attitudes or conduct is considered extremely detrimental to the welfare and objectives of UFOP. Such action may be made only after the member has been given an opportunity to show cause why the disciplinary action is not justified. There will be a three-step procedure for disciplinary action:

- a. VERBAL REPRIMAND. Discussion by the Board of Trustees and agreement by a quorum vote of the board will precede any verbal warning, and must be recorded in the minutes of the board meeting. Verbal warnings will be given by the president of UFOP or other person to be designated by the president. They may be repeated at the discretion of the board before moving to the next level of disciplinary action. The member shall be given the opportunity to show cause why the disciplinary action is not justified.
- b. WRITTEN WARNING/PROBATION. The Board of Trustees may issue a written reprimand, which places the member on probation, if one or more verbal reprimands have not alleviated the cause of the disciplinary action. Again, a quorum vote of the Board of Trustees, recorded for the record, is required to initiate such action. At this time, the member must meet with the Board of Trustees to show cause why the disciplinary action is not justified, or it will be taken before the general membership for consideration of expulsion.
- c. EXPULSION. A quorum vote of the membership, at the Annual Meeting or other Special Meeting, is necessary for the expulsion of any member. Three fifths of the voting membership in attendance shall comprise a quorum.

Section 7.

ANNUAL MEETING: An Annual Meeting of UFOP shall be held each year at a place, time, and date to be designated by the Board of Trustees. Members of all affiliated chapters, Members-at-large, and Honorary Members shall be invited to attend the Annual Meeting and shall be permitted to advance and discuss ideas and business. The host Chapter shall be selected by the Board of Trustees at the previous Annual Meeting. A majority vote of the voting membership in attendance shall carry any motions, except those specifically requiring a quorum vote. Three fifths of the voting membership in attendance shall comprise a quorum, with each member having one vote. In the off chance that there is no Annual Meeting held in a specific year, the following necessary business may be conducted via email or over a conference call. In the event that the host Chapter needs to borrow funds to hold the Annual Meeting, they may petition the Board of Trustees for use of state funds. The petition will include the dollar amount requested to be approved by

majority vote of the Board of Trustees. If there is a profit made from the Annual Meeting, that profit will be used to pay back the state funds up to the dollar amount borrowed. The following items of business must be accomplished:

- a. **ELECTION OF OFFICERS:** The election of Officers shall take place at the Annual Meeting. Officers shall be elected by a majority vote of the voting membership in attendance, with each member having one vote. Elections shall be by voice ballot.
- b. **COMMITTEE REPORTS:** Reports of all Standing or Special Committees shall be given at this meeting.
- c. **TREASURER'S REPORT:** The Treasurer shall give the annual Treasurer's Report. The chairman of the Auditing Committee shall read the report of the previously audited books.

Section 8.

SPECIAL MEETING: Special meetings may be called if deemed necessary, by the President or upon written request of any three members in good standing, provided all Chapter Presidents and members-at-large are notified at least ten (10) days in advance of such meetings and that the request is submitted to the Secretary. A majority vote of the voting membership in attendance shall carry any motions, except those specifically requiring a quorum vote. Three fifths of the voting membership in attendance shall comprise a quorum, with each member having one vote.

ARTICLE II - OFFICERS

Section 1.

OFFICERS: The officers of UFOP shall be: President, Vice-President (who is President-elect), Secretary, Webmaster, and Treasurer. These officers shall constitute the Executive Board. The Vice-President shall be a member of a different chapter than the President. All other officers shall be members of the same chapter as the President. The immediate past President shall serve as an ex-officio member of the Executive Board but shall have no vote and shall act merely in an advisory capacity. In the event the immediate past President is unable to serve, the Board of Trustees may appoint any member from the roster of Past Presidents to so serve. The Webmaster is appointed, as are the secretaries and treasurer. Any officer may serve as Webmaster in addition to their normal duties.

Section 2.

ELECTIONS:

- a. **NOMINATIONS:** Three months prior to the Annual Meeting, the Nominating Committee shall submit to the Secretary a dual slate of the candidates for the offices of UFOP, except for the office of President; however, the Nominating Committee shall have acquired from the proposed candidates an approval and willingness to serve before inclusion of their name on the slate of nominees presented. Any member of the Board of UFOP may serve on the Nominating Committee except the President. The report of the Nominating Committee shall be sent to the Secretary who shall forward the report to each Chapter President and Member-at-large at least sixty (60) days prior to the Annual Meeting.
- b. **ELECTIONS:** The election of the Executive Officers of the Society shall be held at the Annual Meeting. Officers shall be elected by a majority vote of the voting membership in attendance and shall take office immediately following the close of all activities associated with the Annual Meeting.
- c. **VOTING PROCEDURE:** In electing the Officers, the Nominating Committee shall present their report of the list of candidates at the Annual Meeting. The Parliamentarian will then accept further nominations from the floor by any member in good standing, provided the consent of the nominee has first been obtained. Members must be present to vote, with no proxies allowed.

Section 3.

TERM OF OFFICE: The term of office shall be for one year, effective as of the Annual Meeting and lasting until the next Annual Meeting.

Section 4.

VACANCIES: The office of President, if vacant, shall be filled by the Vice-President (President-elect) who will thus fill both offices. Other offices, if vacant shall be filled by appointment by the Executive Board for the unexpired term, except for the office of the Vice-President, which shall remain vacant until the next election.

Should the office of Vice-President (President-elect) be vacated, or should the Vice-President decline to serve as President, the voting membership in attendance at the Annual Meeting may elect a President as follows:

1. A new President and Vice-President may be nominated and elected at the Annual Meeting;
2. By unanimous vote of all voting membership present at the Annual Meeting, the existing President may be re-elected for one term only. A new Vice-President (President-elect) shall also be elected at the meeting through normal procedures.

Section 5.

SUCCESSION: The President shall not succeed himself in office except when he has previously served only the unexpired term of office when vacated, or if unanimously re-elected due to the lack of a President-elect for the new term (see Section 4). Should a President be re-elected due to the lack of a President-elect, he may serve only one additional term (for a total of two full terms). If, at the end of the second full term, a President-elect does not exist, both a new President and Vice-President must be nominated and elected at the next Annual Meeting. Former officers may serve another term in later years, after a minimum of two years has passed.

Section 6.

DUTIES OF THE OFFICERS:

- a. **PRESIDENT:** It shall be the duty of the President to preside at all meetings of the Society and to perform such other duties as are customary to the office. It shall also be the duty of the President to appoint a pro tem committee chairman or committee members when such position is vacant for any reason.
- b. **VICE-PRESIDENT:** It shall be the duty of the Vice-President to preside at any meeting and to perform all duties of the President in the event of the president's absence or inability to serve. The Vice-President automatically takes the President's chair for the next term of office. If the Vice-President takes the President's chair because of the President's inability to serve, at any time other than the Annual Meeting and election, the office of Vice-President shall remain vacant until the following election. The Vice-President shall serve as chair of the Certification Committee.
- c. **SECRETARY:** It shall be the duty of the Secretary to keep an accurate and permanent record of the proceedings of all meetings of the Society and its Board of Trustees. Within thirty (30) days after the close of such meetings, this officer shall mail copies of the meeting minutes to each affiliated Chapter of the Society. The Secretary shall maintain an up-to-date list of all names and addresses of all members of the Society, either affiliated with a Chapter, Members-at-large, or Honorary Members. The Secretary shall receive applications for membership to the Society and shall mail to each Chapter the slate of nominees for office at least sixty (60) days prior to the Annual Meeting.
- d. **WEBMASTER:** It shall be the duty of the Webmaster to conduct all correspondence of the Society and to retain copies of such correspondence as a part of the permanent record. It shall be the duty of the Webmaster to update and maintain the official UFOP webpage (<http://utahpaleo.org>). This officer shall update the official UFOP webpage with all notices of Annual or Special Meetings, including amendments to the articles of incorporation and bylaws, and if affirmed, file the amended articles of incorporation with the Utah Division of Corporations. This officer shall also assist the Archivist by keeping a record of all the Society's general activities.
- e. **TREASURER:** It shall be the duty of the Treasurer to receive all monies and to disburse them when authorized by the Board of Trustees, to keep full and accurate account of such transactions and to render a written report of receipts and expenditures at every Annual Meeting.

ARTICLE III - BOARD OF TRUSTEES

Section 1.

BOARD OF TRUSTEES: The Board of Trustees shall be composed of the officers of UFOP, and the President and Vice-President from each affiliated Chapter. The officers of the Society shall also serve as the officers of the Board of Trustees.

Section 2.

QUORUMS: A majority vote of the board members in attendance shall carry any motion.

Section 3.

TERM OF OFFICE: The term of office on the Board of Trustees for Chapter Presidents and Vice-presidents shall be for one year, effective the first Annual Meeting after elected in a Chapter. Consecutive terms of office may be held if such officers are re-elected in their respective Chapters.

Section 4.

VACANCIES: A vacancy of any Chapter's members of the Board of Trustees shall be filled in accordance with the Chapter's bylaws.

Section 5.

ADVISORS: The state paleontologist or other qualified professional may serve as an advisor to the Board of Trustees.

Section 6.

DUTIES OF THE BOARD OF TRUSTEES: The duties of the Board of Trustees shall be:

- a. To attend the Annual Meeting and any Special Meeting, and to meet upon the President's request. It is recommended that the Board shall meet at least bi-annually or more often if possible.
- b. To name an Auditing Committee, consisting of at least two persons, other than the incumbent Executive Board members. This committee shall examine the Treasurer's books prior to the Annual Meeting and make its report at that meeting.
- c. To appoint, prior to the Annual Meeting, a Nominating Committee composed of the Presidents of all Chapters, but not to include the Society President.
- d. To correlate all activities under the guidance of paleontological advisors from museums, universities or colleges, or the State or Assistant State Paleontologist, or any designated representatives.
- e. To appoint all Standing and Special Committees, including the Parliamentarian and Archivist, as needed and appropriate.
- f. To select Honorary Members.

ARTICLE IV - STANDING COMMITTEES

Section 1.

MEMBERSHIP COMMITTEE: It shall be the duty of the Membership Committee to assist in the organization of any group of persons interested in the aims of the Society and desiring to form a Chapter, and to assist any persons desiring a Membership-at-large.

Section 2.

PUBLICATIONS COMMITTEE: It shall be the duty of the Publications Committee to publish, under the direction of the Chairman (Editor), changes to the official UFOP website (<http://utahpaleo.org>). The Publications Committee shall also work on developing other publications, such as a professional journal.

Section 3.

NOMINATING COMMITTEE: The Nominating Committee shall select a dual slate of candidates to run for office, but shall obtain the consent of each nominee. The report of the Nominating Committee shall be sent to the Webmaster ninety (90) days prior to the Annual Meeting.

Section 4:

PARLIAMENTARIAN: It shall be the duty of the Parliamentarian to attend the Annual Meeting and any Special Meetings and to rule on all parliamentary procedures. It shall also be the duty of the Parliamentarian to conduct the annual election and to appoint two tellers to count the ballots.

Section 5.

AUDITING COMMITTEE: It shall be the duty of the Auditing Committee to audit the Treasurer's Books immediately prior to the Annual Meeting and to read such report at that Meeting.

Section 6.

PUBLICITY AND PHOTOGRAPHY: It shall be the duty of the Publicity and Photography Committee to publicize the Society in all ways agreeable to the Board of Trustees. Good photographs should be taken at all events for possible release to newspapers.

Section 7.

ARCHIVIST: It shall be the duty of the Archivist to be responsible for keeping a history of the Society, a record of its general activities, projects, field trips, social activities, contributions of all members of the Society to the field of Paleontology and other events of lasting interest. The Archivist shall be responsible for the safekeeping of all records, bulletins, papers, photographs, maps, reference books and other items of an historical nature pertaining to the Society.

Section 8.

CERTIFICATION COMMITTEE: It shall be the duty of the Certification Committee to coordinate with the Office of the State Paleontologist and the UFOP Chapter Advisors to approve new Chapter Certification Programs and to review them on a regular basis. The Vice-President shall serve as chair of the committee.

ARTICLE V - INDEMNIFICATION

Section 1.

INDEMNIFICATION OF TRUSTEES, OFFICERS AND MEMBERS: The corporation hereby declares that any person who serves at its request as a trustee, officers, employee, chairman or member of any committee, or on behalf of the corporation as a trustee, director, or officer of another corporation, whether for profit or not for profit, shall be deemed the corporation's agent for the purposes of this Article and shall be indemnified by the corporation against expenses (including attorney's fees), judgments, fines, excise taxes, and amounts paid in settlement actually and reasonably incurred by such person who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of such service, provided such person acted in good faith and in a manner reasonably believed to be in the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Except as provided in section 9.3, termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create either a presumption that such person did not act in good faith and in a manner which he reasonably believed to be in the best interests of the corporation or, with respect to any criminal action or proceeding, a presumption that such person had reasonable cause to believe that his conduct was unlawful.

Section 2.

INDEMNIFICATION AGAINST LIABILITY TO CORPORATION: No indemnification shall be made in respect of any claim, issue or matter as to which a person covered by Section 1 shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action, suit or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.

Section 3.

INDEMNIFICATION IN CRIMINAL ACTIONS: No indemnification shall be made in respect of any criminal action or proceeding as to which a person covered by Section 1 shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of guilt but in view of all the circumstances of the case, such person is entitled to indemnification for such expenses or fines which such court shall deem proper.

Section 4.

OTHER INDEMNIFICATION: The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person may be entitled under the articles of incorporation, any agreement, any other provision of these bylaws, vote of the disinterested trustees or otherwise, and any procedure provided for by any of the foregoing, both as to action in his official capacity and as to action in another capacity while holding such office.

Section 5.

PERIOD OF INDEMNIFICATION: Any indemnification pursuant to this Article shall (a) be applicable to acts or omissions which occurred prior to the adoption of this Article, and (b) continue as to any indemnified party who has ceased to be a trustee, officer, employee, or agent of the corporation and shall inure to the benefit of the heirs and personal representatives of such indemnified party. The repeal or amendment of all or any portion of these bylaws which would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict, or otherwise affect the right or power of the corporation to indemnify any person, or affect any rights of indemnification of such person, with respect to any acts or omissions which occurred prior to such repeal or amendment.

Section 6.

INSURANCE: By action of the board of trustees, notwithstanding any interest of the trustees in such action, the corporation may, subject to Section 8, purchase and maintain insurance, in such amounts as the board may deem appropriate, on behalf of any person indemnified hereunder against any liability asserted against him and incurred by him as an agent of the corporation, whether or not the corporation would have the power to indemnify him against such liability under applicable provisions of the law. The corporation may also purchase and maintain insurance, in such amount as the board may deem appropriate, to insure the corporation against any liability for the indemnifications provided in this Article.

Section 7.

RIGHT TO IMPOSE CONDITIONS TO INDEMNIFICATION: The corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as the board of trustees may deem appropriate in each specific case, including but not limited to any one or more of the following: (a) that any counsel representing the person to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the person to be indemnified and to the corporation; (b) that the corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the person to be indemnified; and (c) that the corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's right of recovery, and that the person to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the corporation.

Section 8.

LIMITATIONS OF INDEMNIFICATION: Notwithstanding any other provision of these bylaws, the corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code or would result in liability under section 4941 of the Internal Revenue Code.

ARTICLE VI - MISCELLANEOUS

Section 1.

ACCOUNT BOOKS, MINUTES, ETC.: The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its board of trustees and committees. All books and records of the corporation may be inspected by any trustee or his accredited agent or attorney, for any proper purpose at any reasonable time.

Section 2.

FISCAL YEAR: The fiscal year of the corporation shall be as established by the board of trustees.

Section 3.

CONVEYANCES AND ENCUMBRANCES: Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the board of trustees, and such authorized persons shall have the power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease, or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

Section 4.

DESIGNATED CONTRIBUTIONS: The corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes, or uses, and such designations generally will be honored. However, the corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the corporation shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the corporation's tax-exempt purposes.

Section 5.

CONFLICTS OF INTEREST: If any person who is a trustee or officer of the corporation is aware that the corporation is about to enter into any business transaction directly or indirectly with himself, any member of his family, or any entity in which he has any legal, equitable or fiduciary interest or position, including without limitation as a trustee, officer, shareholder, partner or beneficiary, such person shall (a) immediately inform those charged with approving the transaction on behalf of the corporation of his interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within his knowledge that bear on the advisability of such transaction from the standpoint of the corporation, and (c) not be entitled to vote on the decision to enter into such transaction.

Section 6.

LOAN TO TRUSTEES AND OFFICERS PROHIBITED: No loans shall be made by the corporation to any of its trustees or officers. Any trustee or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until it is repaid.

Section 7.

REFERENCES TO INTERNAL REVENUE CODE: All references in these bylaws to provision of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1954, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

Section 8.

AMENDMENTS: The power to alter, amend or repeal these bylaws and adopt new bylaws shall be vested in the Board of Trustees.

Section 9.

SEVERABILITY: The invalidity of any provision of these bylaws shall not affect the other provision hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 10.

PARLIAMENTARY ORDER: Robert's Rules of Order, Newly Revised, shall be authority on all questions of parliamentary procedure not covered herein.

Updates and Changes

2012 Universal Changes (Enacted April 27th, 2012):

- Changed all instances of UFP to UFOP in accordance with modern tradition.
- Fixed minor formatting and spelling issues.
- Inserted Page Number preceded by “UFOP Bylaws”
- Position of “Recording Secretary” changed to “Secretary”.
- Position of “Corresponding Secretary” changed to “Webmaster”.

2003 Changes (Enacted April 27th, 2012):

- Changes to Article II, Section 1.

Previously Read: OFFICERS: The officers of UFOP shall be: President, Vice-President (who is President-elect), Recording Secretary, Corresponding Secretary, and Treasurer. These officers shall constitute the Executive Board. The Vice-President shall be a member of a different chapter than the President. All other officers shall be members of the same chapter as the President. The immediate past President shall serve as an ex-officio member of the Executive Board but shall have no vote and shall act merely in an advisory capacity. In the event the immediate past President is unable to serve, the Board of Trustees may appoint any member from the roster of Past Presidents to so serve.

Changes Enacted: OFFICERS: The officers of UFOP shall be: President, Vice-President (who is President-elect), ~~Recording Secretary, Corresponding Secretary~~ **Webmaster**, and Treasurer. These officers shall constitute the Executive Board. The Vice-President shall be a member of a different chapter than the President. All other officers shall be members of the same chapter as the President. The immediate past President shall serve as an ex-officio member of the Executive Board but shall have no vote and shall act merely in an advisory capacity. In the event the immediate past President is unable to serve, the Board of Trustees may appoint any member from the roster of Past Presidents to so serve. **The Webmaster is appointed, as are the secretaries and treasurer. Any officer may serve as Webmaster in addition to their normal duties.**

- Changes to Article II, Section 6d:

Previously Read: d. CORRESPONDING SECRETARY: It shall be the duty of the Corresponding Secretary to conduct all correspondence of the Society and to retain copies of such correspondence as a part of the permanent record. It shall be the duty of the Corresponding Secretary to assist the editor in the publication of the periodic newsletter and to mail copies to all members in good standing. This officer shall mail all notices of Annual or Special Meetings, including amendments to the articles of incorporation and bylaws, and if affirmed, file the amended articles of incorporation with the Utah Division of Corporations. This officer shall also assist the Archivist by keeping a record of all the Society's general activities.

Changes Enacted: d. ~~WEBMASTER CORRESPONDING SECRETARY:~~ **WEBMASTER** ~~CORRESPONDING SECRETARY:~~ It shall be the duty of the ~~Webmaster-Corresponding Secretary~~ **Webmaster** to conduct all correspondence of the Society and to retain copies of such correspondence as a part of the permanent record. It shall be the duty of the ~~Webmaster Corresponding Secretary~~ **Webmaster** to assist the editor in the publication of the periodic newsletter and to mail copies to all members in good standing **to update and maintain the official UFOP webpage (<http://utahpaleo.org>).** This officer shall **update the official UFOP webpage with** mail all notices of Annual or Special Meetings, including amendments to the articles of incorporation and bylaws, and if affirmed, file the amended articles of incorporation with the Utah Division of Corporations. This officer shall also assist the Archivist by keeping a record of all the Society's general activities.

- Added statement to Article II, Section 4:

Previously Read: The office of President, if vacant, shall be filled by the Vice-President (President-elect) who will thus fill both offices. Other offices, if vacant shall be filled by appointment by the Executive Board for the unexpired term, except for the office of the Vice-President, which shall remain vacant until the next election.

Changes Enacted: The office of President, if vacant, shall be filled by the Vice-President (President-elect) who will thus fill both offices. Other offices, if vacant shall be filled by appointment by the Executive Board for the unexpired term, except for the office of the Vice-President, which shall remain vacant until the next election.

Should the office of Vice-President (President-elect) be vacated, or should the Vice-President decline to serve as President, the voting membership in attendance at the Annual Meeting may elect a President as follows:

1. A new President and Vice-President may be nominated and elected at the Annual Meeting;

2. By unanimous vote of all voting membership present at the Annual Meeting, the existing President may be re-elected for one term only. A new Vice-President (President-elect) shall also be elected at the meeting through normal procedures.

- Changes to Article II, Section V:

Previously Read: The President shall not succeed himself in office except when he has previously served only the unexpired term of office when vacated. However, nothing in this section shall prevent a person from serving another term in later years, as long as the terms are not consecutive.

Changes Enacted: The President shall not succeed himself in office except when he has previously served only the unexpired term of office when vacated, **or if unanimously re-elected due to the lack of a President-elect for the new term (see Section 4).** ~~However, nothing in this section shall prevent a person from serving another term in later years, as long as the terms are not consecutive.~~ **Should a President be re-elected due to the lack of a President-elect, he may serve only one additional term (for a total of two full terms). If, at the end of the second full term, a President-elect does not exist, both a new President and Vice-President must be nominated and elected at the next Annual Meeting. Former officers may serve another term in later years, after a minimum of two years has passed.**

2007 Changes (Enacted April 27th, 2012): *(Note there is no written record of these changes, they are made here based on remembered changes.)*

- Added statement to Article I, Section 7:

“In the off chance that there is no Annual Meeting held in a specific year, the following necessary business may be conducted via email or over a conference call.

2012 Changes (Enacted April 27th, 2012):

- Changes to Article I, Section 3a2:

Previously Read: 2. FAMILY MEMBERSHIP. A family may join at a rate set by the Board of Trustees equal to or greater than an individual membership, but will have only one vote per membership and receive only one copy of newsletters or other mailings.

Changes Enacted: 2. FAMILY MEMBERSHIP. A family may join at a rate set by the Board of Trustees equal to or greater than an individual membership, but will have only one vote per membership and receive only one copy of **any** ~~of newsletters or other~~ mailings.

- Changes to Article I, Section 3a4:

Previously Read: 4. STUDENT MEMBERSHIP. Individuals over the age of 18 who are high school or college students may join as a Student Member. Dues for Student Members shall be set by the Board of Trustees, at a rate of no less than 50% of an individual membership. Student members will be required to show a valid student ID.

Changes Enacted: 4. STUDENT MEMBERSHIP. Individuals over the age of 18 who are high school or college students may join as a Student Member. Dues for Student Members shall be set by the Board of Trustees, at a rate of no less than 50% of an individual membership. Student members

will be required to show a valid student ID. **One vote per membership.**

- Changes to Article I, Section 7 a:

Previously Read: a. ELECTION OF OFFICERS: The election of Officers shall take place at the Annual Meeting. Officers shall be elected by a majority vote of the voting membership in attendance, with each member having one vote. Elections shall be by secret ballot and conducted by the Parliamentarian who shall also appoint two tellers to count the votes.

Changes Enacted: a. ELECTION OF OFFICERS: The election of Officers shall take place at the Annual Meeting. Officers shall be elected by a majority vote of the voting membership in attendance, with each member having one vote. Elections shall be by ~~secret voice~~ **secret voice** ballot. ~~and conducted by the Parliamentarian who shall also appoint two tellers to count the votes.~~

- Changes to Article II, Section 6d:

Previously Read: d. CORRESPONDING SECRETARY: It shall be the duty of the Corresponding Secretary to conduct all correspondence of the Society and to retain copies of such correspondence as a part of the permanent record. It shall be the duty of the Corresponding Secretary to assist the editor in the publication of the periodic newsletter and to mail copies to all members in good standing. This officer shall mail all notices of Annual or Special Meetings, including amendments to the articles of incorporation and bylaws, and if affirmed, file the amended articles of incorporation with the Utah Division of Corporations. This officer shall also assist the Archivist by keeping a record of all the Society's general activities.

Changes Enacted: d. CORRESPONDING SECRETARY: It shall be the duty of the Corresponding Secretary to conduct all correspondence of the Society and to retain copies of such correspondence as a part of the permanent record. It shall be the duty of the Corresponding Secretary to assist the ~~Webmaster editor~~ **Webmaster** in the publication of the official UFOP webpage (<http://utahpaleo.org>). ~~periodic newsletter and to mail copies to all members in good standing.~~ This officer shall mail all notices of Annual or Special Meetings, including amendments to the articles of incorporation and bylaws, and if affirmed, file the amended articles of incorporation with the Utah Division of Corporations. This officer shall also assist the Archivist by keeping a record of all the Society's general activities.

- Changes to Article IV, Section 2:

Previously Read: PUBLICATIONS COMMITTEE: It shall be the duty of the Publications Committee to publish, under the direction of the Chairman (Editor), a periodic Newsletter. With the assistance of the Corresponding Secretary, the Committee shall mail a copy of the Newsletter to all UFOP members. The Publications Committee shall also work on developing other publications, such as a professional journal.

Changes Enacted: PUBLICATIONS COMMITTEE: It shall be the duty of the Publications Committee to publish, under the direction of the Chairman (Editor), **changes to the official UFOP website** (<http://utahpaleo.org>). ~~a periodic Newsletter. With the assistance of the Corresponding Secretary, the Committee shall mail a copy of the Newsletter to all UFOP members.~~ The Publications Committee shall also work on developing other publications, such as a professional journal.

2012 Changes (Enacted July 16th, 2012)

- Addition to Article 1, Section 7.

Previously Read: ANNUAL MEETING: An Annual Meeting of UFOP shall be held each year at a place, time, and date to be designated by the Board of Trustees. Members of all affiliated chapters, Members-at-large, and Honorary Members shall be invited to attend the Annual Meeting and shall be permitted to advance and discuss ideas and business. The host Chapter shall be selected by the Board of Trustees at the previous Annual Meeting. A majority vote of the voting membership in attendance shall carry any motions, except those specifically requiring a quorum vote. Three fifths of the voting membership in attendance shall comprise a quorum, with each member having one vote. In the off chance that there is no Annual Meeting held in a specific year, the following necessary business may be conducted via email or over a conference call. The following items of business must be accomplished:

Changes Enacted: ANNUAL MEETING: An Annual Meeting of UFOP shall be held each year at a place, time, and date to be designated by the Board of Trustees. Members of all affiliated chapters, Members-at-large, and Honorary Members shall be invited to attend the Annual Meeting and shall be permitted to advance and discuss ideas and business. The host Chapter shall be selected by the Board of Trustees at the previous Annual Meeting. A majority vote of the voting membership in attendance shall carry any motions, except those specifically requiring a quorum vote. Three fifths of the voting membership in attendance shall comprise a quorum, with each member having one vote. In the off chance that there is no Annual Meeting held in a specific year, the following necessary business may be conducted via email or over a conference call. **In the event that the host Chapter needs to borrow funds to hold the Annual Meeting, they may petition the Board of Trustees for use of state funds. The petition will include the dollar amount requested to be approved by majority vote of the Board of Trustees. If there is a profit made from the Annual Meeting, that profit will be used to pay back the state funds up to the dollar amount borrowed.** The following items of business must be accomplished: