

REVISED BY-LAWS
OF
AASP – THE PALYNOLOGICAL SOCIETY, INC.
A Non-Profit Corporation (501)(c)(6)

Revisions

- ¹ Approved by the Board of Directors of AASP, Inc. for membership vote on October 17, 1984
Approved by membership vote on March 16, 1985 (Closing date for receipt of ballots)
- ² Approved by the Board of Directors of AASP, Inc. for membership vote on October 27, 1999
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- ⁸ Approved by the Board of Directors of AASP-TPS, Inc. for membership vote on XX, 2013
Approved by membership vote on August 15, 2014
- ⁹ Approved by the Board of Directors of AASP-TPS, Inc. for membership vote on May 10, 2014
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- ¹⁰ Approved by the Board of Directors of AASP-TPS, Inc. for membership vote on September 22, 2016
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REVISED BY-LAWS

OF

AASP – THE PALYNOLOGICAL SOCIETY, INC.

A Non-Profit Corporation (501)(c)(6)

ARTICLE ONE

OFFICES

Principal Office

1.01 The principal office of the corporation in the State of Texas shall be located in the City of Houston, County of Harris. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

Registered Office and Registered Agent

1.02 The corporation shall have and continuously maintain in the State of Texas a registered office, and registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act and Texas Business Organization Code (TBOC). The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE TWO

MEMBERS

Classes of Members

- 2.01** Membership shall be open to all persons and organizations interested in the science of palynology and the corporation shall have four classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:
- (a) Individual Members - Individual members shall be persons who are or have been engaged in the science or practice of palynology; who are or have been engaged in the gathering and dissemination of palynological information; or who are engaged in paleontological, botanical, geological, or other pursuits compatible with the objectives of the association.
 - (b) Student Members - Student members shall be persons who are registered full-time students at an Institution of higher-learning. Student members will pay annual dues at a rate to be established by the Board of Directors, and will enjoy all privileges of active membership. Student members may become full Individual members at any time.
 - (c) Retired Members - Retired members shall be persons who are retired from professional activities in palynology. Retired members will pay annual dues to AASP at a rate to be established by the Board of Directors, and will enjoy all privileges of active membership excepting receipt of Palynology. A retired member can revert to full individual membership at any time.
 - (d) Honorary Members - Honorary membership will be awarded on a majority vote of the Board of Directors to persons, members or non-members of AASP, who have made distinguished

contributions to the science of palynology. Such persons will enjoy all privileges of active membership, but will not be required to pay annual dues.

Election of Members

2.02 Persons desiring membership shall submit their applications, accompanied by their first year's annual dues (in US dollars) to the Secretary and Treasurer.

Voting Rights

2.03 Each member in good standing is entitled to vote, and shall have one vote on each matter submitted to a vote of the members.

Termination of Voting Rights

2.04 The Board of Directors, by affirmation vote of two-thirds of all of the members of the Board may, after an appropriate hearing, suspend or expel a member for just cause. Further, the Board of Directors may, by a majority vote, suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article II of these by-laws.

Resignation

2.05 Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Reinstatement

2.06 A former member dropped for non-payment of dues may, upon written request to the Secretary and payment of current dues, be reinstated to membership.

Transfer of Membership

2.07 Membership in this corporation is not transferable or assignable.

Definition of Member in Good Standing

2.08 A member in good standing is defined as one who is not in arrears of dues as defined in the by-laws.

ARTICLE THREE MEETINGS OF MEMBERS

Annual Meeting

3.01 An annual meeting of the members shall be held each year for the purpose of holding scientific sessions, for the transaction of other business as may come before the meeting, and for installing the new Board of Directors. An Annual Business Meeting shall be an integral part of the annual meeting. The Annual Business Meeting shall be scheduled between scientific sessions of the annual meeting, and its purpose shall be to report to the membership the state of affairs of the corporation. The agenda for the Annual Business Meeting shall be listed in an official publication of the corporation prior to the annual meeting. A quorum for the Annual Business Meeting shall be a majority of the members registered for the annual meeting.

Special Meeting

3.02 A special business meeting of the corporation may be called by the President, the Board of Directors, or not less than a majority of the members by petition. Prior to calling such a special meeting, the Secretary must be informed sixty (60) days before the meeting. The Secretary will then notify the general membership at least thirty (30) days before the special meeting.

Place of Meeting

3.03 The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting.

Notice of Meeting

3.04 Written or printed notice stating the place, day and hour of any regularly scheduled meeting of members shall be delivered, either personally, by mail, or electronically to each member, not less than ten (10) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting, or when required by statute or these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the mail and addressed to the member at his or her address as it appears on the record of the corporation, with postage thereon prepaid. If sent electronically, it shall be deemed to be delivered when confirmation of the message being sent is noted on the sending device.

Informal Action by Members

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

Quorum

3.06 Members holding a majority of the votes entitled to be cast, represented in person or by proxy at any such meeting, shall constitute a quorum except at the Annual Business Meeting for which a quorum is defined in Article 3.01. If a quorum, as defined in these by-laws, is not present at any meeting of members, a majority of the members present may adjourn the meeting.

Proxies

3.07 At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his/her duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

3.08 The conduct of all business of the membership not covered by the constitution will be governed by Robert's Rules of Order.

ARTICLE FOUR BOARD OF DIRECTORS

General Powers

4.01 The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of Texas, but must be members of the corporation. Persons serving on the Board of Trustees of the AASP Foundation may not at the same time serve as members of the Board of Directors of AASP, Inc. The Board of Directors shall authorize expenditures and special publications, submit to members proposals for amendments to these by-laws, fill vacancies *ad interim* occurring in any corporate office except that of

President, to which the President-Elect succeeds automatically. It shall hear reports of all Standing Committees, Temporary Committees, and Corporate Officers as well as petitions from members.

Numbers and Tenure

4.02 The number of Directors shall be **eight**. Each Director shall hold office until his or her successor shall have been elected and until the next annual meeting of the members. The newly constituted Board of Directors shall take office at the end of the annual business meeting provided for in Article 3.01.

Regular Meetings

4.03 A regular annual meeting of the Board of Directors shall be held without other notice than this by-law, during, and at the same place, as the annual meeting of members. The Board of Directors may provide by resolution (a formal expression of opinion, will or intent, voted on by an official body or assembled group) the time and place, either within or without the State of Texas, for holding of additional regular meetings of the Board without other notice than such resolution. The mid-year meeting of the Board of Directors, elsewhere mentioned in these by-laws, is specifically an additional regular meeting of the Board of Directors.

Special Meetings

4.04 Special meetings of the Board of Directors may be called by or at the request of the President or by a majority of the Board of Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them. Actions of the Board of Directors' meetings shall be reported to the membership.

Notice

4.05 Notice of any special meeting of the Board of Directors shall be given at least ten (10) days previously thereto by written notice delivered personally or sent by mail or electronically to each Director at his/her address as shown by the record of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the mail so addressed with postage thereon prepaid. If sent electronically, it shall be deemed to be delivered when confirmation of the message being sent is noted on the sending device. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these by-laws.

Quorum

4.06 A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Manner of Acting

4.07 Actions by the Director shall require a simple majority vote of its members unless the act of greater number is required by law or by these by-laws. The conduct of all business of the Board of Directors not covered by the Constitution will be governed by Robert's Rules of Order.

Vacancies

4.08 Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number Directors, shall be filled by action of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Compensation

4.09 Directors as such shall not receive any stated salaries for their services.

Informal Action by Directors

4.10 Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

ARTICLE FIVE OFFICERS

Officers

5.01 The officers of the corporation shall be a President, President-Elect*/Past-President*, Secretary, Treasurer, Managing Editor, and three (3) Directors-at-Large, all eight of whom shall be members of and constitute the Board of Directors.

*The board will be represented by only one of the President-Elect or Past-President at a time. These will be in alternate years as outlined in Articles 5.04, 5.05 and 5.06.

Election and Term of Office

5.02 The officers of the corporation shall be appointed annually by the Board of Directors after the annual election of the Board of Directors, and after the newly constituted Board of Directors shall have taken office at the end of the annual business meeting. Further, the Board of Directors shall appoint officers to each office of the corporation as determined by the vote of the membership. Such vote by the membership shall be held in conjunction with the annual election of the Board of Directors. Except as stated in the Article 5.03, each officer shall hold office until his or her successor shall have been duly elected. The President, President-Elect, Past-President and Directors-at-Large shall not succeed themselves. The Secretary, Treasurer, and Managing Editor may succeed themselves in office.

Vacancies

5.03 A vacancy in any office because of death, resignation, or otherwise, may be filled by a member appointed to such office by the Board of Directors. Such a member appointed shall remain in the office for the unexpired portion of the term.

President

5.04 The President's term will run for **two** (2) years and be preceded by a one year term of President-Elect and succeeded by a one year term of Past-President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He or she shall preside at all meetings of the members and the Board of Directors. He or she may sign, with the Treasurer or any other proper officer of the corporation authorized by the Board of Directors, any deed, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. He or she shall further appoint committees as

provided in these by-laws. He or she shall with the concurrence of the Board of Directors appoint an Audit Committee of at least 2 members in good standing to review the Association's financial accounts no less frequently than every other year. This Audit Committee will report their findings at the next scheduled Board of Directors Meeting following the said audit.

President-Elect

5.05 The President-Elect shall be the Recording Secretary at all meetings of the corporation, and is responsible for distribution of the minutes to the Directors. In the absence of the President, the President-Elect shall perform the duties of the President, and when so acting shall have all the powers of and be subject to the restrictions upon the President. The President-Elect shall perform such duties as from time to time may be assigned to him/her by the President or Board of Directors. Further, if the office of President is vacated, the President-Elect shall become President for the remainder of that term. The President-Elect will succeed to the presidency.

A President-Elect shall be elected in time for the one year period in which the current President is in their second year in position. During this period, there will not be a Past-President on the Board of Directors.

Past-President

5.06 The Past-President shall assume the responsibilities of President-Elect as outlined in Article 5.05 in terms when no President-Elect is in office. These years should coincide with the first year of a President's first year in office.

Secretary

5.07 The Secretary shall keep corporate membership records in one of more books provided for that purpose; give all notices in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate membership records; keep current lists of the membership of all committees; keep a register of the post office address of each member which shall be furnished to the Secretary by each member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. He or she shall report on the membership status at the Annual Business Meeting, to the Board of Directors, and at other times upon request of the President.

Treasurer

5.08 The Treasurer shall keep corporate financial records in one of more books provided for that purpose; give all notices in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate financial records; and, in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

In addition, he or she shall have charge and custody of and be responsible for all funds of the corporation, receive and give receipts for all monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 8 of these by-laws. He or she may disburse funds in payment of normal, recurring obligations of the corporation. For non-recurring obligations, he or she may also disburse, on his or her own authority, amounts not in excess of two thousand dollars (\$2000.00) in payment for items for which the corporation may become obligated; amounts in excess of two thousand dollars (\$2000.00) shall be disbursed by him or her only with the approval of the majority of the Board of Directors. He or she shall report on the corporation's financial status at the Annual Business Meeting, to the Board of Directors, and at other times upon request of the President. He or she shall prepare and submit to appropriate governmental agencies all financial and administrative forms required to obtain and maintain a tax exempt status as a nonprofit corporation.

Managing Editor

5.09 The Managing Editor shall be responsible for dissemination of news and technical information among the membership through the medium of the Newsletter and/or other publications, as the Board of Directors may from time to time direct.

Directors-at-Large

5.10 The Board of Directors shall include three (3) Directors-at-Large who shall be elected for two (2) year terms. Two Directors-at-Large will consist of Individual members in good-standing each of whom shall serve a two-year term, and will be elected in alternating years. One Director-at-Large shall consist of a Student member in good standing, who shall be elected to a two (2) year term.

5.11 A Student Director-at-Large shall be elected every-other year and serve a two year term as a voting member of the board. The Student Member must be enrolled in a degree program at a college or university as of the first day of January in the election year. The Student Member may serve up to three (3) consecutive terms on the board.

ARTICLE SIX

General

6.01 The Board of Directors may establish permanent committees to carry out the functions and purposes of the corporation and such committees shall only have the powers and rights specifically conferred upon it by the Board of Directors and by these by-laws. In addition to the permanent committees that may be established by the Board, temporary committees may be established to perform special needs and projects as needed by the President or the Board. Such temporary committees may be continued through succeeding administrations until discharged by the President or the Board.

Terms of Office

6.02 Each member of a committee shall continue as such until the next annual meeting of the members of the corporation or until his or her successor is appointed, unless the committee shall be sooner terminated.

Vacancies

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

Quorum

6.04 Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members shall be the act of the committee.

Rules

6.05 No committee may adopt rules for its own government that are inconsistent with these by-laws or with rules adopted by the Board of Directors.

Permanent Committees

6.06 The following committees are permanent committees established by these by-laws and are to be conducted within the following guidelines:

a. Nominating Committee

1. The Nominating Committee shall consist of three members in good standing, at least one of whom is not a current corporation officers or officers of AASP Foundation.
2. The Nominating Committee and its chairman shall be appointed by the incoming Board during the annual meeting. Members of the Nominating Committee shall serve for one term.
3. Persons nominated by the Committee shall be contacted by telephone or electronically to determine:
 - a. That they are members in good standing. (Affirmative answers should be confirmed by the Secretary and Treasurer prior to candidate selection).
 - b. That they are willing to be nominated for a particular office, and that they will serve if selected and subsequently elected.
 - c. That they will be able to attend the mid-year and annual executive meetings during the tenure of their office, either in person or electronically.
4. Following his or her verbal acceptance, the nominee should be sent a form letter of acceptance to sign and return to the Chairman. The Nominating Committee Chairman is responsible for drafting, sending, and receiving these letters.
5. Candidates for each office should be selected from among the nominees by majority vote of the members of the Nominating Committee. The Nominating Committee Chairman has the responsibility for informing each candidate of his or her selection and the office for which he or she is a candidate.
6. The list of candidates, their biographies, and their letters of acceptance constitute the final report of the Nominating Committee. The report must be sent to the Board of Directors by **February 15** by the Secretary. Except for obvious errors, the report should be accepted by the Board of Directors without alteration. The Board of Directors will resolve any problems and present a ratified list to the President by **March 1**. Following presentation, a copy of the ratified report will be given to the Ballot Committee Chairman, who will have been selected from among the Directors-at-Large or President-elect at the preceding annual meeting.
7. The final list of candidates may be augmented by petition, as provided for in Article 7.03 of the AASP by-laws.

b. Ballot Committee - the Ballot Committee shall be appointed during the annual meeting by the incoming Board of Directors. The committee shall consist of one member of the Directors-at-Large or the President-elect as Chairman, and one other member in good standing. The Ballot Committee shall be charged with preparation, distribution, receiving, and counting ballots cast in elections or other matters requiring a vote by the members. The Ballot Committee shall hold all ballots until the specified closing date, at which time ballots shall be opened and counted and the results communicated to the President and Secretary, then reported to the Board of Directors through the Secretary. The President shall notify all candidates of the election results.

c. Editorial Board - The Editorial Board shall be appointed each year by the Managing Editor. The committee shall consist of the Managing Editor as Chairman, and as many members as the Editor decides to choose. The Editorial Board shall be responsible for administration of the corporation's publication program, and for the editing, printing and distribution of its publications.

d. Annual Meeting Committee - appointed for each specific annual meeting site by the Board of Directors sufficiently far ahead to make proper arrangements. Each Annual Meeting Committee shall make all local arrangements and also be in charge of the technical program for the annual meeting. Each Annual Meeting Committee chairman shall appoint one of the committee members as Treasurer of the committee or shall himself or herself

serve as Treasurer and shall be so designated, as per Chairman-Treasurer. The Annual Meeting Committee Treasurer shall have charge and custody of and be responsible for all funds of the Annual Meeting Committee, receive and give receipts for all monies due and payable to the Annual Meeting Committee from any source whatsoever, and deposit all such monies in the name of the Annual Meeting Committee in such banks, trust companies, or depositories as shall be selected in accordance with the provisions of Article 8 of these by-laws. He or she may disburse funds in payment of obligations of the Annual Meeting Committee as his or her own authority after consultations with the Committee Chairman should the Chairman be the person other than the Committee Treasurer. He or she shall present a status to the Board of Directors at each regularly scheduled meeting of the Board of Directors during the tenure of the Annual Meeting Committee. These reports may be presented by the Annual Meeting Committee Chairman for the Committee Treasurer. In a period of time not to exceed four (4) months following the close of the Annual Meeting, all obligations of the Annual Meeting Committee shall be settled and all remaining funds from any source shall be turned over to the Treasurer of the corporation for deposit in the general funds of the association.

e. Awards Committee – The Awards Committee will consist of four members in good standing who are not current corporation officers or officers of the AASP Foundation. The Chair of the Committee will be approved by majority vote of the Board. The Chair will select three other Committee members. Each member of the Committee will serve in his/her position until such time that a member tenders his/her resignation to the Board. At such time, the Chair will select a new Committee member. The Committee will be charged with accepting and reviewing applications for all the awards presented by the corporation, and submitting recommendations for the individual awards to the Board for final approval. The Chair of the Committee has the further responsibility for contacting the President, the Secretary, and/or the Treasurer to ensure that the individual awards are presented in a proper and timely manner.

f. CENEX Committee (Center for Excellence in Palynology) – The CENEX Committee will consist of up to five Association members in good standing. The Chair of the Committee will be approved by majority vote of the Board. The Chair will select up to four additional Committee members. Committee membership should include one current member of the AASP Board of Directors, and at least one member each from the academic and industrial palynological communities. Each member of the Committee will serve in his/her position until such time that a member tenders his/her resignation to the Board. At such time, the Chair will select a new Committee member. The roles of the Committee will include, but not be limited to, the following:

1. On behalf of AASP, conduct all negotiations with Louisiana State University (LSU), and its foundation, on future directions, matching fund application, fund raising options, etc.
2. Be accountable for maintaining and continuing to strengthen AASP's long standing relationship with LSU.
2. Continue to pursue additional funding for CENEX, to continue fund raising from multiple sources to enhance the value of the corpus, and to provide additional funding for current and future separate accounts in CENEX; the holder of the AASP Chair in Palaeopalynology will become an ex officio member of this committee and be expected to assist with fund raising
3. As required, provide two members, approved by the Board of Directors, to the LSU Departmental Search Committee regarding searches for the holder of the Chair in Paleopalynology as per the chair agreement
4. As required, provide two members, approved by the Board of Directors, to the LSU Departmental Search Committee regarding searches for the holder of the Endowed Professorship

5. Report directly to the President of AASP and provide a written report for the mid-year and annual meetings of the AASP Board of Directors
6. Attend AASP Board of Directors meetings if requested of the President of AASP

g. Branding and Web Presence Committee – the Branding and Web Presence Committee shall be appointed by the Board of Directors at least once every five years to 1) review the security of the society’s web presence (website, etc.) and oversee necessary changes, and 2) review the quality and value of the society’s display & marketing materials. The committee shall consist of the webmaster, secretary, treasurer, and at least one additional society member at a minimum.

EX-Officio Board Members

6.07 The following are permanent non-voting, non-elected board member roles established by the by-laws and are to be conducted within the following guidelines.

a. The Newsletter Editor. The Newsletter Editor shall be appointed and approved by the Board of Directors and will be under the guidance of the Secretary. The Newsletter Editor may be replaced upon their resignation or at the discretion of the Board of Directors. The Newsletter Editor shall be responsible for publishing the quarterly AASP Newsletter in a timely manner, and shall routinely distribute news and technical information of interest to the membership. He/She shall solicit pertinent material for publication in the Newsletter, and provide services as the Board of Directors may from time to time direct. The Newsletter editor may be invited to attend the annual board meetings by the Board of Directors.

b. The Webmaster. The Webmaster shall be appointed and approved by the Board of Directors and will be under the guidance of both the Secretary and Treasurer. The Webmaster may be replaced upon their resignation or at the discretion of the Board of Directors. The Webmaster shall be responsible for managing the AASP website. This includes 1) routinely distributing news and technical information among the membership through this electronic medium, including information about the Annual Meeting, Newsletter, Journal, and other publications, 2) facilitating collection of annual dues and other online payments, 3) facilitating the on-line membership database, 4) making routine updates to the content on the website, and 5) providing similar electronic services as the Board of Directors may from time to time direct. The Webmaster may be invited to attend the annual board meetings by the Board of Directors.

ARTICLE SEVEN NOMINATION AND ELECTION OF THE BOARD OF DIRECTORS

Procedure

7.01 The Nominating Committee shall propose no more than three (3) candidates for each Board membership position. The Nominating Committee shall submit to the Secretary by **February 15** of each year a list of nominees, together with a statement that all submitted nominees will accept the positions upon election. Not later than **May 1** the names of candidates for the Board as submitted by the Nominating Committee shall be mailed or sent electronically to the membership. This communication may quote Article 7.02. (These dates assume a fall Annual Meeting. Deadlines stated in this Article may be altered as need be to meet Annual Meeting dates).

7.02 Additional nominations may be made by any member in good standing by submitting a petition, signed by at least nine (9) other members in good standing, to the Secretary by June 15.

7.03 The Ballot Committee shall arrange for the preparation and distribution of the ballots to members on or before July 15. Ballots returned to the Ballot Committee prior to the final closing date of August 15 shall be valid; abstaining votes and ballots received later than the closing date shall not be valid. A plurality vote

shall be necessary and sufficient for election. In the event of a tie vote, a runoff election will be held. The Ballot Committee shall count all valid ballots and report the results to the Board of Directors through the Secretary.

7.04 Directors or officers are to be elected as specified by the by-laws. Such election may be continued by mail or electronically in such manner as the Board of Directors shall determine.

ARTICLE EIGHT CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Contracts

8.01 The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Checks and Drafts

8.02 All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as set forth in Article 5.06 of these by-laws or as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determined by the Board of Directors, such checks, drafts, or other evidence of indebtedness issued in the name of the corporation shall be signed by the Treasurer, and countersigned by the President or President-Elect of the corporation where necessary.

Deposit

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

8.04 The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the corporation.

ARTICLE NINE BOOKS AND RECORDS

9.01 The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the meetings of its members, Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time. All historical books and records are housed at the Hunt Institute for Botanical Documentation, Pittsburgh, Pennsylvania.

ARTICLE TEN FISCAL YEAR

10.01 The fiscal year of the corporation shall begin on the first day of October and end on the last day in September of each year.

ARTICLE ELEVEN
DUES

Annual Dues

11.01 The Board of Directors may determine from time to time the amount of the annual dues payable in United States currency to the corporation by members of each class.

Payment of Dues

11.02 Dues shall be payable on or before the first day of January in each calendar year. Dues of a new member shall be payable upon application for membership and shall be applied to the year in which received unless specified differently by the applicant.

Default and Termination of Membership

11.03 When any member of any class shall be in arrears in the payment of dues after January 1 of the current year, their membership may thereupon be terminated by the Board of Directors, if after written notification by the Secretary, the arrearages are not paid within sixty (60) days of the notification.

ARTICLE TWELVE
WAIVER OF NOTICE

12.01 Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or the Texas Business Organization Code (TBOC) under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE THIRTEEN
PUBLICATIONS

Newsletter

13.01 The corporation shall publish a newsletter four (4) times per calendar year.

Election Information

13.02 One publication of the corporation shall include the slate of nominees for office and other publications shall announce election results.

Special Publication

13.03 Special publication may be prepared and published by the Publications Committee.

Circulation

13.04 The above publications shall not be distributed to members only, but shall be made available at prevailing price to any interested person or organization upon request and further, any interested person or organization may contribute articles and other information for use in these publications.

ARTICLE FOURTEEN AMENDMENTS TO THE BY-LAWS

14.01 Amendments to these by-laws may be proposed by the (1) Board of Directors or, (2) submitted to the Secretary by petition and signed by at least ten (10) members in good standing. The Board of Directors shall review each proposed amendment for clarity of meaning and to insure compatibility with other parts of the by-laws. Proposed amendments, if approved by the Board of Directors, and with the approval of the petitioners, shall (1) be submitted to the members together with a mail or electronic ballot which shall state a closing date for ballots to be received by the Ballot Committee, such date to be not less than thirty (30) days after ballots are sent or, (2) the amendment(s) may be voted who have executed proxies in writing or by their duly authorized attorneys-in-fact as prescribed in Article 3.07 of these by-laws, and in either case shall be passed by a two-thirds affirmative vote of the members voting. "Members" as used in this Article refers to members in good standing as defined in Article 2.08 of these by-laws. Proposed by-law amendments shall be published in the AASP Newsletter at least six (6) months prior to being put to the membership for vote to insure that adequate time for discussion and communication with the By-laws Committee is available to the membership.

Ballots shall be returned to the Ballot Committee and counted and reported as provided for in these by-laws.

Results of voting on amendments to the by-laws shall be reported to the membership in a publication of the corporation.

The first revision of the AASP by-laws were approved by the Board of Directors, for membership vote, on October 17, 1984 at the 17th Annual Meeting, Arlington, Virginia.

Officers present: John A. Clendening, President
Vaughn M. Bryant, President-Elect
Kenneth M. Piel, Secretary-Treasurer
Douglas J. Nichols, Managing Editor
James E. Canright, Director-at-Large
Lucy E. Edwards, Director-at-Large
Jocelyne A., Legault, Director-at-Large
Virgil D. Wiggins, Director-at-Large

By-laws Committee:

John A. Clendening, Chairman
Don G. Benson, Jr., Member
William C. Cornell, Member

The second revision of the AASP by-laws were approved by the Board of Directors, for membership vote, on October 27, 1999 at the 32nd Annual Meeting, Savannah, Georgia

Officers present: Christopher H. Denison, President
Rolf A. Mathewes, Past-President
Fredrick J. Rich, President-Elect
Thomas D. Demchuk, Secretary-Treasurer
David K. Goodman, Managing Editor
Robert A. Cushman Jr., Director-at-Large
Joyce Lucas-Clark, Director-at-Large

Paul K. Strother, Director-at-Large
Pierre A. Zippi, Director-at-Large

The third revision of the AASP by-laws were approved by the Board of Directors, for membership vote, on September 17, 2005 at the 37th Annual Meeting, St. Louis, Missouri

Officers Present: Martin J. Head, President
Sharma L. Gaponoff, Past-President
Robert A. Cushman Jr., President-Elect
Thomas D. Demchuk, Secretary-Treasurer
James B. Riding, Managing Editor
Francine McCarthy, Director-at-Large
Enrique Martinez-Hernandez, Director-at-Large
Peter McLaughlin, Director-at-Large
Jorg Pross, Director-at-Large

The fourth revision of the AASP by-laws were approved by the Board of Directors, for membership vote, on April 21st, 2006, at the Mid-Year Board of Directors Meeting, Philadelphia, Pennsylvania

Officers Present: Robert A. Cushman Jr., President
Martin J. Head, Past-President
Carlos Jaramillo, President-Elect
Thomas D. Demchuk, Secretary-Treasurer
James B. Riding, Managing Editor
Peter McLaughlin, Director-at-Large
Jorg Pross, Director-at-Large
Sophie Warny, Director-at-Large
Thomas D. Davies, Director-at-Large

The fifth revision of the AASP by-laws, Articles of Incorporation, were approved by the Board of Directors, for membership vote, on February 28th, 2008, during a special meeting held via e-media.

Officers Present: Francine McCarthy, President
Carlos Jaramillo, Past-President
Fredrick J. Rich, President-Elect
Thomas D. Demchuk, Secretary-Treasurer
James B. Riding, Managing Editor
Owen K. Davis, Webmaster
Joyce Lucas-Clark, Director-at-Large
Sarah de la Rue, Director-at-Large
Barrie Dale, Director-at-Large
Yow-Yuh Chen, Director-at-Large

The sixth revision of the AASP by-laws were approved by the Board of Directors, for membership vote, on March 31st, 2007, at the Mid-Year Board of Directors Meeting, Houston, TX, and on April 6th, 2008, at the Mid-Year Board of Directors Meeting, Niagara-on-the-Lake, ON

Officers Present: Carlos Jaramillo, President (2007)
Francine McCarthy, President (2008)
Robert Cushman, Jr., Past-President (2007)
Carlos Jaramillo, Past-President (2008)
Francine McCarthy, President-Elect (2007)
Fredrick J. Rich, President-Elect (2008)
Thomas D. Demchuk, Secretary-Treasurer (2007, 2008)
James B. Riding, Managing Editor (2007, 2008)

Owen K. Davis, Webmaster (2007 2008)
Joyce Lucas-Clark, Director-at-Large
Sarah de la Rue, Director-at-Large
Barrie Dale, Director-at-Large
Yow-Yuh Chen, Director-at-Large
Sophie Warny, Director-at-Large
Thomas Davies, Director-at-Large

The seventh revision of the AASP-TPS by-laws were approved by the Board of Directors, for membership vote on April 14, 2012, at the Mid-Year Board of Directors Meeting in Lexington, KY.

Officers present: Franca Oboh-Ikuenobe, President (2012)
Ian Harding, President-elect (2013)
Paul Strother, Past-president (2013)
Thomas Demchuk, Secretary-Treasurer
Sophie Warny, Newsletter Editor
Lanny Fisk, Director-at-Large
Deb Willard, Director-at-Large
Rebecca Hackworth, Director-at-Large

The eighth revision of the AASP by-laws were approved by the Board of Directors, for membership vote on May 11, 2013, at the Mid-Year Board of Directors Meeting in San Francisco, CA

Officers present: Ian Harding, President (2013)
Franca Oboh-Ikuenobe, Past-President (2013)
Lanny Fisk, President-elect (2013)
Thomas Demchuk, Secretary-Treasurer,
Sophie Warny, Newsletter Editor
Mohamed Zobia, Webmaster

The ninth revision of the AASP by-laws were approved by the Board of Directors, for membership vote on May 10, 2014, at the Mid-Year Board of Directors Meeting in Houston, TX.

Officers present: Lanny Fisk, President (2014)
Jen O'Keefe, President-elect (2014)
Thomas Demchuk, Secretary-Treasurer (2014)
Sophie Warny, Newsletter Editor
Pi Willemsen, Director-at-Large
Fabienne Marret-Davies, Director-at-Large
Iain Prince, Director-at-Large

The tenth revision of the AASP by-laws were approved by the Board of Directors, for membership vote on September 22, 2016, at the Incoming Board of Directors Meeting in Houston, TX.

Officers present: Iain Prince, President (2017)
Gunn Mangerud, President-elect
Guy Harrington, Past-President
Stephen Stukins, Secretary
Rebecca Hackworth-Treasurer
Jim Riding, Managing Editor
Jen O'Keefe, Newsletter Editor
Katrin Ruckwied, Director-at-Large
Niall Paterson, Director-at-Large
Ingrid Romero, Student Director-at-Large

The principal office of the corporation in the State of Texas, as of the date of revision of these by-laws, shall be located in the City of Houston, County of Harris.

The registered office of the corporation in the State of Texas, and the registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act and the Texas Business Organization Code (TBOC) is, on the date of revision of these by-laws, identical with the principal office of the corporation in the State of Texas. The street address of the registered office of the corporation is 3807 Shadow Knoll Court, Houston, TX 77082 and the name of the registered agent is Thomas D. Demchuk.

These by-laws were approved by membership vote on March 16, 1985 (the closing date for receipt of ballots).

These by-laws were approved by membership vote on August 15, 2000 (the closing date for receipt of ballots).

These by-laws were approved by membership vote on August 15, 2006 (the closing date for receipt of ballots).

These by-laws were approved by membership vote on August 29, 2007 (the closing date for receipt of ballots).

These by-laws were approved by membership vote on March 31, 2008 (the closing date for receipt of ballots).

These by-laws were approved by membership vote on January 16, 2009 (the closing date for receipt of ballots).

These by-laws were approved by membership vote on August 15, 2013 (the closing date for receipt of the ballots).

These by-laws were approved by membership vote on August 15, 2014 (the closing date for receipt of the ballots).

These by-laws were approved by membership vote on August 15, 2015 (the closing date for receipt of the ballots).

These by-laws were approved by membership vote on August 15, 2017 (the closing date for receipt of the ballots).

ARTICLES OF INCORPORATION
OF
AMERICAN ASSOCIATION OF
STRATIGRAPHIC PALYNOLOGISTS, INC.

We, the undersigned persons of the age of twenty-one (21) years or more, at least two (2) of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is American Association of Stratigraphic Palynologists, Inc.

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purposes for which this corporation is formed are:

- (1) The specific and primary purpose are to promote the science of palynology, especially as it relates to stratigraphic application and biostratigraphy, for and in behalf of the public interest, and to foster the spirit of scientific research among its members and others engaged in this field of science so that information and data on the subject may be discovered and gathered, and then disseminated to its members and to the public alike and in doing so, educate its members and the public in general in this area of science.
- (2) The general purposes and powers are to have and exercise all rights and powers conferred on non-profit corporations under the laws of Texas, or which may hereafter be conferred, including the power to contract, rent, buy, or sell personal or real property; provided, however, that this corporation shall not except to an insubstantial degree, engage in Any activities or exercise any powers that are not in furtherance of the primary powers of this corporation.
- (3) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c) (6) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

This corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes.

ARTICLE FIVE

The assets of the corporation in the event of dissolution shall be applied and distributed as follows:

- (1) All liabilities and obligations of the corporation shall be paid, satisfied and discharged.
- (2) All assets held by the corporation upon conditions requiring return, transfer or conveyance, which conditions occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.
- (3) All other remaining assets and income of the corporation shall be distributed and dedicated to another non-profit organization which claims exemption from federal income tax under Section 501 (c)(6) of the Internal Revenue Code.

ARTICLE SIX

The street address of the initial registered office of the corporation is 1338 Naples Drive, Dallas, Texas 75232 and the name of its initial registered agent at such address is Robert T. Clarke.

ARTICLE SEVEN

The number of directors constituting the initial Board of Directors of the corporation is seven (7) and the names and addresses of the persons who are to serve as the initial directors are:

Donald W. Engelhardt
Amoco Production Co.
P.O. Box 3092
Houston, TX 77001

Harry A. Leffingwell
Union Oil Research Center
P.O. Box 76
Brea, CA 92621

Robert T. Clarke
Mobil Oil Corporation
P.O. Box 900
Dallas, TX 75221

Richard W. Hedlund
Amoco Production Co.
P.O. Box 591
Tulsa, OK 74102

Wayne W. Brideaux
Amoco Canada Petroleum Co., Ltd.
444 - 7th Avenue, S.W.
Calgary, Alberta
Canada T2P 0Y2

Geoffrey Norris
Department of Geology
University of Toronto
Toronto, Ontario
Canada M5W 1A1

Warren S. Drugg
Chevron Oil Field Research Company
P.O. Box 446
La Habra, CZ 90631

ARTICLE EIGHT

The name and street address of each incorporator is:

Kenneth R. Guest
920 Mercantile Securities Building
Dallas, TX 75201

Gail Profitt
920 Mercantile Securities Building
Dallas, TX 75201

Randall F. Adair
920 Mercantile Securities Building
Dallas, TX 75201

CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
AASP – THE PALYNOLOGICAL SOCIETY, INC.

Pursuant to the provisions of the Texas Non-Profit Corporations Act (the “Act”) and the Texas Business Organizations Code (“TBOC”), the undersigned corporation adopts the following Certificate of Amendment to its Articles of Incorporation:

1. The filing entity is electing to adopt the Texas Business Organizations Code.
2. The name of the corporation is currently American Association of Stratigraphic Palynologists, Inc.
3. The filing number issued by the secretary of state is: 3320999.
4. Article One of the original Articles of Incorporation reads:

The name of the corporation is American Association of Stratigraphic Palynologists, Inc.
5. Article One shall be amended as follows:

The name of the corporation is AASP – The Palynological Society, Inc.
6. Article Six of the original Articles of Incorporation gives the registered office as 1338 Naples Drive, Dallas, Texas 75232 and the registered agent as Robert T. Clarke. Article Six shall be amended to Thomas Demchuk as registered agent and 3807 Shadow Knoll Court, Houston, Texas 77082 as the registered office.
7. Article Seven currently allows for seven (7) directors of the corporation.
8. Article Seven shall be amended to allow for ten (10) directors of the corporation.
9. Article Nine shall be added as follows:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purposes article hereof (i.e. Article IV, above). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on the behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future tax code.
10. Article Ten shall be added to read:

Consistent with the TBOC, the corporation shall indemnify every director or officer, his or her heirs, executors, administrators and personal representatives, against expenses actually and reasonable incurred by him or her, as well as any amount paid upon a judgment, in connection with any action, suit, or proceeding, criminal or civil, to which he or she is or may be made a party by reason of having been an officer or director of the corporation. The foregoing indemnification is being given since the officers and

directors will be requested to act by the corporation for the corporation's benefit. The subject indemnification shall not be exclusive of other rights to which the officers or directors may be entitled.

11. The amendment was adopted at a meeting of the board of directors and Members held on February 25, 2008, and received the vote of a majority of the voting members of the corporation.

12. The document will become effective when the document is filed by the secretary of state.

13. The undersigned signs this document subject to the penalties imposed by law for the submission of a false or fraudulent document.

IN WITNESS WHEREOF, we have hereunto set our hands, this the 10th day of July 2008.

Francine McCarthy, President

Thomas D. Demchuk, Secretary-Treasurer