

AMENDED BY-LAWS OF THE TENNESSEE HERPETOLOGICAL SOCIETY

ARTICLE I. Name

The name of the corporation shall be the Tennessee Herpetological Society.

ARTICLE II. Purpose

Section 1. To work to perpetuate the conservation of amphibians and reptiles through education and dissemination of scientific information through the facilities of the Society.

Section 2. To encourage conservation of wildlife habitat in general, and of amphibians and reptiles in particular.

Section 3. To promote research in herpetology by sharing information among members and through cooperation with amateur and professional herpetologists.

Section 4. To educate the public and members, and to exchange information and resources with other herpetological societies by means of a newsletter and specific activities such as field trips and lectures.

ARTICLE III. General Prohibitions

Notwithstanding any provision of the By-laws which might be to a contrary interpretation:

- 1.** The Society shall be organized and operated exclusively for scientific and educational purposes.
- 2.** No part of the net earnings of the Society shall or may under any circumstances inure to the benefit of any private shareholder or individual.
- 3.** The Society shall not be organized or operated for profit.
- 4.** 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.
 - f) engage in any other transactions which result in a substantial diversion of its income or corpus to; any officer, or substantial contributor to the organization. The prohibitions contained in this subsection f 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 By-laws.

ARTICLE III. General Prohibitions-continued

5. a) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempt to influence legislation, except as provided in section 501 (h) of the Internal Revenue Code of 1986, and the organization shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office, except as provided in section 501 (h) of the Internal Revenue Code of 1986.
- b) Notwithstanding any other provision of this Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), or (b) by an organization contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

ARTICLE IV. Membership

Section 1. Membership shall be open to all persons who shall make formal application to the Secretary and pay the Treasurer the prescribed dues.

Section 2. Classes of membership, and the attendant rights and privileges of each class, shall be set by the Board of Directors.

Section 3. The officers of the Society shall have the right to refuse any new member or to terminate the membership of an existing member for cause and without prior notice. However, a terminated person may appeal to the general meeting of the Society.

Section 4. Each paid membership is entitled to one vote.

ARTICLE V. 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 member in arrears for payment of dues for a period of six months after conclusion of the current membership year shall be dropped from the roll after due notice from the Secretary.

ARTICLE VI. Officers

Section 1. The officers of the Society shall be President, Vice-president, Treasurer, Recording Secretary, Membership Secretary, Publications Secretary, Corresponding Secretary, and Sergeant-at-arms.

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

Section 3. The terms of office for all elected officers of the Society shall be for two years. No elective office may be held by the same person for more than two consecutive terms.

ARTICLE VII. Duties of Officers

Section 1. The **President** shall be the principal executive officer of the Society and shall see to the general administration of the Society, preside over regular meetings, Board of Directors meetings, and special meetings, and nominate committee chairmen for approval by the Board of Directors. His/her authority, however, at all times shall be subject to the control and direction of the Board of Directors. He/She shall have no vote at any meeting or election except to break a tie.

Section 2. The **Vice-president** shall aid the President in the performance of his/her duties and shall perform such duties in the President's absence. The Vice-president shall be ex officio member of all committees. Unless directed otherwise by the President, the Vice-president shall serve as program chairman.

Section 3. The **Treasurer** shall keep accurate accounts of all monies received and disbursed. At each meeting, the Treasurer shall be responsible for presenting a report of the financial status of the Society. The Treasurer shall prepare an annual financial statement for publication as directed by the Board of Directors. The books shall be made available for inspection by members upon request. The Treasurer shall be responsible for depositing Society funds in the bank designated by the Board of Directors as he/she receives them. The Treasurer shall be responsible for the payment of bills.

Section 4. The **Recording Secretary** shall record the minutes of all membership and Board of Directors meetings, and shall retain the Society minutes and records.

Section 5. The **Membership Secretary** shall keep a current file and mailing list of the members and shall be responsible for receiving dues and sending membership cards; he/she shall turn in funds received and an account of the same to the Treasurer.

ARTICLE VII. Duties of Officers continued

Section 6. The **Publications Secretary** shall be responsible for all publications as directed by the President or the Board of Directors. He/She may act as Editor for any or all publications, or he/she may appoint editors, subject to the approval of the Board of Directors in either case. Additional staff members may be appointed by the editor(s) as necessary.

Section 7. The **Corresponding Secretary** shall be responsible to see that the Society conducts all correspondence and mailings in a timely fashion. He/She shall be responsible for maintaining sufficient quantities of stationery, envelopes and other mailing supplies, including such form letters and other printed matter as are required on a regular basis.

Section 8. The **Sergeant-at-arms** shall maintain order at the Society meetings. He/She shall be responsible for maintaining a register of all members and visitors who attend the meetings. He/She shall also be responsible for leaving the meeting hall in good condition.

ARTICLE VIII. Board of Directors

Section 1. The Board of Directors shall consist of the President, Vice-president, Treasurer, Recording Secretary, Membership Secretary, Publications Secretary, Corresponding Secretary, Sergeant-at-arms, immediate past President and three members at large, except as provided by Article XI, Section 5.

Section 2. The Board of Directors shall manage the affairs of the Society and shall make all rules and regulations deemed necessary to accomplish the purposes of the Society. Actions of the Board of Directors may be countermanded at any membership meeting upon motion, duly passed by a majority of the members voting at said membership meeting.

Section 3. All Board of Directors meetings shall be open to all Society members.

Section 4. The Board of Directors shall meet at least three times per year. A majority of the Board of Directors shall constitute a quorum. A majority vote of the Board of Directors present at a meeting shall be sufficient to pass any motion, except as these By-laws otherwise provide.

ARTICLE VIII. Board of Directors continued

Section 5. The Board of Directors may hold one regular Board meeting per year with notice to the membership or any emergency Board meeting via email or conference call.

Section 6. The term for Directors shall be two years commencing on January 1 following election.

Section 7. Meetings of the Board of Directors shall be called by the President or a quorum of the Board of Directors. At least three-weeks notice of Board of Directors meetings shall be given except in emergencies.

ARTICLE IX. Standing Committees

Section 1. The Board of Directors shall appoint the chairpersons of the standing committees.

Section 2. The standing committees shall be the Education Committee, the Conservation Committee, the Membership Committee, and the Library/Archives Committee.

The Education Committee will be responsible for developing special programs for the membership and public in accordance with the statement of purposes of the Society.

The Conservation Committee will be responsible for keeping the membership informed of important conservation issues and for informing the membership of ways they can promote conservation.

The Membership Committee will be responsible for keeping the mailing list, accepting and processing applications for membership, and producing materials for the solicitation of new members.

The Library/Archives Committee is responsible for the maintenance and control of all Society library and archive items and will provide a means for Society members to borrow these items in an organized manner so as to serve as the safe keeper and librarian of these materials.

ARTICLE X. Vacancies and Absences

Section 1. Permanent vacancies in any office or in the Board of Directors other than the immediate past President shall be filled by the Board of Directors for the unexpired term, subject to the approval of a majority of members voting at the next regular meeting.

Section 2. In the event of the absence of any officer, his/her duties, as listed in Article VII, shall be assumed, where possible, by the officer below that position as listed in Article VI.

ARTICLE XI. Elections

Section 1. A committee of five members appointed by the President shall nominate candidates for each office and for members at large of the Board of Directors. At least three members of the Nominating Committee, including the chairman, must be members not then serving on the Board of Directors. The Nominating Committee shall present its report at the membership meeting immediately prior to the Annual Meeting. Additional nominations may be made from the floor at the same meeting and at the time of the election.

Section 2. Any member who is eligible to vote shall be eligible for nomination for any office or member at large of the Board of Directors. No member may hold two offices at the same time, nor can a person be an officer and a member at large of the Board of Directors simultaneously.

ARTICLE XI. Elections-continued

Section 3. The Secretary shall inform the elected candidates of their election. Newly elected persons will take office at the beginning of the next calendar year following the date of the election.

Section 4. Officers and members at large (MAL) of the Board of Directors shall be elected at the Annual Meeting, and shall be eligible for re-election once. **The elections are to be staggered, President, Vice President, Middle and West Tennessee MAL are elected in even years. East Tennessee MAL, Sergeant at Arms, Treasurer and Secretary are elected in odd years.** Each member (except institutional members) shall be eligible to vote. Absentee ballots may be cast in accordance with procedures passed by the Board of Directors.

Section 5. If the President is elected to any office or as a member at large for the coming year, four members at large shall be elected for that year.

Section 6. All records and implements of office shall be turned over by any officer to his/her successor immediately subsequent to the latter's assumption of the office.

ARTICLE XII. Membership Meetings

Section 1. The general membership meeting shall be held at the Annual Meeting. The Board of Directors will select the time and location of the Annual meeting. Not more than eighteen months shall elapse between meetings.

Section 2. The membership shall be informed in writing of the time and place of the general meetings not later than two months prior to the opening of the meetings.

Section 3. Special membership meetings may be called by the President or by notice signed by at least twenty members, on at least one month's notice. At such meetings no business other than that specified in the notice shall be transacted.

Section 4. The latest edition of Robert's Rules of Order will govern all meetings except where it is in conflict with these By-laws.

ARTICLE XIII. Resignation and Expulsion

Section 1. Resignations of officers, directors or committee members shall be in writing and shall be delivered to the President or Board of Directors.

Section 2. No officer or director may be removed from office or from the Board of Directors except for failure to perform the duties of his/her office or directorship; or for violation of existing Society rules. Said officer or member at large shall be given reasonable notice and opportunity to be heard. No such removal shall be effective unless passed by a majority of all the Directors, and approved by a majority of the members voting thereon at the next membership meeting.

ARTICLE XIII. Resignation and Expulsion-continued

Section 3. All or some of the rights and privileges of any member may be suspended or a member may be expelled from the Society, but only for violation of existing Society rules. An accused member shall be given reasonable notice of the complaint against him and an opportunity to be heard by the Board of Directors. No suspension or expulsion shall be effective unless passed by a majority of all the Directors and approved by a majority of the members voting thereon at the next membership meeting. Expelled members may apply to the Board of Directors for new membership not sooner than one year after expulsion. Any such application may be accepted or rejected by the Board of Directors.

ARTICLE XIV. Fiscal Year

The fiscal year of the Society shall embrace the period from September 1st to August 31st.

ARTICLE XV. Amendments

Section 1. Amendments may be proposed by the Board of Directors of the Society; or by petition to the Secretary by ten or more members of the Society.

Section 2. Proposed amendments must be submitted in writing to the Secretary at least three months prior to the general meeting at which time they are to be discussed.

Section 3. The Secretary to the general membership shall submit such amendments in writing at least two months prior to the general meeting at which they are to be discussed.

Section 4. To be approved, an amendment must receive a positive vote by two-thirds of those voting at the general meeting.

Section 5. Any adopted amendment shall become an integral part of the by-laws. The Secretary shall be instructed to add them to copies of the by-laws and distribute the amended by-laws to the members of the Board of Directors of the Society, no later than the next annual meeting and to all interested members of the Society who request a copy.

ARTICLE XVI. Distribution on Dissolution

Upon the dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the assets of the Society exclusively for the purposes of the Society in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the current treasurer of the Society is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

These Bylaws were approved and adopted by the attendees at the Sixth Annual Conference on Herpetology in Tennessee on October 13, 2000 at Chickasaw State Park, Henderson, TN.

These Bylaws were approved including all amendments as of October 26th, 2001 during the general membership meeting at Lincoln Memorial University in Harrogate, TN.