

# Bylaws of the Desert Tortoise Council

(Bylaws of 1976, revised: March 30, 1996; March 21, 2002; February 17, 2012; February 21, 2014; February 20, 2015; February 19, 2016; and February 24, 2017)

## Article I – Name

Section 1. The name of this organization shall be the DESERT TORTOISE COUNCIL.

## Article II - Mission and Objectives

Section 1. The mission of the Desert Tortoise Council (Council) is to assure the perpetual survival of viable populations of the desert tortoise represented throughout its historical range. Desert tortoise, for the purposes of the Council, includes the tortoise species complex that occurs in the southwestern United States and in Mexico, currently referred to as *Gopherus agassizii*, *Gopherus morafkai*, and *Gopherus evgoodei*.

Section 2. The objectives of the Council are:

- a. To be organized and operated exclusively for charitable, education, and scientific purposes, and as such, it is the intent that the Council qualify under section 501(c)(3) of the Internal Revenue Code as a tax-exempt organization;
- b. To serve in a professional advisory manner on matters involving management, conservation, and protection of desert tortoises and their habitats;
- c. To support, and be an advocate of, such measures as will contribute to ensuring the continued survival of desert tortoises and the maintenance of their habitats in a natural condition;
- d. To stimulate and encourage studies on the ecology, biology, management, and protection of desert tortoises;
- e. To gather and disseminate information on the desert tortoise and its habitat, and to be an advocate of science-based management;
- f. To maintain active public information and conservation education programs;
- g. To support conservation actions for the protection of other tortoises, turtles, and ecosystems, as appropriate; and
- h. To commend outstanding action and dedication by individuals and organizations promoting the mission and objectives of the Council.

## Article III – Membership

Section 1. Any person or organization with an interest in desert tortoises or desert tortoise conservation shall be eligible for membership in the Council upon application and payment of dues. No professional affiliation is required.

Section 2. The Desert Tortoise Council 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.

Section 3. The Board of Directors (Board) shall set the rates and categories of dues for membership, and members shall pay the specified dues required of active members of the Council.

Section 4. Complementary memberships of a specific duration may be granted at the discretion of the Board.

Section 5. Any membership may be terminated by resignation.

Section 6. The Board reserves the right to reject the application, or terminate the membership, of any party for cause, as long as such rejection is not in violation of any existing laws or rules affecting exempt organizations under Internal Revenue Code 501(c)(3).

#### **Article IV - Board of Directors**

Section 1. The business of the Council shall be managed by the Board, which shall be composed of not less than eight or more than twenty active members of the Council. Though there are seven elected offices, only six officers would serve at any time due to two alternating positions. The Chairperson shall be the presiding officer of the Board.

Section 2. Membership on the Board shall reflect the diversity of the general membership of the Council, insofar as feasible. In addition, the Board shall appoint new members that broaden the Board's range of competencies and backgrounds; assure an appropriate continuity and turnover of Board membership; and provide that new Board members will be willing to accept officer roles and tasks needed to support the Council and its functions.

Section 3. The Board shall meet a minimum of three times a year, and as needed. The Annual Business Meeting shall be held in conjunction with the Annual Symposium. Meetings of the Board shall be convened by the Chairperson or other elected officer as delegated by the Chairperson. The Board may make such rules and regulations concerning its meetings as it may deem necessary.

Section 4. Each member of the Board shall have one vote. A majority of the members of the Board shall constitute a quorum. For the Board to take actions that require a vote, a minimum of thirty days notice of the meeting must be provided to all members of the Board. If less than thirty days notice is provided (e.g., for a vote via electronic mail), the quorum for determining a majority vote shall consist of the entire Board membership. For a member of the Board to cast a vote, the member must be a participant in the discussion of that item, either in person or through various means of telecommunication. Members of the Board may recuse themselves from any deliberation or vote on decisions regarding individual issues or actions under consideration by the Board or the Council. The names of individuals who have recused themselves shall be recorded in the meeting minutes.

Section 5. Any action of the Board may be overridden by a two-thirds majority vote of the attending membership of the Council at the Annual Business Meeting or any Special Meeting convened in accordance with the provisions of these Bylaws, with thirty days advance notice of the issue to the general membership. For such a vote to occur requires a minimum of twenty active Council members that includes at least a quorum of Board members and a minimum number of non-Board members equal to the quorum of the Board.

Section 6. The Board shall have control and management of the affairs and business of the Council. Expenditures of the funds of the Council shall be by approval of the Board based on a majority vote. The Board is authorized to act for the Council between Annual Business Meetings, and the Board shall report its actions taken during the previous year to the members of the Council at the Annual Business Meeting.

Section 7. The Board may employ and determine the compensation of staff for any role that may be deemed necessary for the successful operation of the Council and Board.

#### **Article V - Membership of the Board of Directors**

Section 1. Chairperson. The Chairperson normally succeeds from the office of Chairperson-elect as a previously elected officer. If that does not happen, the Chairperson will be a newly elected officer. The Chairperson shall give general direction to, and shall preside at, meetings of the Board and the Council. The Chairperson shall provide a verbal summary and written report concerning the activities of the Council during the previous year to the general membership at the

Annual Business Meeting, and optionally at the Annual Symposium. The Chairperson normally succeeds to the office of Past Chairperson.

Section 2. Chairperson-elect. The Chairperson-elect is an elected officer who shall assist the Chairperson in duties as needed, shall chair the Nominating Committee, and manage the balloting for the election of officers of the Council during the Annual Business Meeting. The Chairperson-elect normally succeeds to the office of Chairperson. In the absence of the Chairperson, or in the event of his/her inability to act, the Chairperson-elect shall assume the duties of the Chairperson.

Section 3. Past Chairperson. The Past Chairperson succeeds directly from the office of Chairperson as a previously elected officer. The Past Chairperson serves to ensure a smooth transition of responsibilities, and as requested by the Board. In the absence of the Chairperson-elect, the Past Chairperson shall assume the duties of the Chairperson-elect.

Section 4. Recording Secretary. The Recording Secretary is an elected officer and shall record the minutes of all meetings of the Board, providing a review draft of meeting minutes to the members of the Board within forty-five days following the meeting. Upon approval of the meeting minutes by members of the Board, the final minutes shall be provided to the Corresponding Secretary for the current year's files within sixty days.

The Recording Secretary shall maintain archival files for the Council consisting of: Bylaws; minutes of all meetings; any correspondence pertinent to Council affairs; all correspondence sent by the Board; copies of all committee reports, newsletters, and publications by the Council; and any other material judged by the Board as pertinent.

Section 5. Corresponding Secretary. The Corresponding Secretary is an elected officer and shall issue notices of the Annual Business Meeting, Annual Symposium, and Special Meetings; distribute materials to the Council's membership and others; and send responses to correspondence, with input by the Chairperson as appropriate. A written summary of the activities of the Corresponding Secretary shall be provided to the Chairperson for the Annual Business Meeting.

The Corresponding Secretary shall notify the Chairperson of all received correspondence in a timely fashion, as appropriate to the issue. An accounting of received and distributed correspondence shall be provided to the Board at each meeting.

The Corresponding Secretary shall compile files of the current year's documents and provide those to the Recording Secretary for the permanent record.

The Corresponding Secretary shall maintain a list of all non-disposable equipment purchased by the Board with a value greater than \$100, and identify the person responsible for, and the location of, the equipment.

Section 6. Treasurer. The Treasurer is an elected officer who shall be responsible for receiving and distributing all funds of the Council, maintaining the Council's financial statements and records, and attending to all insurance, tax, and special filings of the Council. The Treasurer shall produce an annual budget for approval by the Board. A written audit of the Council's accounts for the past year, completed by the Audit Committee, shall be provided by the Treasurer as part of the annual Treasurer's written report provided to the Chairperson for the Annual Business Meeting.

Section 7. Membership Coordinator. The Membership Coordinator is an elected officer and shall serve as chairperson of the Membership Committee. A list of active members of the Council and current members of the Board shall be maintained in coordination with the Corresponding Secretary. A written summary of the activities of the Membership Coordinator, including the number of current members of the Council, and the names and offices of members of the Board, shall be provided to the Chairperson for the Annual Business Meeting.

Section 8. Board Member at Large. Board Members at Large are those serving on the Board who are not elected officers. Vacant Board Member at Large positions shall be filled by appointment with a majority vote of the Board.

Section 9. Terms of Office. All officers shall be elected at the Annual Business Meeting, and shall assume office at the close of the Annual Symposium held in conjunction with the Annual Business Meeting. If an officer is unable to complete his/her term of office, the Board may appoint a person to fill the vacated office until the next Annual Business Meeting. The offices of Chairperson-elect and Past Chairperson shall each serve for one year and be filled in alternate years, with the Chairperson-elect being elected to office at the beginning of the second year of the two-year term of the Chairperson at which time the Past Chairperson office is vacated. In the event that the Chairperson cannot fulfill his/her responsibilities, the Chairperson-elect normally shall succeed to that office, followed by Past Chairperson, Recording Secretary, Corresponding Secretary, Treasurer, and Membership Coordinator, until the position can be filled by election. Persons serving as members of the Board, including elected officers, are subject to removal by a two-thirds vote of the Board for cause.

Chairperson. The office of Chairperson is held for two years, and normally succeeds directly from the position of Chairperson-elect.

Chairperson-elect. The position of Chairperson-elect shall be nominated and elected every other year at the beginning of the second year of the two-year term of the Chairperson. The Chairperson-elect is expected to serve the first year after election as Chairperson-elect and then succeed to the position of Chairperson for two years, followed by one year in the position of Past Chairperson.

Past Chairperson. The position of Past Chairperson is held for one year following service in the office of Chairperson.

Corresponding Secretary and Treasurer. The Corresponding Secretary and Treasurer shall serve two-year terms, and shall be elected on even years. Either officer may be reelected.

Recording Secretary and Membership Coordinator. The Recording Secretary and Membership Coordinator shall serve two-year terms, and shall be elected on odd years. Either officer may be reelected.

Board Member at Large. Board Members at Large are non-elected positions of the Board, and shall be appointed for a term of three years, effective as of the date of the previous Annual Business Meeting for appointments made prior to July 1, and as of the date of the upcoming Annual Business Meeting for appointments made on or after July 1. Board Members at Large may be reappointed.

Section 10. Elections. A slate of candidates for each vacant elective position of the Board shall be provided by the Nominating Committee for the Annual Business Meeting.

Floor nominations. Additional nominations from the floor may be placed on the Nominating Committee's slate during the Annual Business Meeting. Such nominees must be present and formally accept the nomination.

Balloting. When more than one person has been nominated for an office, written ballots shall be received from active Council members present at the Annual Business Meeting. Ballots shall be counted by the Chairperson-elect and another Council member appointed by the Chairperson. Balloting for a single nominee for an office may be taken by a show of hands or indicated by voice.

Election. The nominee for an elected office receiving the majority of votes cast shall be declared elected by the Chairperson. If no nominee receives a majority of the total votes cast on the first ballot, a runoff between the two nominees who received the most votes shall be required.

## **Article VI – Committees**

Section 1. The Chairperson of the Board, with the concurrence of the Chairperson-elect or Past Chairperson, shall appoint chairpersons of standing and *ad hoc* committees. The chairperson of

each committee shall appoint committee members with the concurrence of the Chairperson of the Board. The Chairperson of the Board is an ex-officio member of all committees. Generally, the chairperson of each committee should be a member of the Board in order to provide direct reporting on committee activities at each meeting of the Board. In all cases, a member of the Board shall serve on each committee. Authority of each committee to commit resources of the Council, to develop and distribute technical comment letters, and to establish position statements for the Council shall be delegated by the Board on a committee by committee basis, providing for full and open communication of each committee with the Board while facilitating timely action. Prior to the Annual Business Meeting, the chairperson of each committee shall provide a written report to the Chairperson of the Board, identifying the members of the committee and summarizing the activities of the committee during the previous year. Various committees may be established at the direction of the Board, including but not limited to those standing committees listed in the following sections.

Section 2. Annual Symposium Program Committee. The Annual Symposium Program Committee shall be composed of the committee chairperson and others, as appointed.

Obligation. It shall be the responsibility of this committee to develop an interesting, informative, and representative program for the Annual Symposium. The draft program agenda shall be provided to members of the Council at least thirty days in advance of the Annual Symposium.

Section 3. Local Host Committee. The Local Host Committee is intended to include persons that reside in or near the general location of the Annual Business Meeting and Annual Symposium. This committee shall work in conjunction with the Annual Symposium Program Committee, and the committee chairperson shall be a member of the Annual Symposium Program Committee.

Obligation. It shall be the responsibility of this committee to make all necessary arrangements for hosting the Annual Business Meeting and Annual Symposium. This committee shall support the solicitation of donations and fund raising activities at the Annual Symposium.

Section 4. Audit Committee. The Audit Committee shall be convened each year and include at least two active members of the Council who are not members of the Board, at least one of whom shall have experience in audit procedures and shall serve as committee chairperson. The audit may be conducted by a financial professional. The Treasurer shall assist the Audit Committee. The chairperson of the Audit Committee shall provide the audit report for acceptance by the Board.

Obligation. It shall be the responsibility of this committee to conduct an audit of the finances of the Council a minimum of once a year upon completion of the fiscal year and prior to the Annual Business Meeting, and at other times as directed by the Board.

Section 5. Awards Committee. The Awards Committee shall be composed of at least three active members of the Council.

Obligation. It shall be the responsibility of this committee to recommend to the Board a recipient of the Council's Annual Award. This award may be to a person or organization that has made a significant contribution to the conservation and/or knowledge of desert tortoises, or to achieving the mission and objectives of the Council. The Board may also establish other awards as deemed appropriate. Recommendations for recipients of awards shall be provided by the Awards Committee with input from the Council membership. All expenses shall have the prior approval of the Board.

Section 6. Ecosystems Advisory Committee. The Ecosystems Advisory Committee shall consist of active members who shall represent the Board in matters on the conservation of desert tortoises and their habitats, as appropriate.

Obligation. It shall be the responsibility of this committee to keep informed on the status of desert tortoise populations in California, Nevada, Utah, Arizona, and Mexico; keep current on developments that would affect the status of these populations; and review and provide comment

on projects and issues that may affect desert tortoise populations. The Ecosystems Advisory Committee may prepare and submit formal correspondence, and provide comment on behalf of the Board and the Council, under the signature of the committee chairperson or other member of the Board designated by the committee chairperson with the concurrence of the Chairperson of the Board. The Board shall be informed of upcoming committee activities to the extent practicable; provide review and comment for committee correspondence as appropriate and as can be accommodated for timely submittal; and receive notification of final correspondence in a timely fashion, typically at the time that correspondence is submitted or at the next meeting of the Board.

Restriction. The Ecosystem Advisory Committee and Board shall comply with all requirements for designated non-profit (501(c)(3)) organization status and shall not, either directly or indirectly, engage in political campaigning, advocate for political parties, work to advance the election of individual politicians, or support (or oppose) any candidate for elective public office. Lobbying (advocating for or against specific pieces of legislation) is allowable but shall be limited to an “unsubstantial” portion of overall Council activities, generally defined as up to five percent of annual investments of time and/or funding.

Section 7. Information, Outreach, and Social Media Committee. The Information, Outreach, and Social Media Committee shall be chaired by a current Board member, and include the webmaster and editor of the Council newsletter who shall oversee their respective publications.

Obligation. It shall be the responsibility of this committee to disperse information about desert tortoises and the Council; to oversee publications of the Board, including newsletter, website, various social media outlets, and workshop/symposium materials; to develop the “voice” used to represent the Council; and make public contact for the purpose of publicity, information, and education about desert tortoises and the Council. A newsletter for dissemination to the membership of the Council shall be distributed a minimum of twice each year.

Restriction. Publicity shall be restricted to Council actions, programs, awards, and announcements; general education and information about desert tortoises and their conservation; and other tortoise and turtle-related matters supported by the Board. At no time shall publicity be released that would discredit any person or organization, state agency, federal agency, or educational institution.

Section 8. Membership Committee. The Membership Committee shall be chaired by the Membership Coordinator.

Obligation. It shall be the responsibility of this committee to work with the Corresponding Secretary to maintain a list of past and active members of the Council; to work with the Nominating Committee to maintain a list of past and current members of the Board, including offices held and terms of service; to work with the Treasurer to account for payment of annual dues; and to endeavor to increase the membership of the Council.

Section 9. Nominating Committee. The Nominating Committee shall be chaired by the Chairperson-elect or Past Chairperson, as these offices are filled in alternate years.

Obligation. It shall be the responsibility of this committee to present to the Board a slate of candidates for each vacant elective position of Chairperson-elect, Recording Secretary, Corresponding Secretary, Treasurer, and Membership Coordinator; and to identify potential candidates for vacant positions as Board Member at Large. Candidates for the Board should represent the diversity of the general membership of the Council, insofar as feasible. Prior approval shall be obtained from each candidate before their name is added to the slate of nominees.

Section 10. Workshop Committee. The Workshop Committee shall be chaired by a current Board member, with additional committee members appointed as needed, recognizing that the assistance of many persons is required for a successful Workshop.

Obligation. It shall be the responsibility of this committee to coordinate the annual “Introduction to Desert Tortoises and Field Techniques” workshop. The purpose of this workshop is provide wildlife biologists, zoologists, natural resource specialists, wildlife managers, land managers, recreation specialists, persons dealing with the public, teachers, and the general public with a comprehensive introduction to the desert tortoise. The Workshop is to include important information on ecology, habitat preferences, life history, health, physiology, and threats; applicable state and federal laws and required permits; and field sessions on surveys and identification of tortoises and tortoise sign appropriate for entry-level desert tortoise field workers. Instructors are to include representatives from land and resource management agencies, tortoise research scientists, persons implementing tortoise surveys, monitoring, and other management activities, as well as other knowledgeable persons, to the extent practicable.

Section 11. Grants Committee. The Grants Committee shall be chaired by a current Board member. The Grants Committee Chairperson will, on a grant request-by-request basis, identify and appoint at least two members to the Grants Committee, including at least one current Board member, and may include non-Board members that are members of the Council.

Obligation. It shall be the responsibility of this committee to evaluate each grant request submitted to the Council and to provide a recommendation to the Board for consideration for funding. The Grants Committee will provide a formal response to the applicant that conveys the decision of the Board regarding funding of the grant request and may include information regarding the grant request that influenced the Board’s decision.

## **Article VII – Meetings**

Section 1. Annual Business Meeting. The Annual Business Meeting of the Council shall be held yearly within the first quarter of the year at a place to be determined by the Board. The purpose of the Annual Business Meeting is to elect officers, receive reports, transact other business, and update the general membership of the Council on the activities of the Board. The Annual Symposium shall be held in conjunction with the Annual Business Meeting. The intent is that the venue for the Annual Business Meeting and Annual Symposium rotates within the geographic area defined by the general range of the desert tortoise. If the Annual Symposium is not held due to unforeseen circumstances, the Annual Business Meeting shall still be required.

Section 2. Annual Symposium. The Annual Symposium shall be convened each year in conjunction with the Annual Business Meeting for the purposes of disseminating scientific and conservation information regarding desert tortoises.

Section 3. Meetings of the Board. The Board shall meet a minimum of three times a year, and as needed to transact business necessary for maintenance of the Council. Meetings of the Board are open to the general membership, though general members do not vote on actions being considered by the Board. Notice of the date and location of meetings of the Board shall be available to the general membership a minimum of thirty days prior to the meeting, and such notice may be by postings on the Council website and/or newsletter. Active members of the Council may provide comment on specific issues, or offer topics for discussion, in coordination with the Chairperson. Participation by active members shall follow procedures as may be established by the Board (e.g., member comment agenda item; comment time limits; exclusion from executive session). Minutes of meetings of the Board shall be available to the general membership upon finalization of those meeting minutes, generally sixty days following the subsequent meeting of the Board, but no later than ten days prior to the Annual Business Meeting.

Section 4. Meeting Notices for the Annual Business Meeting and Annual Symposium. Members of the Council shall be notified at least ninety days prior to the Annual Business Meeting. Such notice may be by postings on the Council website and/or newsletter.

Section 5. Special Meetings. Special Meetings may be called as necessary by the Chairperson. Twenty or more active members of the Council may request a Special Meeting in writing to the Chairperson. A minimum of thirty days notice shall be provided to the membership of such a meeting.

#### **Article VIII – Finances**

Section 1. Finances. Funds of the Council shall be under the supervision of the Board and shall be managed by the Treasurer.

Section 2. Fiscal Year. The fiscal year of the Council shall begin on January 1 and end on December 31.

Section 3. Funds. Funds shall be derived from dues, special assessments, work projects, workshops, products, auctions and raffles, contributions, and interest from Council investments.

Section 4. Disbursement. The Treasurer shall make no disbursement of funds of the Council without authorization of the Board. The Treasurer shall deposit all funds of the Council in a federally insured bank or financial institution approved by the Board in a timely manner and in the name of the Council. The Treasurer shall balance the accounts at the end of each fiscal year and his/her written report shall reflect any adjustments as required by the annual audit.

Section 5. Audit. An audit of the financial status of the Council shall be made by the Audit Committee at least once a year at the end of the fiscal year and prior to the Annual Business Meeting, and at other times as directed by the Board.

#### **Article IX – Dissolution**

Section 1. In the event of the dissolution of the Council, the Board shall, after paying or making provisions for the payment of all liabilities of the Council, dispose of all assets, accrued funds, and other properties of the Council to an organization that qualifies as exempt under Internal Revenue Code 501(c)(3) and is dedicated to conservation consistent with the mission and objectives of the Council. It is the intent of the Council that these assets would be held by the receiving organization for up to five years from the date of dissolution of the Council. If the Council may be reestablished within this five-year timeframe, these assets would be redistributed back to the Council. If the Council does not reform within five years, all assets shall become the property of the receiving organization with the intent that these assets would be used to benefit the conservation of desert tortoises and their habitats, insofar as feasible. As of this time, the Desert Tortoise Preserve Committee Inc., Riverside, California, is identified as the receiving organization upon dissolution of the Council.

#### **Article X - Parliamentary Authority**

Section 1. Robert's Rules of Order, as revised, shall govern the proceedings of the Council and the Board, subject to the special rules that have been or may be adopted by the Board and the Council.

Section 2. Bylaws. The Bylaws may be amended or revised at the Annual Business Meeting by a two-thirds majority vote of the active members of the Council present. Notice of proposed amendments or revisions shall be provided to members of the Council at least thirty days in advance of the Annual Business Meeting, and such notice may be by postings on the Council website and/or newsletter.