



The ASM's Bylaws: a brief history and summary

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Hartley H. T. Jackson is credited by ASM Historian, Donald Hoffmeister, with much of the hard work required to make the Society and first Annual Meeting possible at the Smithsonian in April of 1919, and the well-planned bylaws helped assure continued success of the society (Hoffmeister 1994). Jackson was the person who discovered that since the American Society of Mammalogists (hereafter, ASM) was to be established in Washington, D.C., the organizing document could not be called a constitution but rather Bylaws and Rules. The ASM Bylaws are an evolving document that represents the underpinnings of how the Society does business. If a Society member recognizes a need to update the Bylaws so that the ASM remains a relevant, democratic, and vibrant organization, the document itself describes how it may be amended. Proposed amendments are to be presented to the entire membership “2 months” prior to a Members' Meeting to allow for active debate. New amendments require two-thirds approval by members attending an Annual Meeting.

The first amendment to the Bylaws was passed in 1923 and published in the *Journal of Mammalogy* (hereafter *JM*; *JM* 4:205), allowing for three Trustees to administer the permanent funds of the Society. At that 1923 meeting, the first three Trustees were elected with staggered terms—Henry Bannon (3 years), Childs Frick (2 years), and Charles Sheldon (1 year), and the policy continues today. This first amendment demonstrates how the Society has developed, improved, and strengthened itself over the years. Starting with a solid framework, adding well-conceived and typically conservative adjustments when needed, our Bylaws and Rules are the river that runs through everything we do as a Society. Amendments are created deliberatively in a time-consuming and careful process. The decision to amend the Bylaws is usually centered around one particular matter, which opens the door to close scrutiny of the rest of the document in a “while we are at it” approach. Other matters, which may ride the coattails of the initiating topic, often fine-tune the wording of the document and would not have been undertaken without a more compelling reason to go through the

year-long process. Amendments are always made with the intention of clarifying Society operations without creating undue restrictions on the functioning of the organization. Wording is carefully chosen to be explicit but with enough flexibility to allow for future needs.

Although the document has evolved over the century, no overall summary has been provided reviewing the history of our Bylaws. As a result, how we progressed to the current bylaws from Hartley Jackson's “well-planned bylaws” has not been synthesized. As we look back at the first 100 years of the ASM, it is appropriate to assemble this information and those changes so that one can understand the evolution of the Society's management, its membership, and the steps that were taken incrementally to keep the ASM a strong, vibrant, and successful organization. Additionally, in the electronic age, it remains critically important to continue to have written documentation of the amendments that shape our Society. The Articles of Incorporation and Temporary Bylaws were published in the *JM* in 1923 (4:271–272), as adopted by Incorporators on April 29, 1920. However, the Bylaws and Rules were originally published in 1919 in the *JM* (Fig. 1; 1:49–51) and have been amended 20 times over the decades since (*JM* 99:1553–1557).

The Bylaws and Rules as published in 1924 (*JM* 5:78–80) had already begun to expand from one page to three and included the following sections:

By-Laws

- Article I, Sec. 1, 2. Name and Objects
- Article II, Sec. 1–4. Membership
- Article III, Sec. 1–3. Officers
- Article IV, Sec. 1–3. Meetings
- Article V. Quorum
- Article VI. Amendments
- Article VII. Rules
- Article VIII, Sec. 1–3. Fees and Accounts
- Article IX, Sec. 1, 2. Funds and Trustees

AMERICAN SOCIETY OF MAMMALOGISTS

BY-LAWS AND RULES ADOPTED APRIL 3, 1919

BY-LAWS

Article I. Name and Objects

Sec. 1. This society shall be known as the American Society of Mammalogists.

Sec. 2. The object of the Society shall be the promotion of the interests of mammalogy by holding meetings, issuing a serial or other publications, aiding research, and engaging in such other activities as may be deemed expedient.

Article II. Membership

Sec. 1. The Society shall consist of members, honorary members, and patrons.

Sec. 2. Any person may become a member of the Society upon recommendation of two members and election at the next annual stated meeting, or by special election at other times by a two-thirds vote of the Council, each Councilor having been given thirty days notice. A member is entitled to vote for all officers and to receive the serial publication of the Society.

Sec. 3. Honorary members shall be elected by a majority vote of the Society upon unanimous recommendation of the Council in recognition of distinguished services to mammalogy. They shall be exempt from all dues and shall be entitled to all privileges of members except that they shall not be eligible to office or to membership on the Council.

Sec. 4. Any person upon payment of one thousand dollars to the Society may, upon recommendation of the Council, be elected a patron and shall be entitled to all the privileges of a member, shall receive all publications of the Society, and shall be exempt from membership fees.

Fig. 1.—The first page of the original Bylaws and Rules as published in 1919 in the *Journal* (1:49–51). They have been amended 20 times over the century since (also see [Timm and McLaren 2019](#)).

Rules

- Rule 1. Election of Officers
- Rule 2. Order of Business
- Rule 3. Delinquents

By comparison, the 2018 document includes three additional Articles, 23 new Sections within various Articles, and two additional Rules. The current Bylaws and Rules can be accessed at <http://www.mammalogy.org/asm-bylaws-and-rules>. As shown in [Table 1](#), throughout the decades, changes to the Bylaws primarily involved internal organization of the Society; however, in 1967, amendments were adopted that are required of non-profit organizations by the Internal Revenue Service (IRS).

The ASM follows a strict adherence to *Robert's Rules of Order*, the classic manual of parliamentary procedures, allowing our meetings and management to run efficiently, with

collegiality, and permitting a broad spectrum of our members, including student members, to play an active role in decision-making. At our Board and Members' Meetings, one of the first roles of the President is to appoint a parliamentarian; it is not a requirement but is standard practice for our meetings, to help us stay on track with *Robert's Rules*. With the advent of the computer era, much of the ASM's business is handled electronically. This has necessitated a broader interpretation of what constitutes a "meeting." This has opened Society business to more members, including international participants, having the effect of increasing democracy and allowing us to stay in step with the pace of the world in the 21st century. The spirit of organizing and running a society such as ours remains the same—fairness and inclusivity.

Our Bylaws state that a revised version must be presented to the entire membership "2 months" prior to a Members'

Table 1.—Major changes to the Bylaws and Rules since they were originally published in 1919.

Year published	Changes made, citation, and our comments ^a
1923	The Temporary Bylaws as published in 1920 were amended at the 1923 meeting. This version resembled the original Bylaws and Rules proposed in 1919 (Fig. 1) closely and did not include any Rules (<i>JM</i> 4:271–272).
1924	A greatly expanded version of the Bylaws with the addition of Rules was published in 1924 (<i>JM</i> 5:78–80).
1938	A much-needed change to Rule 1, <i>Election of Officers</i> , was passed because the original Rule was written in confusing language; the amended description has remained relatively unchanged since (<i>JM</i> 19:508–509).
1948	Members' dues were changed to \$4.00 and the subscription rate for the <i>Journal</i> was raised to \$5.00 (<i>JM</i> 29:318; Article VIII, Sec. 1).
1949	Description was altered for Life and Honorary Members (<i>JM</i> 30:453), with Life Members exempt from annual dues upon payment of one hundred dollars (Article VII (sic) VIII, Sec. 2) (originally published as Article VII but in fact, it should have been VIII as correctly listed in 1951), and Honorary Members elected by a majority vote of the Society upon unanimous recommendation of the Directors based on distinguished service to mammalogy and exempt from all dues (Article II, original Sec. 3). Previously, Honorary Members had been elected by a unanimous vote of the Directors.
1951	Life Membership wording was changed to allow for payment in four installments, not just a full payment at one time. This change was recommended by the Board, with the proposed change published in the <i>Journal</i> prior to the Annual Meeting (<i>JM</i> 32:385–386; original Article VIII, Sec. 2).
1957	During a Special Meeting of the Board at the 37th Annual Meeting at the University of Kansas, the roles of the Corresponding Secretary and the Treasurer were combined, and Bryan P. Glass was appointed as the first Secretary–Treasurer. A complete listing of the proposed changes to the Bylaws was published (<i>JM</i> 38:153). Notice of the approved amendments appeared in the <i>Journal</i> later that year (38:551). No complete version of the change in Bylaws was published in the <i>Journal</i> for this, or previous amendments that occurred since 1937.
1958	An attempt to change the Bylaws in order to raise dues was defeated (<i>JM</i> 39:174, 617).
1959	Emeritus Member, a new type of membership, was proposed and approved by the Board in 1951, but was not forwarded to the membership the following year for approval and was subsequently presented in 1959. Amended Article II (Sec. 1) and new Article II (Sec. 5) provided a full description of this new member category (<i>JM</i> 40:165, 642). Also, in 1959, there was an attempt to define the rules by which a person may become a member; however, the wording was complicated and apparently determined to be inadequate when documentation was prepared for approval by the membership. A complete version of the Bylaws, including this proposed emendation, appears in the <i>Journal</i> (40:272–275).
1960	A proposed amendment was put forth to clarify the timing of decisions on where to hold future meetings (Article IV, Sec. 1, <i>JM</i> 41:545). This amendment was approved by members at the 1961 meeting, allowing the Society to plan for meetings more than 1 year in advance (<i>JM</i> 42:578–579).
1961	New wording to Article II (Sec. 2) was passed stating that any person can become a member upon recommendation of a member (<i>JM</i> 43:578; Fig. 2).
1964	Proposed in 1964 and approved by the membership in 1965, Article II (Sec. 1) was further expanded to include Members, Life Members, Honorary Members, Patrons, and Emeritus Members (<i>JM</i> 45:669). Historian Donald Hoffmeister noted in 1969 that no member had decided to pay the \$1,000 fee to become a Patron by the time of the 50th anniversary (<i>JM</i> 50:794–802).
1966	The matter of our tax status was raised, and the Directors recommended approval of three amendments to be presented to the membership in 1967. These included a new section to Article I (Sec. 3) stating that the Society should not be organized to operate for profit and no part of net income or assets shall inure to the benefit of the Officers, Directors, Trustees, or Members. No activities will consist of carrying on propaganda, or otherwise attempting to influence legislation, or participating in political campaigns. A new section was added to Article IX (Sec. 3) Funds and Trustees—principal and income must be used solely for the study of mammals and must be administered to maintain a tax-exempt status under Internal Revenue Code. A new Article X, Duration was added—in the event of dissolution of the Society, this Article describes the methods by which the Society's assets shall be distributed in accordance with the applicable Internal Revenue Code. (The IRS requires specific language for this “Dissolution clause” in the Bylaws of all 501(c) (3) organizations). Finally, Article VIII (Sec. 2) was amended, modifying the Life Membership payments to four installments (<i>JM</i> 47:766).
1967	The amendments proposed in 1966 passed unanimously. Additionally, Article VIII (Sec. 1) was amended to increase annual dues to \$5.00 payable in advance and Article VIII (Sec. 2) established that if the cost of Life Membership was spread out over four payments Life status was conferred at the time of the first installment (<i>JM</i> 48:711).
1970	Notice of proposed Bylaws changes authorizing the selection of a meeting place 2 years in advance of the meeting were published in Comments and News (<i>JM</i> 51:845–846). Members approved this change in 1971 (<i>JM</i> 52:490).
1974	Significant changes were made to the Bylaws, with additional Articles and Sections that brought the document much closer to the current version. No well-defined information appeared in the <i>JM</i> 's version of the meeting minutes other than a statement that “adoption of new By-Laws and Rules (as circulated to all members earlier this year, with minor amendments)” (<i>JM</i> 55:877–878). Additionally, the annual dues were raised to \$12. Prior to the Meeting, the members received a printed supplement to the <i>Journal</i> entitled, “Proposed revisions of Society Bylaws and Rules” (<i>JM</i> 55(1): Supplement 2, pp. 1–12). Additionally, in the meeting minutes is a reference to a change in the length of the term of Directors but this is described only vaguely. However, it can be construed that the term was changed from 2 years to 3 years at this time. Furthermore, Article VIII was formerly titled “Fees and Accounts.” All references to this title are gone from the 1974 amendments. Attempts to embed the dues structure within the Bylaws apparently ceased with this change. Article VIII was changed to “Committees” with three new sections that focus on how the committees function and report to the Society, how they are appointed, and how ad hoc committees are established.

Table 1.—Continued

Year published	Changes made, citation, and our comments ^a
1984	The Bylaws and Rules were next amended, as proposed (<i>JM</i> 65:179–182), and the revised Bylaws were published in their entirety in the last issue of the <i>Journal</i> (65:733–736). The terms of first and second Vice President and Recording Secretary were changed from 3 years to 1 year. Reference to all officers was changed from “he” to gender-neutral wording. The first Vice President was no longer required to chair the Program Committee and the second Vice President was no longer required to chair the Resolutions Committee. Responsibilities of the Managing Editor of the <i>JM</i> were added to the Bylaws to include “responsibility for the matters relating to publication of the <i>Journal</i> ” (p. 734). It was stipulated that a Special Meeting of the Board could be called at any time by the President or by the first Vice President in the absence of the President. A quorum was redefined from 10 Directors to one-third of the Board. Committee leadership was specifically stipulated to be the purview of the President.
1999	Then next round of amendments to the Bylaws followed a large series of recommendations brought to the Board by the ad hoc Committee on Strategic Planning in 1999. The amendments (<i>JM</i> 80:317–321; 80:1397–1402) describe the payment of honoraria for specified purposes from the assets of the Society as approved by the Board. Patrons were changed to Patron Members and the exact sum required for payment was removed from the wording. Rather, it now states that the sum will be defined by the Board of Directors. Life Membership was set to take affect at the completion of payments rather than at the onset. The attainment of Honorary Membership was further defined. The position of second Vice President was eliminated, and the President-Elect added. This was intended to bring greater stability to the Presidency, since there would be 2 years of preparation as President-Elect and no uncertainty about the election of President just prior to taking office. The start of the terms of all elected offices was defined as the close of the meeting when election occurs. The process of election of Directors was thoroughly defined and included the addition of a Student Member of the Board of Directors, nominated and elected separately from the other five Directors elected annually. The designation of Managing Editor of the <i>Journal</i> was changed to Journal Editor and the term of this office as well as the Secretary–Treasurer was clarified. Vacancies to be temporarily filled by appointment come as a recommendation from the President with approval of the Board. The President’s recommendation is the specific amendment. The “general business” meeting was clarified using the term “Members” meeting going forward. Ad hoc committees were further defined, as were Rules governing oversight of the Pooled Income Fund. Use of the Reserve Fund was further defined to stress that all use must maintain the non-profit status of the Society. Rule I stipulates that no proxy votes are permitted, a rule that adheres to <i>Robert’s Rules of Order</i> . Also recommended by the ad hoc committee and agreed upon by the Board was the elimination of several standing committees and name changes for two others.
2008	The next changes to the Bylaws occurred at the 2008 meeting, led by an ad hoc committee including Hugh H. Genoways, Robert J. Baker, and Suzanne B. McLaren (<i>JM</i> 89:1572–1576). Amendments included the removal of reference to a Mission Statement, the addition of a Student Members category and definition of the same, modification of the word Chairman to Chair throughout the document, a complete re-writing of Article IX (Trustees), and partial re-writing of Article X (Reserve Fund), as well as the addition of Article XI (Pooled Income Fund), and subsequent re-numbering to reflect this new Article. Rule I was amended to describe the election of Directors that now includes the posting of qualifications for candidates for Director and voting for those candidates at the second Members’ Meeting. Rule III was changed to allow dues to be set exclusively by the Board of Directors. Rule IV further defined loss of member privileges for those whose dues are delinquent.
2013	Bylaws and Rules were again revised in 2013. An announcement of proposed amendments was sent electronically by the President to the membership, 60 days prior to the meeting as follows: Article II (Sec. 3) states that Life Members are eligible for all Society publications following election to Life Membership. Under Article III (Sec. 1, 6, 9, 14, and 15) the Journal Editor was replaced by a Publications Director, who will chair the Publications Committee, and become the Officer appointed by the Board to a 6-year term. Additional details of the Publication Director’s duties are also outlined. Article III (Sec. 2) adjusted the terms for Recording Secretary and Vice President from 1 year to 2 years. Thus, elections of officers occur every other year, instead of some every year, allowing an administration to work as a more coordinated unit for the term of a President. An amendment to Article III (Sec. 7) allowed a Past President to serve in an elective office such as Recording Secretary or Trustee, but not have more than one vote on the Board. Article V formally approves the use of electronic meetings by the Board. Finally, Article IX (Sec. 3) states that the Pooled Income Fund may be overseen by the ASM Board of Trustees rather than requiring the appointment of a separate set of Trustees. These amendments were brought to a vote of the Members who attended the second Members Meeting but there was no subsequent summary of these amendments published in the <i>Journal</i> until now.
2017	Once again in 2017, proposed amendments were sent to the membership electronically. Article III (Sec. 1, 5, 15, and 16) re-defines officers to include a Program Director, describing how that officer will be elected and re-appointed by the Board of Directors, detailing the responsibilities of that office. Article III (Sec. 4) clarifies how a majority is defined when multiple candidates are on the slate for a single office. Finally, Article III (Sec. 7) expands the different offices that a Past President may hold. Article IV (Sec. 2) provides expanded guidance on the conduct of a special meeting. Article VIII specifies that all committee members and chairs will be appointed by the President ^b , except for the Chair of the Honorary Membership Committee and the Chair of Program Committee, who is also the Program Director. This revision of the Bylaws also included numerous editorial corrections that did not change the meaning of the sentences being updated. These amendments were brought to a vote at the second Members Meeting but, no published version appeared in the <i>Journal</i> until now.
2018	Article III (Sec. 3) the amendment to this Section provides details about how and why the four Officers elected by the Membership (President, President-Elect, Vice President, or Recording Secretary) can be removed from office (<i>JM</i> 99:1553–1557).
Upcoming changes: 2020	An ad hoc Bylaws committee will review the Society’s Code of Conduct for potential inclusion in the Bylaws. Anyone interested in mammalogy may become a member of the ASM upon payment of dues. Membership, however, is considered to be a privilege; the rights and benefits of membership are subject to suspension or revocation as dictated by the ASM Code of Conduct and procedures for disciplinary action (http://www.mammalogy.org/committees/office-ombudsperson#tab2 ; http://www.mammalogy.org/committees/office-ombudsperson#tab3).

^a “Original” refers to the original numbering of Article, Section, and Rules as published at the time; “current” refers to the current Article, Section, and Rules numbering.

^b Bylaws Article VIII neglected to mention that the President-Elect is the Chair of the Planning and Finance Committee.

APPLICATION FOR MEMBERSHIP

Below is an application for membership in the American Society of Mammalogists. Membership is open to all. If you are interested in joining the Society or if you are a member and interested in nominating others, please photocopy this application and send to Dr. H. Duane Smith, who will serve as nominator. Please enclose annual dues with application.

AMERICAN SOCIETY OF MAMMALOGISTS
APPLICATION FOR MEMBERSHIP

DATE _____

Name in Full _____
Surname First Middle

Signature _____

Mailing Address _____

City _____ State or Province _____

Country _____ Zip or Postal Code _____

Nominated By: _____

Start Membership as of January 1, 19____

Annual dues for regular membership are \$23 payable in advance. Life membership is \$575 in one payment or in installments of \$145 in 4 consecutive years. The *Journal of Mammalogy* is sent free to all members in good standing. Please return this application with remittance (check or money order, in US dollars, made payable to the “American Society of Mammalogists”) to: Secretary-Treasurer, Dr. H. Duane Smith, % Department of Zoology, Brigham Young University, Provo, UT 84602, USA.

Fig. 2.—For several decades, new members wishing to join the ASM did so by sending in a written application for membership to the Secretary–Treasurer’s office. The application requested the signature of a current member nominating the new person for membership. This recommendation was discontinued after 1999.

Meeting, and that new amendments require the approval of two-thirds of the members voting at that meeting for adoption. A review of the ASM’s Bylaws since 1921 shows an evolving document that remains relevant forward thinking, and ever-more democratic.

as a democratic, all-inclusive, welcoming organization. E. J. Heske and D. A. Kelt critically reviewed earlier drafts of this manuscript, considerably improving it. M. G. Girard’s masterful efforts in improving the figures used herein are most appreciated.

ACKNOWLEDGMENTS

We recognize the importance of living within the Society’s Bylaws and the effort that has occurred over many decades by dedicated members to continuously update and amend the document to reflect the organization’s way of doing business

LITERATURE CITED

HOFFMEISTER, D. F. 1994. Hartley H. T. Jackson and the American Society of Mammalogists. *Journal of Mammalogy* 75:i–ii.
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