

BYLAWS

(Incorporated under the laws of the State of Missouri)

Bylaws  
of  
The St. Louis Herpetological Society

Revised: 10/16/07

Date

Approved by Executive Committee: 11/10/07

Date

Approved by General Membership: \_\_\_\_\_

Date

ARTICLE I PURPOSE.

The purpose of the St. Louis Herpetological Society is to share knowledge within our membership and educate the general public to encourage an appreciation of reptiles and amphibians and their importance in the natural world. Thus, education and conservation pursued in accordance with the non-profit purposes stated in the Articles of Incorporation filed July 06 1995.

ARTICLE II MEMBERS.

SECTION 2.1. NUMBER AND QUALIFICATIONS. The Members of the Corporation as the date of the first adoption of corporate Bylaws are all those who are currently Members in good standing of the St. Louis

Herpetological Society (SLHS). The number of Members of the Corporation shall not be subject to numerical restriction, but the identity of Members shall be subject to approval by the Board of Directors. Any applicant for membership may be rejected by majority vote of the Board of Directors if the Board, in its judgment, believes that the said applicant will not further the purpose of the St. Louis Herpetological Society.

SECTION 2.2. VOTING. Unless otherwise specified herein all the actions of the Corporation requiring affirmative vote of the Members shall require the affirmative vote of a simple majority of the Members present at a meeting of Members at which a quorum is present. Each Member shall be entitled to cast one vote on each matter coming before such meeting for the vote of the Members. No proxies for votes shall be accepted or given any force or effect.

SECTION 2.4. ANNUAL MEETING. The regular monthly meeting of the Members of the Corporation shall be held on the second Sunday of each month except as otherwise prescribed by the board of Directors following notice duly given in the Corporation's newsletter. The Board of Directors shall fix the place of the monthly meeting and the time of the meeting and shall provide notice of the place and time of the meeting in the Corporation's newsletter.

SECTION 2.5. SPECIAL MEETINGS. The Board of Directors may call special meetings of the Members of the Corporation by simple majority vote. Notice of the meeting shall be provided to the Members orally or by regular mail as soon as practicable after scheduling of said meeting. In no event shall the notification of said meeting to Members of the Corporation be less than 4 calendar days.

SECTION 2.6. QUORUM. The presence of at least twenty percent (20%) of the Members entitled to vote shall be requisite for, and shall constitute a quorum for the transaction of business at all meetings of the Members of the Corporation. As provided in Section 2.2 herein, the act of a simple majority of the Members present at a meeting at which a quorum is present shall be valid as the act of the Members, except in those specific instances in which a greater number may be required by the General Not For Profit Corporation Law of the State of Missouri, the Articles of Incorporation of the Corporation, or these Bylaws.

SECTION 2.7. MEMBERSHIP APPLICATION. Individuals, families, or organizations seeking membership in the Corporation shall apply for the membership by completing a form designated by the Corporation for this purpose. Acceptance of membership may be subject to a majority vote of the Board of Directors to be taken at the first meeting of the Board of Directors following submission of the application.

SECTION 2.8. DUES. The annual dues for the Members of the Corporation shall be in the amount set from time to time by a simple majority vote of the Board of Directors.

ARTICLE III. BOARD OF DIRECTORS.

SECTION 3.1. POWERS. The property and affairs of the Corporation shall be managed by the Board of Directors of the Corporation. The Board of Directors shall have and is vested with all powers and authorities, except as may be expressly limited by Law, the Articles of Incorporation, or these Bylaws, to supervise, control, direct, and manage the property, affairs, and activities of the Corporation, to determine the policies of the Corporation, to do or cause to be done all lawful things for and on behalf of the Corporation, to exercise or cause to be exercised any or all of its powers or privileges and to seek effectuation of its objects and purposes; provided however that:

- (a) The Board of Directors shall not act in contravention of its Articles of Incorporation or the General Not for Profit Corporation Law of the State of Missouri,
- (b) None of the powers of the Corporation shall be exercised to carry on activities which are not in furtherance of the purposes of the Corporation,
- (c) All income and property of the Corporation shall be applied exclusively for its not for profit purposes. No part of the assets or property of the Corporation shall inure to the benefit of any Member, Director, Officer, or any other private individual having any interest in the activities of the Corporation.

SECTION 3.2. COMPOSITION OF THE BOARD OF DIRECTORS. The Board of Directors shall consist of a President, Vice-President, Membership Secretary, Corresponding Secretary, Treasurer, Editor, and Associate Editor, all of whom shall be members in good standing of at least two years tenure and at least twenty-one (21) years of age. There shall also be four, (4) Members at Large who shall serve the officers of the Corporation. The composition of the Members at Large shall be members in good standing and only two, (2) of the four Members at Large may be under 21 years of age. In addition to the offices named above, the office of Immediate Past President shall be filled for a term of one (1) year during a year when a new president takes office. The Immediate Past President post shall not preclude this person from running for or holding another board position.

SECTION 3.3. ELECTION AND TERM OF OFFICE. Directors for each constituent office of the Corporation shall serve for a term of one year commencing on the first day of January following the December monthly meeting at which they shall have been elected, unless sooner removed or disqualified. With the exception of Immediate Past President, nominees for each constituent office shall be elected by a secret ballot simple majority vote of the Members present and eligible to vote at the monthly membership meeting held in December. A quorum must be present. Nominations for each constituent position on the Board of Directors shall be taken at monthly meetings held in October and November. Nominations shall not be accepted by proxy. Elections for constituent positions on the Board of Directors shall be conducted by an election committee consisting of three (3) Members in good standing who shall be appointed by the President of the Board of Directors at the December monthly membership meeting.

SECTION 3.4. VACANCIES. Any vacancy occurring in the Board of Directors shall be filled by a simple majority vote of the membership at a monthly membership meeting at which a quorum is present. A Director thus elected to fill a vacancy shall serve until the succeeding December of the calendar year in which the vacancy occurred.

SECTION 3.5. COMPENSATION. Directors shall not receive any stated salary or other monetary

compensation for their services; provided that a Director may be reimbursed for his or her actual duly documented expenses incurred on behalf of the Corporation in furtherance of its purposes.

SECTION 3.6. RESIGNATION AND REMOVAL. Directors may resign from the Board of Directors of the Corporation; such resignation shall be in writing and shall be effective upon receipt by the President of the Board of Directors. Any Director elected by the Members may be removed after notice of the proposed removal is communicated to the general membership no less than one week prior to the monthly membership meeting, and at said monthly membership meeting, at which a quorum must be present. A simple majority vote shall be required for removal of said Director.

#### ARTICLE IV. MEETINGS OF THE BOARD OF DIRECTORS

SECTION 4.1. REGULAR MEETINGS. The regular meetings of the Board of Directors shall be held on a monthly basis at a date and time to be determined by a simple majority vote of the Board of Directors. Notice of the date and time of such meetings shall be provided to the Members at the monthly membership meeting. All regular monthly meetings of the Board of Directors shall be open to all Members in good standing of the Corporation. Special meetings of the Board of Directors may be called by the President or any three Directors who shall fix the date and time of the meeting. An attempt must be made to notify all Directors of the special meeting. Special meetings are open to all Members in good standing of the Corporation. However, no notice to the Members of such special meetings shall be required.

SECTION 4.2. QUORUM. The presence of at least one-half (1/2) of the whole Board of Directors shall be required for, and shall constitute a quorum for, the transaction of business at all meetings of the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be valid as the act of the Board of Directors. Each Director shall be entitled to cast one vote on each matter coming before the Board of Directors.

SECTION 4.3. COMMITTEES. The Board of Directors shall have the power to designate committees to assist in carrying out functions in furtherance of the purposes of the Corporation. The Board of Directors shall determine the number and purpose of such committees. Members of committees shall be appointed by the Board of Directors and shall serve for a term congruent with the term of the Board of Directors, which appointed each committee Member. Each committee shall be directed by a Chairman who shall report upon the activities of the committee at each monthly meeting of the Board of Directors. No actions on behalf of the Corporation may be taken by the committees without prior approval of the Board of Directors. Any expenditure of the funds of the Corporation or use of the property of the Corporation by the committees shall be subject to prior approval by the Board of Directors or the membership, as required.

#### ARTICLE V. OFFICERS.

SECTION 5.1. The officers of the Corporation shall be the constituent Members of the Board of Directors

as designated above in Section 3.2.

SECTION 5.2. DUTIES. The duties of the officers of the Corporation shall be as follows:

(a) PRESIDENT. The president shall be the principal executive officer of the Corporation and shall in general supervise and control all the business and affairs of the Corporation. The President shall preside at meetings of the Board of Directors. The President shall ensure that all actions taken by the Board of Directors or by the constituent Members thereof shall be in accordance with the purposes of the Corporation.

(b) VICE-PRESIDENT. In the absence of the president or in the event of the President's inability to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all powers of and be subject to all restrictions upon, the President. The Vice-President shall also generally supervise the committees established by the Board of Directors and shall report to the President and the Board of Directors where requested regarding the activities of the committees. The Vice-President shall be charged with the responsibility for obtaining Members for each committee established by the Board of Directors and for filling vacancies upon such committees subject to approval of the Board of Directors.

(c) MEMBERSHIP SECRETARY. The Membership Secretary shall maintain a current roster of all Members of the Corporation, their addresses, and their telephone numbers. The Membership Secretary shall update the roster of Members as required, shall process and collect annual dues from all Members of the Corporation, and ensure registration of all Members and guests at each monthly membership meeting. The Membership Secretary shall also maintain a current supply of membership applications and periodically update such applications as required.

(d) CORRESPONDING SECRETARY. The Corresponding Secretary shall receive, process, and reply to all correspondence addressed to the Corporation or its constituent officers. The Corresponding Secretary shall keep the minutes of all meetings of the Board of Directors and all monthly membership meetings and shall prepare such minutes for publication in the newsletter of the Corporation.

(e) TREASURER. The Treasurer shall have charge and custody of and be responsible for, all funds of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source, and deposit such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws. The Treasurer shall also pay all of the monetary obligations of the Corporation incurred in the performance of its purposes, and shall report on a monthly basis to the membership and Board of Directors the financial status of the Corporation.

(g) EDITOR. The Editor shall in general supervise preparation and distribution of the Corporation's monthly newsletter. The Editor shall solicit writings for publication in the newsletter from Members and shall screen submissions by Members for publication in the newsletter. The Editor shall develop and maintain an editorial policy for the newsletter to govern its content.

(h) ASSOCIATE EDITOR. The Associate Editor shall assist the Editor in the preparation and distribution of the Corporations monthly newsletter.

(i) MEMBER AT LARGE. The Member at Large shall participate in Board of Directors meetings and assist with operation of monthly membership meetings, special events and activities, education programs, and committees.

(j) IMMEDIATE PAST PRESIDENT. The Immediate Past President shall participate in board of Directors meetings and assist with the operation of monthly membership meetings, special events and activities, education programs, and committees.

#### ARTICLE VI. FISCAL AUTHORITY

SECTION 6.1. CONTRACTS. The Board of Directors may authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation, provided that such contracts or instruments shall be in furtherance of the purposes of the Corporation.

SECTION 6.2. CHECKS. All checks or other negotiable instruments issued in the name of the Corporation shall be signed by such constituent officers of the Board of Directors as shall from time to time be determined by resolution of the Board of Directors.

SECTION 6.3. PERMISSIBLE EXPENDITURES. Any expenditure of an amount less than one thousand dollars (\$1000.00) in furtherance of the purposes of the Corporation may be authorized by simple majority vote of the Board of Directors. Expenditures greater than one thousand dollars (\$1000.00) must be approved by a simple majority vote of the Membership of the Corporation taken at a monthly membership meeting. All expenditures shall be duly documented in the minutes of the Corporation and in the monthly report of the Treasurer of the Corporation.

SECTION 6.4. PROVISION FOR THE ADAM VALENTINE GRANT. With the passing of member in good standing, Adam Valentine on October 3, 2001, the family requested memorial donations to the SLHS. The SLHS Board of Directors voted to commit said funds, and any funds raised for and dedicated to said memorial, to be used for educational outreach programs that instill and promote interest in the pursuit of herpetological studies. Furthermore the fund will be used for young people through the senior year of high school. Expenditures greater than one thousand dollars (\$1000.00) must be approved by a simple majority vote of the Membership of the Corporation taken at a monthly membership meeting. All expenditures shall be duly documented in the minutes of the Corporation and in the monthly report of the Treasurer of the Corporation. Such monies will be allocated only with a simple majority vote of the SLHS Board of Directors. As the memorial fund was dedicated in Adam Valentine's memory, the monies of said memorial shall be recorded by the Treasurer of the corporation, as a sum separate from the general funds of the corporation, indicated and named the Adam Valentine Grant.

## ARTICLE VII. INDEMNIFICATION.

SECTION 7.1. LIABILITIES. The Corporation shall indemnify, to the fullest extent permitted by law, any person who was or is a party (other than a party plaintiff suing on his or her own behalf) or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was agreed to become a Member, Director, or constituent officer of the Corporation, or by reason of any action alleged to have been taken or omitted in such capacity, upon the affirmative vote of a simple majority of Members of the Board of Directors who were not parties to the action, suit or proceeding or if no quorum of such Directors may be obtained, from an independent legal counsel, such indemnification to include attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit or proceeding as authorized by the Board of Directors upon representation by the persons on account of whom said expenses are paid, to repay such amount should said person ultimately be determined not to be lawfully entitled to indemnification by the Corporation.

SECTION 7.2. INSURANCE. The Board of Directors shall have the power to cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a Member, Director, or constituent officer, of the Corporation against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, for any acts or conduct engaged upon in furtherance of the purposes of the Corporation.

## ARTICLE VIII. AMENDMENTS.

The Members of the Corporation shall have the power to make, alter, amend, and repeal the Bylaws, which power may be exercised by vote of a simple majority of the Members present at any monthly membership meeting at which a quorum consisting of no less than twenty percent (20%) of the membership is present. The Corporation shall keep a copy of the Bylaws, as amended, which shall be open to inspection by any Member of the Corporation or any Member of the Board of Directors at all reasonable times. Copies of current and previously amended Bylaws shall be stored in the Corporations archive files maintained by the Librarian.

CERTIFICATE

The foregoing Bylaws were duly adopted as and for the Bylaws of the St. Louis Herpetological Society by the Board of Directors of the said Corporation at its monthly meeting held on \_\_\_\_\_, and by the Membership of the said Corporation at its monthly membership meeting held on \_\_\_\_\_.

\_\_\_\_\_  
Corresponding Secretary Date