

TUCSON HERPETOLOGICAL SOCIETY

The Tucson Herpetological Society is dedicated to conservation, education, and research concerning the amphibians and reptiles of Arizona and México.

CONSTITUTION

(Approved by Tucson Herpetological Society Board of Directors, 30 January 2007, revised 26 May 2020)

Article 1. Name

Section 1. The name of this organization is "Tucson Herpetological Society", hereafter referred to as the "Society".

Article 2. Purpose

Section 1. To promote the discovery and dissemination of knowledge concerning the biology of amphibians and reptiles in general and especially the herpetofauna of the Sonoran Desert in Arizona and México.

Section 2. To encourage conservation of wildlife in general and especially of amphibians and reptiles.

Section 3. To promote public awareness and appreciation of amphibians and reptiles through education.

Section 4. To facilitate fellowship among persons of southern Arizona and México with a common interest in herpetology.

Article 3. Policy

It shall be the policy of the Society:

Section 1. To function in accordance with, and to encourage all members to conduct their herpetological activities in accordance with, all applicable local, state and federal laws and regulations concerning amphibians and reptiles.

Section 2. That live animals are allowed at Society meetings only as approved by the Board prior to any specific meeting or conference.

Section 3. That all advertisements or notices in official Society publications such as the Sonoran Herpetologist, website, and electronic communications including emails and social media, shall conform to all applicable local, state and federal laws and regulations concerning wildlife, and no wild-caught animal(s) shall be offered for sale or trade except with prior approval of the Board.

Section 4. To promote and encourage adherence by Society members to lawful, responsible and humane practices of collection and treatment of live animals.

Article 4. Bylaws.

The Society shall establish bylaws concerning the organization and procedures to be followed.

Article 5. General Prohibitions

Notwithstanding any provision of this Constitution or the Bylaws that might be susceptible to a contrary interpretation:

1. The Society shall be organized and incorporated as a 501(c)3 and operated exclusively for scientific and educational purposes.

2. No part of the net earnings of the Society shall or may under any circumstance inure to the benefit of any board member with the exceptions of Board approved honoraria and compensation for expenses accrued on Society business.
3. No substantial part of the activities of the Society shall consist of carrying on propaganda, or otherwise attempting to influence legislation.
4. The Society shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
5. The Society shall not be organized or operated for profit
6. The Society shall not:
 - a. lend any part of its income or corpus, without the receipt of adequate security and a reasonable rate of interest;
 - b. pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered;
 - c. make any part of its services available on a preferential basis;
 - d. make any purchase of securities or any other property for more than adequate consideration in money or money's worth from;
 - e. sell any securities or other property for less than adequate consideration in money or money's worth to; or
 - f. engage in any other transactions that result in a substantial diversion of its income or corpus to; any officer, member of the Board of Directors, or substantial contributor to the organization.

The prohibitions contained in this subsection 6, do not mean to imply that the organization may make such loans, payments or sales to or purchases from anyone else, unless such authority be given or implied by other provisions of this Constitution or Bylaws.

Article 6. Distribution on Dissolution

Upon dissolution of the Society, the Board of Directors shall distribute the assets and accrued income to one or more organizations as determined by the Board. This organization or these organizations shall meet the limitations prescribed in subsections 1 to 6 inclusive, of Article 5 immediately preceding.

BYLAWS

Article 1. Members

Section 1. Membership shall be open to all persons who subscribe to the Society's purposes, and who shall make application to the Society and pay the prescribed dues.

Section 2. The Board of Directors shall have the right to terminate the membership of an existing member for cause and without prior notice.

Section 3. The Tucson Herpetological Society does not discriminate against any person on the basis of gender, sexual orientation, marital status, creed, religion, race, color, national origin, age, economic status, disability, organizational affiliation, or any other physical, social, or economic factors.

Article 2. The Officers and Directors of the Board

Section 1. The elected officers shall be President, Vice President, Secretary, Treasurer, between four and six directors and the Immediate Past President if available.

Section 2. No one individual may hold two or more elective offices concurrently.

Section 3. The terms of office for the President, Vice President, Secretary and Treasurer shall be for one year; those for the Directors shall be for one or two years based on

individual agreements. Should a Director be elected to an office, any remaining time may be served by a new Director elected by the Board. The Immediate Past President, if available, shall hold office for the duration of the term of the incumbent President.

Section 4. The duties of the elective officers shall be as follows:

- a. The President shall preside at meetings of the Society and its Board of Directors; shall be nominal head of the Society; and shall rule on questions of procedure that may arise. The President shall appoint the Editor of the Society Newsletter, the Program Chair and standing and ad hoc committees with the concurrence of the board.
- b. The Vice President shall fulfill the duties of the President when the latter is absent and shall assume the presidency should that office become vacant during a term.
- c. The Secretary shall maintain the records of the Society and its Board of Directors, including minutes of all general and Board meetings; shall notify the membership of the Society of pertinent business; and shall be responsible for all general correspondence of the Society.
- d. The Treasurer shall keep records and accounts of the Society including all monies received and disbursed; shall oversee collection of the dues and maintain the membership roster; and shall be responsible for all financial reports required by the business of the Society.
- e. The Officers and Directors shall serve as members of the Board.
- f. Directors and officers shall take on specific tasks as required by the Society as appropriate.

Section 5. All records and implements of office shall be turned over by any officer to their successor immediately subsequent to the latter's assumption of the office.

Section 6. The Editor of the Society Newsletter/Journal, the Sonoran Herpetologist, shall be responsible for all phases of its publication. The Sonoran Herpetologist is the principal mechanism for written communication to the membership and shall include reference to all formal communications of the Society and its Board, usually by reference to the website on which those are located. The Sonoran Herpetologist shall include, as space permits, professional papers and other items consonant with the stated objectives of the Society. The Editor shall, ideally, also serve as a Director of the Society.

Section 7. The Program Chair shall be responsible for developing and executing a program for the Member Meetings. The Member Meetings are the primary output of the Society and serve to inform members and non-members about interesting and important elements of herpetology. The Program Chair shall oversee selection of appropriate locations, locate and engage speakers, prepare materials to be published on the website and through other media, host the meetings and the pre meeting dinners, and consult with the board on selection of speakers. The Program chair shall be a Director of the Society.

Section 8. The Board shall be empowered to oversee the affairs of the Society and assure that they are managed.

Section 9. The Board shall fill any vacancy occurring among the officers or directors except that of President, by an appointment for the unexpired term.

Section 10. The Board shall be specifically responsible for the publications of the Society and shall set such policy as is needed to coordinate the contents of the various media so as to further the stated objectives of the Society.

Article 3. Elections of Officers and Directors

Section 1. The President shall appoint three members of the Society to serve as a nominating committee, except that not more than one member of the Board of Directors may be appointed to the committee in any one year. The Chair of the Nominating Committee shall be designated by the President.

Section 2. The Nominating Committee shall present a slate of at least one candidate for each office to be filled. The slate must be emailed to members, placed on the website and, if possible, published in the Sonoran Herpetologist 30 days prior to the annual business meeting at which the election shall take place as determined by the Board. Additional nominations may be made by Society members by submitting the nominations to the Nominating Committee two weeks prior to the annual business meeting.

Section 3. The Nominating Committee, or a member of the Society proposing a nominee shall obtain the consent of the candidate to serve if elected.

Section 4. The Slate of Nominations shall be presented and voted on by members present at the annual business meeting, to be scheduled by the board no later than 60 days prior to the date.

Section 5. The results of the election shall be communicated to the membership by the Secretary via the website, by email, and in the next issue of the Sonoran Herpetologist.

Section 6. The Secretary shall inform the elected candidates of their election. Newly elected persons will take office on the first of January of the year following that of the election.

Section 7. In a situation in which the Society is unable to hold a public meeting, we will define an appropriate way to hold this election online.

Article 4. Member Meetings

Section 1. The Society shall hold general meetings for presentations on subjects of interest, at a time and place set by the Board of Directors. These presentations may be monthly or fewer as feasible but shall be posted annually in January for the year. Exceptions may be made in case of emergency but normally talks shall be posted as soon as possible.

Section 2. The membership shall be informed in writing of the time and place of the annual business meeting not later than 60 days prior to the opening of the meeting (expected to be the November general meeting).

Section 3. A majority of members present and voting shall be necessary to elect the new Officers and Directors.

Section 4. Special meetings may be called by vote of a majority of the Board of Directors. The time and place of such special meetings must be announced to the membership by email, posted on the website, and /or in writing at least two weeks prior to the meeting.

Section 5. All meetings shall be conducted using Robert's Rules of Order as a guideline.

Article 5. Meetings of the Board of Directors

Section 1. The Board of Directors shall meet at least four times a year.

Section 2. Any meeting of the Board of Directors shall be open to attendance by interested members of the Society unless the Board moves for Executive Session. Any meeting of the Board of Directors must be announced to the membership by email, posted on the website, and /or in writing at least two weeks prior to the meeting.

Section 3. A simple majority (50% plus 1) of members of the Board of Directors shall constitute a quorum.

Section 4. A majority of those present and voting shall be necessary to pass any motion.

Section 5. The meeting shall be conducted using Robert's Rules of Order as a guideline.

Section 6. Special meetings of the Board of Directors may be called by the President or by a majority of the Board.

Section 7. Email Voting: While any member in good standing can initiate an email discussion amongst the Board of Directors, only the President or a person they designate may call for a motion or solicit a formal vote via this medium.

Section 8. Amendments may be made at any time, or times, to the Constitution or the Bylaws by a two-thirds vote of the entire Board of Directors.

Section 9. Any adopted amendment shall become an integral part of the Constitution or Bylaws, and the Secretary shall be instructed to add them to copies of the Constitution or Bylaws and to distribute the amended Constitution and Bylaws to the members of the Board of Directors and post them to the website.

Article 6. Dues

Section 1. The Board of Directors shall be authorized to establish such dues as are compatible with the financial status of the Society.

Section 2. A membership in arrears for payment of dues shall be considered lapsed until payment is made.

Article 7. Fiscal Year

Section 1. The fiscal year of the Society shall embrace the period from January 1 of any year through December 31 of the same year.

Article 8. Formation of Affiliate Chapters to the Society

Section 1. The Society may establish Chapters under the following conditions:

1. Those petitioning the Society to form an affiliate Chapter must be members of Society in good standing.
2. Petitioners must submit to the Board of Directors, a plan of organization and a written Constitution and Bylaws.
3. The Constitution and Bylaws must conform to the goals and philosophy of the Society, and may include others as well, including a process whereby the Chapter may gain its independence.

Section 2. The formation of the affiliate Chapter, its name and its Constitution and Bylaws shall be approved by the Board.

Section 3. The Board can dissolve the Chapter at any time.

Section 4. If the Chapter is dissolved or withdraws from the Society, it must relinquish its use of the Society's name and logo as directed by the Board.