

BYLAWS OF THE MINNESOTA HERPETOLOGICAL SOCIETY

ARTICLE I. : ORGANIZATION

Section 1.01 Name. The Name of this organization shall be the Minnesota Herpetological Society, hereinafter referred to as "MHS."

Section 1.02 Purpose. The Purpose of this organization shall be to:

- A. Further the education of the membership and the general public in care and captive propagation of reptiles and amphibians.
- B. Educate the membership and the general public in the ecological role of reptiles and amphibians.
- C. Promote the study and conservation of reptiles and amphibians.

Section 1.03 Limitations. This corporation shall have the powers granted non-profit corporations under the Minnesota Non-Profit Corporation Act and by any future laws amendatory and supplementary thereto; provided, however, that all powers of the corporation shall be exercised within so that the activities of this corporation shall be exclusively within the contemplation of Sections 170(c) and 501(c)(3) of the Internal Revenue Code and Minnesota Statutes Chapter 290, all as now enacted or as hereinafter amended.

Section 1.04 Corporate Seal. This corporation shall have no seal.

ARTICLE II. : MEMBERSHIP

Section 2.01 Membership. Membership shall consist of active members, corresponding members and honorary members.

Section 2.02 Active and Corresponding Members. Active members shall be individuals who subscribe to the objectives and policies of this organization. Corresponding members shall be a corporation or organization that subscribe to the objectives and adhere to the policies of this organization.

Section 2.03 Honorary Members. Honorary memberships may be bestowed upon individuals who have distinguished themselves through outstanding contribution in the field of herpetology. Honorary members shall be named upon recommendation of the Board of Directors.

Section 2.04 Nondiscrimination. Membership is open to all regardless of race, religion, color, sex, national origin, handicap, age, veteran status, or sexual orientation.

Section 2.05 Application. Application for membership shall be submitted to the Membership Secretary.

Section 2.06 Active Members Rights. Active members shall be entitled to vote, shall be eligible to hold committee posts, and shall be entitled to all benefits of MHS. Active members shall be entitled to hold office provided that they are eighteen (18) years of age or older.

Section 2.07 Corresponding and Honorary Members Rights. Corresponding members and honorary members shall not be entitled to vote and shall not hold office, but may serve on committees. They shall be entitled to all other benefits of MHS.

Section 2.08 Annual Dues. Annual dues shall be established by the Board of Directors and approved by a majority of the voting membership. Honorary members shall be exempt from the payment of all dues and fees.

ARTICLE III. : BOARD OF DIRECTORS

Section 3.01 MHS Administration. MHS shall be administered by a Board of Directors comprised of the elected officers, and four active members at large, all of whom are eighteen (18) years of age or older and whom shall be members of MHS in good standing.

Section 3.02 Policy Statements. The Board of Directors shall formulate statements of policy to serve as a guide to the goals of the MHS and provide for consistency of action. Said policy statements shall be recorded in the official minutes of the Board and shall be published at the discretion of the Board, such changes to be reported to the

members at regular meeting and through MHS publications.

- Section 3.03 Meetings of the Board. Regular Board meetings shall be held at times, places and frequency as may be determined by the President, generally once per month. Special meetings may be called by the President or upon the request of any two directors.
- Section 3.04 Notice of Board Meetings. Notice of regular or special board meetings shall be mailed to each Board member no less than three (3) nor more than thirty (30) days before the meeting, excluding the day of the meeting; or notice may also be personally delivered or by telephone calls. A director may waive notice.
- Section 3.05 Quorum. At any duly called board meeting, a majority of the directors shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum be held. Notice of any adjourned meetings need not be given other than by announcement at the meeting at which adjournment is taken.
- Section 3.06 Vacancies on the Board. A director shall be deemed to have resigned from the Board in the event that the member organization which the director represents resigns, or otherwise ceases to be a members in good standing. The Board shall have the authority to fill vacancies which occurred during the year by reason of death, resignation, or removal.
- Section 3.07 Action at Board Meetings. The directors shall take action by the affirmation vote of a majority of those directors present and entitled to vote at a duly called meeting.
- Section 3.08 Committees. The President or the Board of Directors may establish committees and task forces as appropriate. The committees and task forces shall report to the Board and/or general membership meetings as directed, and shall maintain records of meeting and activities.
- Section 3.09 Indemnification. To the full extent permitted by Minnesota Statutes, or by other provisions of law, the Board of Directors may indemnify members, directors, officers, agents and employees for certain expenses and liabilities.
- Section 3.10 Written Action. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken by written action signed by a majority of the Directors, except as to those matters which require members approval, in which case the written action shall be signed by the applicable number of members.

ARTICLE IV. : OFFICERS AND COMMITTEES

- Section 4.01 Officers. The officers of MHS shall be President, Vice President, Recording Secretary, Membership Secretary, Treasurer, and Newsletter Editor, all of whom shall be members of MHS in good standing.
- Section 4.02 Term of Office. The officers and members-at-large elected at the Annual Meeting of MHS as hereafter provided, shall serve for a period of one (1) year commencing January 1. Board of Directors may serve only four (4) terms consecutively. Treasurer will have no limit to term length.
- Section 4.03 President. The President shall perform the duties of such office including chairing monthly membership meetings and Board of Directors. The President shall appoint all special and standing committee chairs subject to the approval of the Board of Directors. Also, the President may establish such ad hoc, standing and special committees as may be required to further the work of MHS.
- Section 4.04 Vice President. The Vice President shall preside in the absence of the President, serve as program coordinator, and perform such duties as designated by the President.
- Section 4.05 Recording Secretary. The Recording Secretary shall keep the minutes of the meetings of the Board of Directors and of the proceedings of all the meetings of the members in appropriate books.
- Section 4.06 Membership Secretary. The Membership Secretary shall give and serve all notices of MHS, shall keep the names and residences of the members, and maintain membership notices.
- Section 4.07 Treasurer. The Treasurer shall be responsible for all funds and assets of MHS, payment of authorized accounts, present financial reports at Board of Directors meetings and the Annual Meeting, and submit the records for audit.

Section 4.08 Newsletter Editor. The Newsletter Editor shall edit and produce the Newsletter of the Minnesota Herpetological Society on a monthly basis.

ARTICLE V. : ELECTIONS

Section 5.01 Selection of Candidates. Officers and Members-at-Large of the Board of Directors shall be elected from a slate of eligible candidates proposed by a nominating committee and other nominations made by any active member.

Section 5.02 Submission of Slate of Voters. The slate of candidates shall be submitted by the Chair of the Nomination Committee to the Recording Secretary at least thirty (30) days prior to the Annual Meeting. The Recording Secretary shall then prepare a ballot and distribute a ballot to every voting member at the Annual Meeting.

Section 5.03 Voting. Each Active Member person shall be entitled to cast one vote. Any Active Members may nominate one or more individuals to exercise the privileges of membership and shall have the right to change such nomination upon written notice.

Section 5.04 Counting the Votes. The Recording Secretary shall appoint a tally committee of two (2) members who will tally the votes and sign a list of successful candidates. The Recording Secretary shall immediately notify all successful candidates. The ballots shall be retained by the Recording Secretary for thirty (30) days for possible inspection by the Board of Directors.

Section 5.05 Ballots. Candidates shall be elected by a simple majority of the ballots cast. When the ballot has no (zero) contested positions, there shall be no necessity for a written ballot of candidates and such nominee(s) shall be declared duly elected upon verbal affirmation of active members in attendance.

ARTICLE VI. : MEETINGS

Section 6.01 Annual Meeting. There shall be an Annual Meeting of MHS on the first meeting day in the month of November, at a place to be determined by the Board of Directors.

Section 6.02 Notice of Annual Meeting. Notice of Annual Meeting or any special membership meeting shall be mailed to all members of MHS at least thirty (30) days before the meeting, excluding the day of the meeting.

Section 6.03 Regular Meetings. Regular meetings of MHS shall be held as determined by the membership. The schedule of regular meetings may be altered by the Board of Directors from time to time as may be required to carry out the work of MHS.

Section 6.04 Action. The members shall take action by the affirmative vote of a majority of those members present and entitled to vote at a duly called meeting.

ARTICLE VII. : FINANCES

Section 7.01 Funds. Funds of MHS shall include membership dues, advertising fees, sponsorship fees for activities, and contributions received from organizations, agencies, etc. All moneys paid to MHS shall be placed in a general operating fund, and kept on deposit in financial institutions approved by the Board of Directors. The Treasurer shall cause a monthly financial report to be made to the Board of Directors.

Section 7.02 Disbursements. The Treasurer shall be authorized to make disbursements on accounts and expenses provided for the budget for an event in an amount not to exceed \$500.00, or provided for in the budget for the general office purposes in an amount not to exceed \$100.00. All disbursements shall be by check. The Board shall authorize all other disbursements. Checks shall be signed by any two Directors.

Section 7.03 Fiscal Year. The fiscal and program year of MHS shall end on December 31.

Section 7.04 Budget. The Board shall prepare and adopt a written budget of estimated expenses and revenue prior to the beginning of each fiscal year.

Section 7.05 Annual Audit. The President shall appoint an Audit Committee of three (3) members, including the Treasurer and two (2) members not serving on the Board of Directors. The Audit Committee shall conduct an investigation

and review of the financial records, and present a written report and recommendations to the Board. Copies of the report and recommendations shall be available upon request to general members.

ARTICLE VIII. : MISCELLANEOUS

Section 8.01 Amendments and Repeal. These Bylaws may be amended or altered by a majority of the members at a general membership meeting, with notice, voting and other requirements as set forth for the election of officers and directors.

Section 8.02 Approval of Amendment by Board of Directors. All proposed amendments to these Bylaws shall first be submitted in writing and approved by the Board of Directors. If the Board of Directors fails to approve or take action concerning the proposed amendment, then said amendment may be presented to the voting members upon written petition signed by 30% of all voting members in good standing at that time.

Section 8.03 Rules of Order. The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Articles or Bylaws of MHS, and the laws of Minnesota.

Section 8.04 Bonding. The Board of Directors may bond staff, officers and directors in the amount set by the Board of Directors.

ARTICLE IX. : STUDENT CHAPTERS

Section 9.01 Chapters. A student chapter may be formed by the full time students of a University or College in Minnesota.

Section 9.02 Officers and Duties. The officers of the student chapter shall consist of a President, Vice President and Treasurer. The duties of the student chapter officers shall be:

- A. President. Reserve the monthly meeting room for the society. Ensure that the student chapter maintains the minimum membership needed to remain an active student organization per University requirements.
- B. Vice President. Maintain a list of active chapter members.
- C. Treasurer. Collect monies as required for the operation of the student chapter. Pay University fees for chapter registration and meeting room charges.

Section 9.03 Articles and Bylaws. The student chapter shall adhere to all regulations of the MHS Bylaws.

Amended March 4, 1994.

Amended September 9, 1994.

Amended September 6, 1996.

Amended December 6, 1996.

Amended July 7, 2000.

Amended April 4, 2003.