

# BYLAWS OF THE MINNESOTA HERPETOLOGICAL SOCIETY

## ARTICLE I

### ORGANIZATION

**1.1 Name.** The Name of this organization shall be the Minnesota Herpetological Society, hereinafter referred to as “MHS”.

**1.2 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, conservation, and protection of reptiles and amphibians.

**1.3 Limitations.** MHS shall have the powers granted to non-profit corporations under the Minnesota Non-Profit Corporation Act and any successor law; provided, however, that all powers of MHS shall be exercised so that the activities of MHS shall be exclusively within the contemplation of Sections 170(c) and 501(c)(3) of the Internal Revenue Code as now enacted or as hereinafter amended.

## ARTICLE II

### MEMBERSHIP

**2.1 Membership.** Membership shall consist of active members, organizational members, and honorary members.

**2.2 Application.** Application for membership shall be submitted to the Membership Secretary on a form approved by the Board of Directors.

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

**2.4 Active Members.** Active members shall be individuals who subscribe to the objectives and adhere to policies of this organization and pay the dues as set by MHS policy.

**2.5 Organizational Members.** Organizational members shall be corporations or organizations that subscribe to the objectives and adhere to the policies of this organization and pay the dues as set by MHS policy.

**2.6 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 by any Member and approval by the Board of Directors.

**2.7 Active Members Rights.** Active members shall be entitled to vote, provided that they are ten (10) years of age or older, for candidates for the Board of Directors at the Annual Membership Meeting and on other matters put before them by the Board of Directors. Active members shall be eligible to serve on committees and entitled to all membership benefits of MHS. Active members shall be entitled to hold office provided that they are eighteen (18) years of age or older. Active Members have the right to attend and participate in duly held meetings of the Board of Directors but are not entitled to a vote.

**2.8 Organizational and Honorary Members Rights.** Organizational members and Honorary members shall not be entitled to vote and may not hold office, but may serve on committees. They shall be entitled to all other membership benefits of MHS.

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

**2.10 Good Standing.** A member is in good standing if they otherwise qualify as a member and have paid all membership dues then owed.

**2.11 General Obligations of Members.** All Active Members must pay dues and any fees on time. Members shall provide their most recent contact information to the Membership Secretary and are required to keep it updated. In addition, members shall provide the Membership Secretary with their consent or non-consent to any electronic method of notice from among the methods listed in Article 11.2

### ARTICLE III

#### MEMBERSHIP MEETINGS

**3.1 Annual Membership Meeting.** The Annual Membership Meeting of MHS shall held in conjunction with the November General Membership Meeting.

**3.2 Notice of Annual Membership Meeting.** Notice of the Annual Membership Meeting or any special membership meeting shall be provided to Active Members of MHS at least thirty (30) days before the meeting, excluding the day of the meeting.

**3.3 Regular Membership Meetings.** Regular Membership meetings shall be held as determined by the membership. The schedule for regular Membership meetings may be altered by the Board of Directors from time to time as may be required.

**3.4 Action.** The members shall take action by the affirmative vote of a majority of those members present and entitled to vote at a duly held meeting.

**3.5 Quorum for Membership Meetings.** A quorum of members at any meeting of the membership shall be ten (10) percent of the voting power of the membership

### ARTICLE IV

#### BOARD OF DIRECTORS

**4.1 Powers.** The Board of Directors shall be the governing body of MHS.

**4.2 Policies and Procedures.** The Board of Directors may establish policies and procedures setting forth the operation of the Board of Directors and other related matters. Such policies and procedures shall not supersede these Bylaws or the Articles of Incorporation. Any interpretation of any policies and procedures which does not conflict with these Bylaws or the Articles of Incorporation shall be the preferred interpretation. Such policy and procedures shall be recorded in the official minutes of the Board and shall be reported to the next membership meeting and through MHS publications.

**4.3 Duties of Directors.** The duties of Directors shall be as follows:

- a. Be present at all regularly scheduled Board of Directors meetings.
- b. Perform the duties prescribed by these Bylaws, Articles, and by MHS.
- c. Discharge their duties in good faith, in a manner the Director reasonably believes to be in the best interests of MHS, and with the care an ordinary prudent person, in a like position, would exercise under similar circumstances, and
- d. As otherwise required by law.

## ARTICLE V

### BOARD OF DIRECTORS QUALIFICATIONS

**5.1 Qualifications.** A Director must be a Member in good standing of MHS. A Director must agree to abide by the goals and mission, the Bylaws and Articles of Incorporation, MHS policies as well as by the applicable local, state, and federal laws and regulations.

**5.2 Composition and Number.** The Board of Directors shall be composed of the elected officers and four members-at-large, all of whom are in good standing and eighteen (18) years of age or older. In addition, the Immediate Past President may hold a position on the board at will for a term of one year following their term of service.

**5.3 Terms.** The term of a Director is one (1) year commencing January 1. Directors shall be eligible for re-election, but shall serve no more than four (4) consecutive terms in all elected positions total, excluding Immediate Past President position. If any Director resigns or is removed pursuant to Section 8.3, the Board of Directors may appoint a replacement for the balance of such Director's term upon a majority vote of the Board of Directors.

**5.4 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. Proxy voting is not permitted.

**5.5 Quorum for Transaction of Business.** A majority of the Directors, six (6) shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

**5.6 Fees and Remuneration.** No Director shall receive any fees or remuneration for serving on the Board of Directors. However, the Board of Directors may authorize reimbursement for approved expenses incurred in carrying out the business of the Board of Directors.

## ARTICLE VI

### MEETINGS OF THE BOARD OF DIRECTORS

**6.1 Date and Time.** Regular Board meetings shall be held at times, places and frequency as may be determined by the President. Special meetings may be called by the President or upon the request of any two directors.

**6.2 Notice of Board Meetings.** Notice of regular or special board meetings shall be provided to each Board member not less than seven (7) days before the meeting, excluding the day of the meeting by the method set forth in Article 11.2

## ARTICLE VII

### ELECTION AND SEATING OF DIRECTORS

**7.1 Election.** All Directors shall be elected from among the Members who are over 18 years of age and in good standing.

**7.2 Method of Election.** The Board of Directors shall establish a policy for the recruitment of qualified candidates to open seats on the Board of Directors. The election of Directors for open seats shall take place at the Annual Meeting of the Membership. Directors are elected by an action of the Members with a required vote of at least a majority of those Members present at the Annual Meeting.

**7.3 Electing Directors.** The Directors shall be elected by Members who cast their vote at the Annual Meeting of the Membership. In any election for Directors, the candidate who receives the most votes for a particular seat wins the election for that seat.

**7.4 Selection of Candidates.** Directors shall be elected from a slate of eligible candidates proposed by a Nomination Committee along with any other nominations made at the Annual Meeting by any Active Member.

**7.5 Submission of Slate to 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 Membership Meeting. The Membership Secretary shall prepare a list of all Active Members eligible to vote and give it to the Recording Secretary. The Recording Secretary shall then prepare a ballot and distribute a ballot to every voting member at the Annual Membership Meeting, except as otherwise provided in these bylaws.

**7.6 Voting for Candidates.** All Active Members ten (10) years of age or older are entitled to vote. Each member may vote for one candidate for each seat on a slate of candidates.

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

**7.8 Ballots.** Candidates shall be elected by a simple majority of the ballots cast. For any seat which has no contested positions, a written ballot shall not be needed and such uncontested nominee(s) shall be declared duly elected upon a voice vote of active members in attendance.

## ARTICLE VIII

### REMOVAL OF DIRECTORS AND VACANCIES

**8.1 Resignation.** Any Director may resign from the Board of Directors by giving written notice to the President, unless the Board of Directors has designated another person to receive notice. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President. If the President chooses to resign, he or she shall give written notice to another Officer.

**8.2 Removal from Board of Directors.** The President must notify the Board of Directors of a proposal to remove a Director and may call a special Board meeting for a vote on removal or place the issue on the agenda of a regular membership meeting. The President or other Director must also provide at least seven (7) days advanced written notice of the impending removal to that Director, stating the reason. Prior to removal, the Director must have an opportunity to be heard by the Directors and/or members before the effective date of removal. A Director who is removed from the Board of Directors in the manner described in this section may not apply for, and may not be seated to any position on the Board of Directors for one (1) year from the date of the meeting at which they have been voted off unless there is an action to reinstate the Director by the membership.

A three-quarters (3/4) vote of the Membership at a duly held meeting may remove a Director from the Board of Directors, with or without cause.

**8.3 Filling of Vacancies.** In the event of the death, removal or resignation of a Director, a successor shall be appointed to fill the unexpired term by a majority vote of the Directors at a duly held Board meeting, provided that the successor meets all the requirements of these Bylaws for eligibility for the seat to which they are being appointed.

## **ARTICLE IX**

### **OFFICERS**

**9.1 Powers of Officers.** The powers of Officers shall be as specified in these Bylaws. In addition, prior to the creation of any additional Officer position, the Board shall specify the powers and duties of that position. The Board may specify additional powers, rights, duties and responsibilities for any and all Officers.

**9.2 Officers.** The officers shall be President, Vice President, Recording Secretary, Membership Secretary, Treasurer, and Newsletter Editor, all of whom shall be members of MHS in good standing.

**9.3 Term of Office.** The Officers shall serve for a period of one (1) year commencing January 1. Officers may serve only four (4) elective terms consecutively.

**9.4.1 Duties of Officers.** The duties of the Officers shall be as follows and as otherwise provided for in these Bylaws and the General Policies.

**a. President.** The President shall perform the duties of such office including chairing monthly membership and Board meetings. The President shall nominate all special and standing committee chairs subject to the approval by the Board of Directors.

**b. Vice President.** The Vice President shall preside in the absence of the President, serve as program coordinator, unless the Board approves another person for this role, and shall perform such duties as designated by the President or the Board.

**c. 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.

**d. Membership Secretary.** The Membership Secretary shall give and serve all notices as required by these bylaws, or by the Board of Directors and, shall receive and maintain member contact information and cause the provisions of any notices to members.

**e. Treasurer.** The Treasurer shall be responsible for all funds and assets of MHS, keeping accurate accounts for all monies and/or donations received or disbursed by the MHS, and presenting reports at the Board of Directors meeting and as otherwise requested.

**f. Newsletter Editor.** The Newsletter Editor shall edit and produce the Newsletter, or other main publication and upon a schedule, as determined by the Board of Directors.

## **ARTICLE X**

### **COMMITTEES**

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**10.1 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 membership as directed, and shall maintain records of meeting and activities

## ARTICLE XI

### GENERAL REQUIREMENTS FOR ALL MEETINGS

**11.1 Procedure.** These requirements along with any Policies as may be established by the Board of Directors for such purpose shall govern meetings in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Articles of Incorporation, law, or any special rules of order the Board of Directors may adopt.

**11.2 Notice of Meetings.** Notice called for under these Bylaws, shall be given in advance of the meeting by at least one of the following methods:

- a. Email notification
- b. Sending by United States mail
- c. Personal notice
- d. Overnight carrier
- e. Other electronic communication if previously consented to by the member or Director.

**11.3 Waiver of Notice.** A Director or Member, by attendance or participation in any action taken at any meeting, shall be deemed to have waived their right to notice of such meeting, unless they limit their attendance and participation to objecting to lack of notice for that meeting.

**11.4 Actions.** A motion properly made and seconded, which after any period given for discussion, and which is approved by the required majority of those entitled to vote for that type of action at the meeting, is an approved action of that body.

**11.5 Meeting and Voting by Electronic Presence.** A person serving on the Board of Directors, any Committee, or a meeting of the membership may participate and vote at such meeting through electronic methods, if such person can communicate on a substantially simultaneous basis with each other person participating in the meeting as per General Policies.

**11.6 Authenticated Electronic Communication.** Electronic Communication shall include electronic mail, fax, telephone and any other method of communication that assures accurate and prompt delivery of the message as per General Policies.

**11.7 Written Action without a Meeting.** The Board of Directors, the Membership, or any Committee may take an action in writing, signed, or consented to by authenticated electronic communication, by all the members of that body that would be required to take the same action at a meeting of that body at which all of its members were present as per General Policies.

**11.8 Notice for Motion by Written Action.** Every effort shall be made to provide at least seven (7) day's prior notice to a meeting body before taking any written action without a meeting. However, failure to provide the notice does not invalidate the written action.

**11.9 Presumption of Assent.** A person serving on a MHS governing body who is present at a meeting at which action on any matter is taken shall be presumed to have assented to the action taken unless that person's dissent to such action is recorded by the minute taker of that meeting or recorded with the Secretary or presiding officer of the body within five (5) business days after such action is taken. Unless personally delivered to the Secretary or presiding chair by the dissenting member, such dissent shall be sent by certified U.S. Mail, return receipt requested. The right of dissent shall not apply to a person serving on a MHS governing body who voted in favor of such an action.

**11.10 Minutes.** Minutes of all meetings of a MHS governing body shall be kept and reported, as appropriate, to the full Board of Directors. The Board of Directors may modify or waive this requirement for committees and task forces. All approved minutes of meetings shall be made available upon a request made to a member of the Board Directors.

**11.11 Rules of Order.** The current edition of Robert's Rules of Order Revised shall be the final source of authority in all questions of parliamentary procedure so long as such rules are not inconsistent with the Articles or Bylaws of MHS, and the laws of Minnesota.

## ARTICLE XII

### FINANCES, FISCAL YEAR, BOOKS AND RECORDS, FINANCIAL STATEMENTS, BUDGETS AND CONTRIBUTIONS

**12.1 Books and Records.** The Board shall keep:

- a. Correct and complete books of accounts, and
- b. Minutes of proceedings of meetings of members, the Board, and committees having any authority derived from the Board.
- c. A Document Retention and Destruction policy that provides for the safe keeping and maintenance of such records, and forms as required by law.

**12.2 Fiscal year.** The annual accounting period of MHS shall begin on the first day of January and end on the last day of December in each year.

**12.3 Funds.** Any funds, contributions, grants, bequests or gifts made to MHS shall be accepted or collected only as authorized by the Board of Directors. Funds of MHS shall include membership dues, advertising fees, sponsorship fees for activities, and other funds as authorized by the Board of Directors. All funds of MHS shall be deposited to the credit of MHS under such conditions and in such banks as shall be designated by the Board of Directors.

**12.4 Disbursements.** The Treasurer shall be authorized to make disbursements on accounts and expenses for events as provided in the budget in an amount not to exceed \$500.00, or for general office purposes as provided in the budget for the in an amount not to exceed \$100.00. Cash disbursement may be authorized in an amount not to exceed \$25.00. The Board must authorize all other disbursements. Checks must be signed, or debit instruments authorized by, at least one officer, who may be the Treasurer.

**12.5 Contracts and Securities.** All contracts and access to securities of MHS shall be as approved by the Board of Directors.

**12.6 Bonding.** The Board of Directors may bond directors in an amount set by the Board of Directors.

**12.7 Annual Budget.** An annual budget of estimated income, income expense, and capital expense shall be created by the Treasurer to be reviewed and approved by the Board of Directors prior to the beginning of each fiscal year.

**12.8 Title.** Title to all MHS property shall be held in the name of MHS.

**12.9 Summary Report.** A summary report of the financial organization of MHS shall be made by the Treasurer at least annually to the Board of Directors and the Membership. The Treasurer will be responsible for maintaining the proper worksheets and supporting data for all compliance reports required and filing the State and Federal reports on time.

**12.10 Examination by Directors.** Every Director has the right to examine, in person, by agent or attorney, at any reasonable time or times, for any proper purpose, and at the place or places where usually kept, the minutes of the Board, the financial statements of MHS, and all books and records of MHS, and to make copies therefrom at the expense of that Director.

**12.11 Annual Financial Review.** The President shall appoint a Financial Review Committee of three (3) members, one of whom is the Treasurer and two (2) of whom are members not serving on the Board of Directors. The Financial Review 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 by any member.

### **ARTICLE XIII**

#### **CONFLICTS OF INTEREST**

**13.1** The Board shall approve a conflict of interest policy which shall bind all Directors. The Board may seek to extend the policy to any others who it reasonably believes may encounter conflicts with regard to MHS and their role in relation to it. Directors shall yearly sign their consent to the Conflict of Interest policy and the Board may approve a requirement for others to so consent.

### **ARTICLE XI**

#### **INDEMNIFICATION**

**14.1 Indemnification of Directors.** MHS shall indemnify each Director, and the executors, administrators or other legal representatives of any such Director of MHS as required by law.

**14.2 Other Rights.** The foregoing rights of indemnification shall not be exclusive of any other rights to which any Director may be entitled to as a matter of law or which may be lawfully granted to him or her.

**14.3 Insurance.** MHS may maintain insurance, at its expense, to protect itself and any Director, or agent of MHS or other enterprise against any such expense, liability or loss, whether or not MHS would have the power to indemnify such a person against such expense liability or loss under the Minnesota Non-Profit Corporation Act, or a successor statute.

### **ARTICLE XV. STUDENT CHAPTERS**

**15.1 Student Chapters.** Student chapters may be formed by the full time students of a University or College in Minnesota. Such request to create a chapter shall be made to the President of MHS. The Board must vote to approve any Student Chapter and a Student Chapter charter prior to the chapter coming into existence. The Board may abolish any chapter by a two-thirds (2/3) vote, so long as advanced notice of such vote has been provided to the chapter and such chapter has an opportunity to be heard, prior to the vote.

**15.2 Authority of Chapter.** Any chapter shall operate under the auspices of MHS, but may make certain independent decisions concerning its own operations and programs so long as they are authorized in a charter approved by the MHS Board of Directors.

**15.3 Student Chapter Officers.** The officers of the student chapter shall consist, at a minimum, of a President, Vice President and Treasurer.

**15.4 Officers Duties.** 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. Record all financial transactions and submit reports to the MHS Treasurer.

**15.5 Adherence to MHS Articles and Bylaws.** The student chapter shall adhere to all the provisions of these MHS Bylaws, MHS articles and any applicable Policy and Procedure as approved by the MHS Board of Directors

## **ARTICLE XVI**

### **AMENDMENT OF BYLAWS**

**16.1 Amendments and Repeal.** These Bylaws may be amended or altered by a majority of the members at a membership meeting, with notice, voting and other requirements as set forth in Article 3.

**16.2 Approval of Amendment by Board of Directors.** All proposed amendments to these Bylaws shall first be submitted in writing to the Board of Directors. Any proposed bylaw amendment requires a two-thirds (2/3) majority vote of the Board of Directors for approval.

If the board of directors fails to approve a proposed bylaw amendment, or refused to vote on such amendment within sixty (60) days of its submissions, the amendment may be presented to the voting members upon written petition signed by 30% of all voting members in good standing. Any proposed bylaw amendment voted on in this manner requires an action of the members with a required vote of at least a majority vote of those members present at the membership meeting.

**16.3 Conformance to Law.** When the Board has notice that these Bylaws do not conform to the Minnesota Non-Profit Corporations Act, Chapter 317A, or its successor law, the Board shall make reasonable, diligent and prompt efforts to amend these Bylaws to so conform.

### **END OF THESE 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.

Amended November, 2011

Bylaws rewrite approved April 1, 2016