

BYLAWS OF THE FRIENDS OF FRANZ THEODORE STONE LABORATORY  
OF THE OHIO STATE UNIVERSITY

**ARTICLE I. Name.**

The name of this organization shall be the Friends of Franz Theodore Stone Laboratory of The Ohio State University, hereinafter referred to as the Friends of Stone Laboratory. Members of the Friends of Stone Laboratory shall be referred to as Friends. The Board of Directors of the Friends of Stone Laboratory, hereinafter referred to as the Board, shall govern this organization according to these bylaws.

**ARTICLE II. Purpose.**

The purpose of the Friends of Stone Laboratory shall be (1) to promote wider understanding and use of the academic resources, research achievements, and public services of Stone Laboratory; (2) to encourage endowments and bequests, as well as gifts of money and gifts-in-kind, such as, collections, books, furniture, and other teaching materials and research equipment, and special services beyond the resources of Stone Laboratory's budget; (3) to promote closer fellowship among alumni (former students of Stone Laboratory), faculty, visiting scientists, and other interested persons; (4) to provide for closer alumni relations by keeping up-to-date records of the students of all the year classes, providing feedback for program evaluation, and highlighting the achievements of former students, faculty, researchers, and other interested persons; (5) to aid in improving the quality of the current physical facilities and to provide Stone Laboratory with modern instructional and research equipment; (6) to give direction to future, long-range planning and to function in an advisory capacity and; (7) to support the objectives of Stone Laboratory.

**ARTICLE III. Membership.**

Section 1. Any individual, organization, business, or corporate body interested in the purposes of the Friends of Stone Laboratory may become a Friend upon donation of a contribution to The Ohio State University Development Fund, designated for the Friends of Stone Laboratory, as specified in the Appendices to these Bylaws.

Section 2. A gift of materials or service may be accepted in lieu of a monetary contribution.

**ARTICLE IV. Officers.**

Section 1. The officers of the Friends of Stone Laboratory shall be a President, Vice-President, Secretary, Treasurer, and Immediate Past-President.

Section 2. The officers shall perform the duties as prescribed in these Bylaws and their Appendices, and in the parliamentary authority adopted by the Friends of Stone Laboratory.

Section 3. The President shall preside over the assembly at its meetings, serve as Chairperson of the Executive Committee and Board, prepare the agenda for the annual and special membership meetings and board meetings, prepare the Annual Report of the Friends of Stone Laboratory, appoint committee chairpersons, unless otherwise specified in these Bylaws and/or Appendices, serve as an ex officio member of all standing committees except the Nominating and Awards Committee, and shall keep University officials responsible for Stone Laboratory and for the Friends of Stone Laboratory fully informed of all activities of the Friends of Stone Laboratory.

Section 4. The Vice-President shall serve in the absence of the President and shall be the President-Elect.

Section 5. The Secretary shall keep the minutes of the Executive Committee, the Board, and the general membership meetings and shall prepare correspondence as appropriate.

Section 6. The Treasurer shall keep a record of all donations to Stone Laboratory, prepare an annual financial statement, prepare a current financial report for each Board meeting, and assist the President in preparing an annual budget.

Section 7. The immediate Past-President shall serve as an advisor to the Board, shall be a member of the Executive Committee, and shall act as chairperson of the Nominating and Awards Committee.

Section 8. All officers shall perform such other duties as the Board deems appropriate and necessary.

#### **ARTICLE V. Board of Directors.**

Section 1. The Board shall be composed of the Officers, and no less than four (4) or more than ten (10) elected members. The following shall also be non-voting members of the Board: the Director, Associate Directors, and University managers for the Laboratory and its facilities.

Section 2. The Board shall manage the affairs of the organization between Annual Meetings and direct the use of general funds. The Board may set forth procedures, consistent with these Bylaws, in order to increase the efficient operation of the Friends of Stone Laboratory.

Section 3. A Board member who has a conflict of interest in a matter will abstain from voting on any relevant motion.

Section 4. The Board, in consultation with the Director of Stone Laboratory, shall determine levels of contribution required for Membership and/or other purposes. These amounts are specified in the Appendices to these Bylaws.

Section 5. The Board shall receive and administer special gifts in accordance with the terms of the gift, the policies of Stone Laboratory and The Ohio State University, and the purposes of the Friends of Stone Laboratory.

Section 6. The Board shall hold at least four meetings each year. Members of the Board shall attend at least 50 per cent of these meetings.

Section 7. The Board shall elect a Member-at-Large during the first Board meeting after the Annual Meeting, to serve on the Executive Committee until the following Annual Meeting.

Section 8. The Board shall meet on the call of the President or by the request of a majority of the members of the Board. A majority of voting members of the Board, including the President or Vice-President and the Secretary or Treasurer shall constitute a quorum. Should a quorum not be present, or a full vote by all board members be desired, the President, with the agreement of the Director, can request a vote be taken via mailed ballot or electronic communication.

Section 9. If a vacancy on the Board occurs, the Board, upon recommendation of the President, may appoint a replacement to serve until the next Annual Meeting.

Section 10. The Board shall have discretion to remove from office or membership any officer or member of the Board who fails to maintain membership requirements as specified in Article III, and/or who has a conflict of interest but fails to abstain as specified in Section 3 above, and/or who fails to fulfill minimum attendance requirements as specified in Section 6 above, and/or who fails to perform the duties of their office or position as specified in these Bylaws and their Appendices.

#### **ARTICLE VI. Election of Officers and Directors.**

Section 1. Officers, with the exception of the Immediate Past President, shall be elected at each Annual Meeting and shall serve without compensation. Their term of office shall begin at the conclusion of the Annual Meeting. Officer terms shall be for one (1) year and officers may be elected to successive terms. The maximum term for the President shall be three (3) years.

Section 2. Members shall be elected to the Board each year at the Annual Meeting. They shall serve two-year terms, beginning at the conclusion of the Annual Meeting. Terms shall be staggered such that each year approximately half of the member terms will expire. Board Members may be elected to successive terms. If a resignation or vacancy occurs during the year, or as a result of officer elections, additional members may be elected at the next Annual Meeting such that there will always be between four (4) and ten (10) non-officer Board Members.

Section 3. A slate of new Officers and Directors shall be published by the Nominating and Awards Committee at least thirty days in advance of the Annual Meeting. Nominations may also be made by any Friend in good standing and must be received by the Nominations Committee at least thirty days in advance of the Annual Meeting. No person shall be nominated without prior consultation and agreement about their willingness to serve.

Section 4. All officers, elected members of the Board, and committee chairpersons, shall be members in good standing and shall be subject to removal by the Board pursuant to Article VI, Section 10.

## **ARTICLE VII. Committees.**

Section 1. The Friends of Stone Laboratory shall have an Executive Committee, a Nominating and Awards committee, and such other committees as determined by the President and/or enumerated in the Appendices to these Bylaws.

Section 2. The Executive Committee, of which the President shall be chairperson, shall consist of the Officers, the Member-at-Large, and the Immediate Past-President. A simple majority, including the President or Vice-President, shall constitute a quorum. It shall be the responsibility of this committee to provide leadership for the Board, to act for the Board in emergency situations between Board meetings, and to report any actions to the Board at the next meeting.

Section 3. The Nominating and Awards Committee shall be chaired by the immediate Past-President and shall consist of a minimum of two other members, who at some time have served on the Board. Other qualified persons approved by the Board may also serve on this committee. It shall be the responsibility of this committee to nominate a slate of officers and members of the Board for election. This committee shall also nominate individuals for awards and recognize their scholarship, research, or service accomplishments.

Section 4. Chairpersons of committees not already specified in these Bylaws and Appendices shall be approved during the first Board meeting following the Annual Meeting. They may be Officers, Board Members, Friends of Stone Lab or staff members, contingent on approval by the Board, and shall serve from one Annual Meeting to the following Annual Meeting.

Section 5. All chairpersons shall make recommendations to the President concerning the membership of their committees, which must be approved by the Board. They shall be expected to present reports at the Annual Meeting and each meeting of the Board, shall provide the President with copies of all reports and minutes, shall keep the President fully informed about their activities on behalf of the Friends of Stone Laboratory, and shall perform other such duties as the Board deems necessary and appropriate.

Section 6. Other committees of the Friends of Stone Laboratory are enumerated in the Appendices to these Bylaws. The President shall prescribe the responsibility of these committees, or any others that may be established.

## **ARTICLE VIII. Membership Meetings.**

Section 1. The Annual Meeting of the Friends of Stone Laboratory shall be held at such time and place as determined by the Board, in consultation with the Director of Stone Laboratory.

Section 2. Special Meetings may be called at any time by the President or by a simple majority of the Board.

Section 3. Quorum for all Membership Meetings shall be the total number of Officers, Board Members and Friends present, provided there is a quorum of the Board. Every Friend shall be entitled to one vote on all matters brought before the Friends of Stone Laboratory.

## **ARTICLE IX. Parliamentary Authority.**

Robert's Rules of Order shall govern the Friends of Stone Laboratory in all cases in which they are applicable, and where they are not inconsistent with these Bylaws.

## **ARTICLE X. Amendment.**

These bylaws may be amended at any Annual Meeting or Special Meeting of the Friends of Stone Laboratory, by a two-thirds vote of Friends present, provided notice was given at the previous meeting or at least twenty days in advance of the meeting. These bylaws may also be amended by a two-thirds vote of Friends responding to a mail ballot.

## **Article XI. Appendices.**

Appendices may be included with these Bylaws. Appendices contain formal FOSL policy and cannot be in conflict with the Bylaws, but they are not technically a part of the Bylaws and do not require approval of the general membership. They are intended to address less important or transient issues and may be adopted, amended, or rescinded by a majority vote of the Board of Directors, at any regular or special meeting, provided a Board quorum is present.

Adopted February 20, 1982  
Amended August 31, 1985  
Amended August 29, 1992  
Amended September 6, 1997  
Amended September 9, 2006  
Amended September 6, 2008  
Amended September 8, 2012  
Amended September 8, 2018