

THE BYLAWS OF
Southwestern Herpetologists Society

Founded 1954

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ARTICLE I
NAME

Section 1. The name of the corporation shall be the Southwestern Herpetologists Society, hereafter referred to as the "Society."

Section 2. The principle office of the Society shall be located in the city and county of Los Angeles, California.

ARTICLE II
PURPOSE

Section 1. To enhance the education of the members and the general public concerning the roles of ~~the~~ reptiles and amphibians in the natural world.

Section 2. To promote the conservation of reptiles and amphibians in particular, as well as ~~all~~ wildlife in general.

Section 3. To provide information for the closer cooperation between amateur and professional herpetologists, that they may work together for the promotion of the science of herpetology.

ARTICLE III
ADMINISTRATION

Section 1. The Board of Directors shall consist of two designated members from each chapter and one designated member from each branch. An elected President, Vice President, Secretary, and Treasurer shall administer the functions of the Board of Directors.

Section 2. Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 3. Board appointments are two-year staggered terms. In January, two members from each chapter shall be presented by chapter officers to serve on the Board of Directors, one entering the second year of his/her term, and the other newly designated by his/her chapter officers. In the initial year of a new chapter, one board member will serve a two year term, the other a one year term, in order to offset the terms of service. Thereafter, all Board appointments will be for two year terms. The officers of each branch shall designate one member who shall serve for one year.

Section 4. With the exception of directors designated from branches that have been in existence less than one year, all directors must have served as an officer of a local chapter or branch for a minimum of one year.

Section 5. In the event that the Society has only one chapter, the Board of Directors shall consist of the President, Vice Presidents, Secretary, and Treasurer of that chapter.

Section 6. Fifty percent +1 of the members of the Board of Directors must be present to constitute a quorum, or no vote may be held.

Section 7. Directors and officers shall serve without compensation, without exception.

Section 8. Directors are not personally liable for the debts, liabilities, or obligations of the Society, pursuant to Corporations Code 9504.

ARTICLE IV. DUTIES

Section 1. It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or these Bylaws.
- (b) Appoint and remove employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all agents and employees of the corporation.
- (c) Meet at such times and places as required by these Bylaws.
- (d) Register their addresses with the Secretary of the corporation and notices of meetings mailed, or e-mailed to them at such addresses shall be valid notices thereof.

Section 2. The President of the Board of Directors will act as chair at all meetings of the Board of Directors and represent the Society as a whole through the authority of the Board of Directors.

Section 3. The Vice President shall aid the President in his duties and shall act as chair at meeting of the Board of Directors in the latter's absence.

Section 4. The Secretary of the Board of Directors shall conduct all correspondence pertaining to the Society as a whole, record all that transpires at meetings of the Board of Directors, and maintain suitable copies of such records and correspondence for examination by the Board of Directors.

Section 5. The Treasurer of the Board of Directors shall be in charge of all financial transactions; collect dues and issue membership cards; maintain a membership book or database containing the name and address of each member; keep accurate accounts of all expenditures and receipts; present a financial report at Board of Directors meetings and at any other time as may be required by the Board of Directors; preparation of the annual operating budget for the

Corporation. The financial report shall show a detailed listing of cash receipts and cash disbursements (by category) from January 1 of the current year to the present along with current bank or other financial institution account balances. The Treasurer shall present at the January Board of Directors meeting a consolidated annual accounting for the immediately preceding calendar year detailing all cash receipts and cash disbursements of the Society (Corporate and Chapters) along with prior year December 31st bank account and cash balances of the Corporation and Chapters. The Treasurer shall also present at the January Board of Directors meeting the proposed annual operating budget for the Corporation for the upcoming year. The Treasurer shall be responsible for maintaining and reconciling the corporate checking account along with any other bank or financial institution accounts authorized by the Board of Directors. Authorized signers on the Corporate bank or other financial institution accounts shall be the Corporate President and the Corporate Treasurer. The Treasurer also shall be responsible for maintaining and tracking annual corporate compliance for the Society (including all tax return filing compliance) with the state of California, the Internal Revenue Service and any other governmental agencies or taxing authorities. The Treasurer shall obtain the consent of the Board of Directors prior to making any disbursement of funds not previously authorized in a Board approved expense budget. Due to the specific nature of the Treasurer's responsibilities and duties, the Board of Directors may appoint the Corporate Treasurer as an additional, non-voting, member of the Board.

Section 6. The President, with the approval of the Board of Directors, may appoint such committees as he or she shall deem necessary, unless the composition and functions of committees be otherwise set forth in these Bylaws.

Section 7. All directors must be members in good standing.

ARTICLE V MEMBERSHIP

Section 1. Any person who has a genuine interest in the objectives of the Society as set forth in Article II shall be eligible for membership. No person shall be denied membership in the corporation because of race, color, creed, sex, sexual orientation, physical or mental ability, or religious affiliation.

Section 2. There shall be five categories of membership: Regular, Family, Contributing, Institutional, Life, and Honorary.

Section 3. Membership (with the exception of Honorary) may be obtained by application to the Corporate Treasurer with the payment of annual dues. Except for Honorary and Life memberships, membership in the Society is for a term of one year from the month of payment of dues.

After one year, membership must be renewed and dues must be paid according to the dues amounts currently in effect.

Section 4. The cost of membership shall be set by the Board of Directors.

Section 5. The services and privileges of all memberships shall include the following:

- (1) Subscription to the Society's Monthly Newsletter.
- (2) Subscription to Herpetology and Herpeton journals when published.
- (3) Participation in all activities and functions of the Society.

Section 6. Regular Membership shall be available only to natural persons and shall grant one vote.

Section 7. Family Membership shall be available only to natural persons. A family membership shall consist of two memberships for family members ages 18 and over and as many memberships for those under the age of 18 as members of that family. Each family member aged 18 and over shall have one vote. A family membership shall warrant one copy of each Society publication.

Section 8. Contributing Membership shall be available only to natural persons. A Contributing member shall be considered as a Regular or Family Membership, at the discretion of subscriber, but shall include an additional donation to the Society. The Society thanks its Contributing Members for the additional help they provide the Society.

Section 9. Institutional Membership shall be available to any entity. No voting rights are granted to the holders of an Institutional Membership.

Section 10. Honorary Memberships shall be bestowed at the discretion of the Board of Directors for outstanding service to the Society or to the science of herpetology. The bestowal of Honorary Membership shall be equivalent to Regular Membership, including all services and privileges thereof, except that there shall be no annual dues for the life of recipient.

Section 11. No member shall hold more than one membership in the Society.

Section 12. No member of the Society shall be personally liable for the debts, liabilities or obligations of the corporation, pursuant to Corporations Code 9610.

Section 13. Membership in the Society shall be non-transferable and non-assignable.

Section 14. A member of the Society may attend General and Board meetings of all chapters and branches by presenting his membership card.

Section 15. Any member in good standing can initiate an inquiry into the conduct of any officer, member, or activity of the Society, providing he or she has sufficient evidence of violations to these Bylaws to warrant such an inquiry. This inquiry must be presented, in writing, to the Board of Directors for consideration and decision.

ARTICLE VI. ELECTIONS

Section 1. The officers of the Board of Directors shall be elected by a majority vote of the Board of Directors once each year in the month of January.

Section 2. Should a member of the Board of Directors resign or otherwise be unable to perform his duties, the vacancy shall be filled by a majority vote of the Board. Such interim service shall not constitute elected tenure, nor shall the term of such electives exceed the term of the director or officer being replaced.

ARTICLE VII MEETINGS

Section 1. The Board of Directors shall meet no less than three times a year on a date so appointed by its members.

Section 2. Special meetings of the Board of Directors may be called in the event of the need by the President of the Board of Directors, or by a majority of the Members of the Board.

Section 3. The general membership shall be informed of the time and place of Board of Directors meetings no less than three days prior to the meeting.

Section 4. A member of the Board of Directors may appear at any Board of Directors meeting remotely via telephone or other means so long as said member can hear and be heard by all members of the Board of Directors present.

Section 5. The rules contained in Robert's Rules of Order shall govern the Society and its chapters in all cases to which they are applicable, and in which they are consistent with the Bylaws of the Society.

ARTICLE VIII FUNDS

Section 1. The generation of Funds shall include, but not be limited to donations, grants, fund-raising events, book sales, adoption fees, and annual dues from the membership.

Section 2. All funds (including all Corporate and Chapter bank or other financial institution checking, savings, money market or other accounts; petty cash funds; cash boxes, etc) are the property of the Society.

Section 3. The amount of the annual dues may be altered at a Board of Directors meeting as the needs of the Society vary, by a 2/3 vote of the Board of Directors.

Section 4. Records relating to corporation funds shall be open for inspection to any member at any time.

ARTICLE IX PUBLICATIONS

Section 1. The administration of the Society publications shall be vested in a Publications Committee responsible to the Board of Directors.

Section 2. The Publications Committee shall consist of the editors of each publication, as well as members delegated to the committee from the general membership. Editor shall be a voluntary position subject to approval by the Board of Directors and Publications Committee. In case of the absence of an editor for any reason, the Publications Committee may appoint a person to hold that position temporarily, until such time as a permanent editor has been secured.

Section 3. Acceptable, original scientific manuscripts, as they become available, shall be published under the title of Herpeton. There shall be one Herpeton published for the entire Society. Chapters shall not publish separate issues. Each issue shall be numbered serially continuing from the last Herpeton published.

Section 4. Articles of general interest and not original scientific research may be printed in a periodic journal under the title Herpetology. There shall be one Herpetology published for the entire Society. Chapters shall not publish separate issues. Each issue shall be numbered serially by volume and issue number continuing from the last volume published.

Section 5. Current news items or bulletins may be published in the monthly Newsletter. There shall be one Newsletter for the entire Society. Chapters shall not publish separate issues. Each issue shall be numbered serially by volume and issue number continuing from the last volume published.

Section 6. Proceedings of conferences held under the auspices of the Society or its chapters, check-lists, field guides and other items may be published as Special Publications (SP) and shall be numbered serially continuing from the last SP published.

ARTICLE X AMENDMENTS

Section 1. Amendments to the Bylaws may be proposed by any member, in writing, and submitted to the Board of Directors for consideration and approved for submission to the general membership.

Section 2. Such proposed Bylaws amendments shall be submitted by the Board of Directors to the members at their general meetings.

Section 3. A copy of the text of any proposed Bylaw amendment will be distributed to every member prior to voting for adoption.

Section 4. Bylaws must be revised by a majority vote of the members present at their general meetings.

Section 5. A typewritten copy of any amendment so adopted shall be affixed to the official copy of the documents and bear the signatures of a quorum of the President and Secretary of the Board of Directors.

ARTICLE XI CHAPTERS

Section 1. Establishment

A chapter may be established by meeting the following criteria:

- (a) A provisional chapter shall be called a branch for a period of at least one year, during which time it shall be under the sponsorship of an established chapter. The branch shall have a membership consistent with Article V, Section 1, and have acquired at least 40 members before qualifying for a chapter designation.
- (b) Upon achieving membership criteria as defined in (a), the branch may be accepted as a full chapter of the Society by a majority vote of the Board of Directors.

Section 2. Meetings

- (a) Each chapter and branch shall hold monthly meetings, at a time designated by that chapter or branch.
- (b) The officers of each chapter and branch shall hold monthly meetings, at a time so appointed by them.
- (c) The general membership shall be informed of the time and place of meeting no less than three days prior to the meeting.
- (d) Special meetings of chapter or branch officers may be called by the President of that chapter or branch in case of the need.
- (e) An officer of any chapter or branch may appear at any chapter or branch meeting remotely via telephone or other means so long as said member can hear and be heard by all other officers at that meeting.
- (f) The rules contained in Robert's Rules of Order shall govern the Society and its chapters and branches in all cases to which they are applicable, and in which they are consistent with the Bylaws of the Society.

Section 3. Administration

- (a) The administration of each chapter and branch of the Society shall be vested in its officers.

- (b) Each chapter and branch shall have the following elective officers: President, Secretary, Treasurer, and a minimum of three, or one percent of the previous year's membership of that chapter or branch, whichever is greater, representatives of the general membership of that chapter or branch designated as Officers-at-Large.
- (c) In addition, each chapter shall have an elected Vice-President and may have an elected Master-at-Arms. Each branch may have the following additional elective officers: Vice-President and Master-at-Arms.
- (d) The Past President shall serve as a chapter or branch officer in an advisory capacity. In addition, he shall have vested in him the tie-breaking vote in case of a deadlock. In the event of the Past President's running for and attaining another elective office, or otherwise being unable to fulfill his duties, a person designated to perform his duties as advisor shall be appointed by the officers of that chapter.
- (e) All officers must be voting members of the Society at the time of their election and during their terms of office.

Section 4. Election of Chapter and Branch Officers

- (a) The election of officers of all chapters and branches shall be held no less than once each year in the month of December.
- (b) Election shall be by the majority vote of the members present at the meeting designated as the elections meeting and of ballots cast by mail and received by the day of the elections meeting. Members may vote either in person or by absentee ballot upon request.
- (c) A nominating committee shall furnish a slate of nominees at the meeting prior to the designated elections meeting. The nominating committee shall be selected by the chapter officers two months before the designated elections meeting, and be composed of three or more members. Committee members shall not include candidates running for office.
- (d) Should a chapter or branch officer resign or otherwise be unable to perform his duties, the vacancy shall be temporarily filled by a majority vote of officers of that chapter or branch. Such interim service shall not constitute elected tenure, nor shall the term of such electives exceed the term of the officer being replaced.
- (e) In the event of the need, a special election may be called at any time, as determined by a majority of the officers of that chapter or branch.

Section 5. Duties of Officers.

- (a) The President shall be presiding officer at all meetings of his chapter or branch. He shall constantly pursue the objectives of the Society and strive to represent its spirits and ideals.
- (b) The Vice President shall aid the President in his duties and shall be presiding officer in the event of the latter's absence. He shall also serve as chairman of the Program Committee.
- (c) The Secretary shall record all that transpires at every meeting; conduct all correspondence except that which is the express responsibility of other officers or committees; maintain suitable copies of such records and correspondence for examination by the Board of Directors, chapter and branch officers or members at regularly scheduled meetings. The Secretary may appoint another officer to assist with these duties.
- (d) The Chapter Treasurer shall be in charge of all financial transactions of the Chapter; keep accurate accounts of all expenditures and receipts of the Chapter; present a Chapter financial

report at Board of Directors and chapter meetings and at any other time as may be required by the Board of Directors, chapter or branch officers or members. Not later than two (2) weeks before a corporate Board of Directors meeting, the Chapter Treasurer shall submit to the Corporate Treasurer a financial report of the Chapter detailing all cash receipts and cash disbursements of the Chapter since the last corporate Board of Directors meeting along with copies of reconciled Chapter bank statements (if any). The Chapter Treasurer shall obtain the consent of the chapter or branch officers prior to making any disbursement of funds not previously authorized in a budget approved by the Chapter officers. The Chapter Treasurer shall also maintain a petty cash fund for the Chapter. The amount of the petty cash fund shall be set by the Chapter Officers in December of each year based on the preparation and approval of a Chapter operating budget for the upcoming year. Chapter budgets shall be approved by the corporate Board of Directors at the January meeting each year. Bank or other financial institution checking or savings accounts may be opened by the Chapter only with prior approval and authorization of the corporate Board of Directors based on demonstrated need for a Chapter bank account. Authorized signers on any Chapter bank or other financial institution accounts shall be the Chapter President, the Chapter Treasurer and the Corporate Treasurer.

(e) The Master-at-Arms shall maintain order at all meetings, and may delegate deputies as needed to achieve this end. The Master-at-Arms presides over meetings in case of the absence of the President and Vice President. The Master-at-Arms shall enforce Society and legal restrictions at meetings and other Society functions, and notify the proper authorities when violations occur.

(f) The Officers-at-Large shall assist the other officers, offer constructive suggestions, aid in the formulation of policy, and serve on the Program and other committees.

(g) The President, with and the approval of the chapter or branch officers, may appoint such committees as deemed necessary, unless the composition and functions of committees be otherwise set forth in these Bylaws.

Section 6. Tenure of Chapter Officers

(a) The President will be elected annually and may serve two consecutive terms, and may not be re-nominated thereafter for the same office for an interim of one year.

(b) The Vice President, Secretary, Treasurer, Master-at-Arms, and Officers-at-Large will be elected annually and may serve unlimited consecutive terms.

(c) No member shall at any time hold two or more offices nor be nominated for more than two offices concurrently.

(d) The Past President shall serve in an advisory capacity on the Board until the President is replaced by election.

Section 7. Incorporation of an external organization as a new chapter

Similar groups or organizations which are willing to abide by and uphold the Bylaws of the Society, and meet the standards set by existing branches, may be incorporated into the Society, pursuant to the provisions of ARTICLE XI. Section 1.

Section 8. Punitive Action

- (a) A Chapter may be suspended from good standing or dissolved upon request of the Chapter officers, or by resolution of the executive board if actions by members or officers of that Chapter are deemed in violation of the provisions of ARTICLE XI.
- (b) Any Chapter declared not in good standing, effective as of the date of such declaration, will cease to have voting membership of the Board of Directors. The members of such Chapter, however, together with other interested individuals in the area, may propose a reorganization plan to correct the deficiencies which led to the Chapter's suspension from good standing.
- (c) In the event of egregious misconduct or extraordinary failure to fulfill the requirements of Article XI of these bylaws by a Chapter's Officers, the Board of Directors may appoint an ad hoc committee to supervise the Chapter until such time as a special election can be held to elect new Officers of the Chapter.
- (d) Any Chapter declared not in good standing will return to good standing only upon declaration of the Board of Directors that such Chapter has adequately remedied the problem, or proposed an adequate plan to remedy the problem, leading to its suspension. Such reinstatement of good standing will take effect immediately upon such declaration.
- (e) The Board of Directors may declare the dissolution of a Chapter or Branch for failing to fulfill its financial obligations.
- (f) Whenever a Chapter is dissolved for any reason, all financial records will be reviewed by the Treasurer of the Board of Directors. Monies remaining in the Chapter treasury, financial records and documents, and all the property and supplies of the Chapter shall be returned to the corporate treasurer within 30 days. The Chapter records and financial documents will be maintained by the Board of Directors so that individual issues, such as restricted funds and the costs of maintaining Life Memberships can be addressed as necessary.

ARTICLE XII DISSOLUTION

Section 1. Dissolution of the Society

- (a) The Society may elect to be dissolved upon a 2/3 vote of the entire Board of Directors, and a 2/3 vote of the general members present at the following general meeting(s) in accordance with the bylaws and articles of incorporation. Notice of intent to dissolve shall be given each member in writing at least fifteen (15) days prior to the date of any meeting called for that purpose, as well as the forthcoming general meetings. Should the general membership of at least one chapter or branch vote for the continuation of the Society, one full calendar month shall be given the general membership to assemble a slate of candidates to be elected to comprise a new Board of Directors. Should the general membership agree to dissolve the Society, such dissolution shall be effective ninety (90) days after such vote is taken; provided all outstanding obligations of the Society have been paid.
- (b) Upon dissolution of the Society, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Internal Revenue Code section 501(c)(3). In no event shall any corporate assets inure to the benefit of any person or individual or members or Directors of the Society.

Section 2. Dissolution of a Chapter or Branch

- (a) A chapter or branch may elect to be dissolved by a 2/3 vote of its officers, and a 2/3 vote of the general members present at the following general meeting. Notice of intent to dissolve shall be given each member in writing at least fifteen (15) days prior to the date of any meeting called for that purpose. Should the general membership of the chapter or branch vote to continue, one full calendar month shall be given the general membership to assemble a slate of candidates to be elected to comprise a new set of officers.
- (b) Chapter or branch members will retain their membership status until the end of the membership term is reached.

Section 3. Chapter or Branch Independence

- (a) A chapter or branch may elect to become independent of the Society. Notice of intent to separate shall be given to each member of the branch in writing at least fifteen (15) days prior to the date of any meeting called for that purpose. Secession may be achieved by a 2/3 vote of its officers, and a 2/3 vote of the general members present at the following general meeting. The Society's Board of Directors shall be notified of the results immediately after such vote of the Chapter.
- (b) Upon a declaration of separation, the chapter or branch will turn over its assets to the corporation be held intact for six months, within which time the separating party must apply for their own charitable, tax-exempt IRC section 501(c)(3) status. A petty cash fund may be retained by the separating chapter or branch to pay for operating costs, and costs associated with the separation process. No refund of dues will be given to members of a separating chapter or branch. Should a member of a separating chapter prefer instead to remain a member of the Society, that member must re-affiliate with another current chapter of the Society. That member's status and rights as a member of the Society will then remain in full effect until the normal expiration date of their membership at which time he or she may renew their membership.
- (c) Upon the separating chapter's obtaining IRC section 501(c)(3) status, previous assets belonging to the former chapter will be transferred to the new entity. Should the separating chapter's application be denied, the chapter shall be dissolved and any remaining funds of the chapter shall be returned immediately to the Corporate Treasurer of the Society.