

Bylaws of San Diego Herpetological Society

(As approved at 03-04-09 Board Meeting)

Article I. - ORGANIZATION

- 1) The name of the organization shall be "San Diego Herpetological Society."
- 2) The seal of this society shall be circular with the inscription SAN DIEGO HERPETOLOGICAL SOCIETY.
- 3) The organization may at its pleasure, by a 2/3rds vote of the membership body, change its name.
- 4) The Board of Directors ("Board") shall establish the legal address of the Society. The Correspondence Secretary shall notify membership and any group or organization with whom this Society is in regular correspondence of any change of address.

Article II. - PURPOSE

The mission of the San Diego Herpetological Society is:

- to educate the public in the appreciation and proper care of reptiles and amphibians;
- to promote the study and conservation of herpetofauna;
- to facilitate the protection, and if necessary the rescue, of any animal at risk;
- to assist, cooperate, and maintain communication with other organizations and individuals that share our goals.

Article III. - MEMBERSHIP AND DUES

- 1) Membership shall be open to all who support the goals and purposes for which this Society was founded.
- 2) Dues are payable to the SAN DIEGO HERPETOLOGICAL SOCIETY.
- 3) The Board will determine the rates and terms of dues for membership.
- 4) Membership voting will be on a one member, one vote basis irrespective of type or length of membership.

Article IV. - OFFICERS (duties and authority)

1) President

- a) Presides and preserves order at regular and special meetings as well as Board meetings.
- b) Presents Annual Report to membership at the Annual Business Meeting.
- c) Appoints committees.
- d) Ensures that all Society books, reports and certificates are properly filed or kept, according to the requirements of law.
- e) Acts as Chief Executive Officer.

2) Vice President

- a) Presides at meetings during the absence of the President.
- b) Assists the President.
- c) Fills vacant President position for the remainder of the term.

3) Secretary

- a) Keeps all minutes and records of the Society and its committees.
- b) Attends to all correspondence of the Society.
- c) Submits to Board any correspondence addressed to it.
- d) Maintains copies of all Society correspondence.
- e) Maintains a copy of the bylaws.

4) Treasurer

- a) Maintains all financial accounts.
- b) Pays the Society's obligations.
- c) Presents the Annual Financial Report to the membership at the Annual Business Meeting.
- d) Presents monthly financial reports to the Board.
- e) Shall maintain financial statements, tax records and all legal financial documents, Form 990 and any audit reports.

5) Rescue and Adoptions Coordinator

- a) Fulfill the Mission of the Society in protecting and rescuing animals.
- b) Oversee, expand, and facilitate the care and placement of animals in Society custody.
- c) Coordinate the recruiting and training of members capable and interested in rescues and adoptions.
- d) Maintain relationships with businesses and organizations to support the rescue and adoption process.

6) Education Coordinator

- a) Fulfill the Mission of the Society in educating the public.
- b) Oversee, expand, and facilitate Society outreach and education activities.
- c) Coordinate the recruiting and training of membership capable and interested in educational opportunities.

ARTICLE V. - BOARD OF DIRECTORS

1) President serves as Chairman.

2) Consists of six officers and two Members-at-Large.

3) Exists to conduct all regular business of the Society and shall have the power to perform any reasonably necessary or lawful acts to further the goals of the Society.

4) Meets at least quarterly.

5) Votes of the Board are always one Board member, one vote.

6) Vacancies shall be filled by the President and confirmed by a majority vote of the Board.

7) Removal from office.

a) Grounds for removal include, but are not limited to the following:

- i.) Acts contrary to the ideals of the Society;
- ii.) Blatant impediment of the functioning of the Board including three consecutive unexcused absences, or otherwise not performing assigned duties;
- iii.) The discrediting of The Society or its members to persons outside of The Society;

b) Removal shall be confirmed by a majority vote of the Board.

ARTICLE VI. - ELECTION OF THE BOARD

- 1) Only current Society members may be elected to the Board.
- 2) Election of the Board shall take place at the June members meeting.
- 3) Voting may be by ballot or by a show of hands of the attending membership.
- 4) Nominations shall take place at the membership meeting prior to the election. Written consent is required if a nominee is not present.
- 5) The Board, at its discretion, may submit a slate of officers. Other nominations shall be sought from the floor.
- 6) Those positions not having more than one nominee at the time of the election shall then be declared as elected by white ballot and shall be installed immediately.
- 7) Election results shall be published to the entire membership.
- 8) Following the election, all vacating officers shall immediately turn over all official books and records to the new officers.

ARTICLE VII. - COMMITTEES

Committees shall be appointed (or terminated) by the President, and ratified by majority vote of the Board, as deemed necessary to accomplish the purposes of the Society.

APPOINTMENTS VIII. - STAFF APPOINTMENTS

Volunteer and/or paid Staff shall be appointed (or terminated) by the Board, and ratified by majority vote of the Board, as deemed necessary to accomplish the purposes of the Society.

ARTICLE IX. - MEETINGS

- 1) Regular member meetings will be held at least quarterly.
- 2) The Annual Business Meeting will be held during the July members' meeting.

ARTICLE X. - RULES OF ORDER

Rules and procedures not otherwise provided for shall be governed by Roberts Rules of Order (revised).