

**BYLAWS OF THE
DIAMONDBACK TERRAPIN WORKING GROUP, INC.**

Article I. Name

The name of this organization shall be the Diamondback Terrapin Working Group, Inc., a nonprofit corporation, herein after referred to as “DTWG” or the “Corporation.”

Article II. Purpose

Section 1. The purpose, as further defined in the Articles of Incorporation, is to promote the conservation of the diamondback terrapin, the preservation of intact, wild terrapin populations and their associated ecosystems throughout their range. The DTWG is committed to and supports research, management, conservation, and education efforts with the above goals in mind.

Section 2. The Corporation shall strive to achieve its purpose by:

- a) advocating and promoting sound, scientifically based survey and population studies that can identify demographic trends and identify causal factors contributing to changes in population size, growth and structure;
- b) identifying factors that threaten terrapin populations and taking the necessary steps to remedy those situations;
- c) maintaining a database of the known terrapin populations that are or have been studied with specific attention to changes in population growth rate;
- d) providing advice and recommendations for the research direction and effective management and conservation of terrapins throughout their range;
- e) promoting and assisting educational programs that focus on terrapin conservation or that use the terrapin as a model organism to promote environmental awareness and stewardship;
- f) meeting once every three years as the “Workshop on the Ecology, Status and Conservation of Diamondback Terrapins” and holding an open meeting at that time to conduct general business; and
- g) serving as a source of information on terrapins and their associated habitats. One aspect of this will be to maintain a bibliography of all known scientific publications concerning diamondback terrapins.

Article III. Membership

Section 1. The Corporation shall have various classes of memberships to meet the needs of its members. The Board of Directors shall have the authority to designate the class or classes of memberships and the qualifications and rights of members of each class, as well as set dues, categories, or services to meet the needs of members and the Corporation.

Section 2. Members shall be admitted to the Corporation upon acceptance of written application and payment of dues, or as otherwise determined by the Board of Directors.

Section 3. Beginning with the month initial dues are received, membership shall extend for the period appropriate to the amount paid under current membership fee structure, except for honorary members.

Section 4. Active members are members in good standing whose dues have been paid.

Section 5. Membership in this Corporation is not transferable.

Article IV. Meetings of Members

Section 1. A triennial meeting of the members shall be held at a time and place to be determined by the Board of Directors.

Section 2. Special meetings of the members may be called by the Senior Co-Chair or a majority of the Board of Directors, or by petition of not less than one-tenth (1/10) of the active members.

Section 3. An annual regional meeting of the members shall be held at a time and place to be determined by the Regional Representatives.

Section 4. Notice of triennial, regional, or special meetings of the members shall be sent to members at least thirty (30) days prior to the meeting and shall specify the time, place, date, and general nature of business to be transacted.

Section 5. A quorum at the triennial or regional meetings of the members shall consist of those active members present. A quorum at a special meeting of the members shall be one-tenth (1/10) of the active members.

Article V. Board of Directors

Section 1. The affairs, funds, and property of the Corporation shall be under the general supervision of the Board of Directors. The Board of Directors shall transact the general business of the Corporation between its triennial membership meetings, establish organizational policies and procedures, and perform such other functions as designated in the Bylaws, or otherwise assigned to it by the membership or by law.

Section 2. The Board of Directors shall exercise authority over policies, procedures, and budgets of all organizational units, unless these are otherwise stated in these Bylaws.

Section 3. The Board of Directors shall be composed of two (2) elective Corporation Co-Chairs, a Secretary, and Treasurer.

Section 4. The term of office for the Co-Chairs shall be six (6) years. A new Co-Chair shall be elected during each triennial election. The newly elected Co-Chair will be designated as the Junior Co-Chair and the continuing Co-Chair will be designated as the Senior Co-Chair. As such, the Junior Co-Chair will become the Senior Co-Chair. Co-Chairs shall not serve consecutive terms, but can serve in this position again in the future. The term of office for the Secretary and Treasurer are indefinite. The term of the directors of the Corporation shall begin as specified in Article VI, Section 2.

Section 5. A triennial meeting of the Board of Directors shall be held without other notice than this Bylaw, in conjunction with the triennial meeting of members. The Board of Directors shall provide by resolution the time and place for holding of additional regular meetings of the Board.

Section 6. The Senior Co-Chair or a majority of the Board may call special meetings of the Board of Directors. Notice of any special meeting of the Board of Directors shall be given at least fourteen (14) days previously to each Board member.

Section 7. All in-person meetings of the Board of Directors or any committee of the Corporation shall be open to attendance by any active member of the DTWG, but nothing herein shall prevent the Board of Directors or any such committee, by resolution or other appropriate action, from convening in private session for the consideration of any matter which may come before them. However, the vote or other final action of such Board of Directors or committee shall be taken in open session.

Section 8. The dates, time periods, and minutes of all regular and special meetings of the Board of Directors shall be given upon request to any active member.

Section 9. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 10. The act of a majority of the directors present at a meeting shall be the act of the Board of Directors unless the act of a greater number is required by law or by these Bylaws.

Section 11. Directors shall not receive any slated salaries for their services, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at each regular meeting or special meeting of the Board of Directors.

Section 12. Vacancies in any office of the Board of Directors may be filled for the balance of the term by action of the remaining Board.

Section 13. Any director may resign at any time by delivering a written resignation to the Senior Co-Chair or any member of the Board of Directors. The Senior Co-Chair may resign at any time by delivering a written notice to the Board of Directors. The acceptance of such a resignation shall not be necessary to make it effective.

Section 14. Any Board member may be removed from office for non-performance of duties or inappropriate actions pending prior written notification and a thirty (30) day response period and following a two-thirds (2/3) affirmative vote of the total voting membership of the Board of Directors.

Article VI. Officers and Staff of Corporation

Section 1. The elected officers of the DTWG shall be two Co-Chairs, a Secretary, and Treasurer.

Section 2. The officers of the Corporation shall be elected in accordance with Article IX. Each officer elected shall take office at the triennial membership meeting.

Section 3. Anyone holding an elective office shall be an active member of the Corporation.

Section 4. No one may hold two elective offices simultaneously in the Corporation.

Section 5. The Senior Co-Chair shall be the Principal Executive Officer of the Corporation and shall in general exercise supervision of the business and affairs of the Corporation with oversight from the Board of Directors. The Corporation may employ an executive director, who is an employee of the Corporation, to carry out the day-to-day functions of the Corporation under the supervision of the Senior Co-Chair and the Board of Directors.

Section 6. The Senior Co-Chair shall preside at all meetings of the general membership and of the Board of Directors. The Senior Co-Chair appoints committee chairs as specified in Article VIII, subject to the approval of the Board of Directors; may serve as an ex-officio member of all committees, except the Nominations/Elections Committee; and shall have the general powers and duties of management incident to the office of Senior Co-Chair and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. The Junior Co-Chair shall serve in the absence of the Senior Co-Chair or in the event of the incapacity or resignation of the Senior Co-Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Senior Co-Chair.

Section 8. The Junior Co-Chair shall serve as a liaison between the Board of Directors and any standing or special committees assigned to him or her, and perform such other duties as from time to time may be assigned by the Senior Co-Chair or the Board of Directors.

Section 9. The Junior Co-Chair shall be responsible for organizing the triennial meeting of the members with assistance provided by the Board of Directors.

Section 10. The Secretary shall keep corporate and membership records, minutes of all membership and board meetings, and perform other duties incident to the office of Secretary. The Secretary shall also perform such other duties as from time to time may be assigned by the Senior Co-Chair or the Board of Directors.

Section 11. The Treasurer shall keep correct and complete books of accounts, prepare financial reports of the Corporation, including annual reports, assist with the preparation of fiscal year budgets, maintain the Corporation's nonprofit status, and perform other duties incident to the office of Treasurer. The Treasurer shall also perform such other financial duties as from time to time may be assigned by the Senior Co-Chair or the Board of Directors.

Section 12. The Treasurer, and any other officer or employee of the Corporation so directed by the Board of Directors, may furnish, at the expense of the Corporation, a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 13. The Board of Directors may appoint, contract with, or employ such additional agents or employees as it may deem necessary for the carrying out of the purposes of the Corporation and may provide for their compensation, provided however, that no such paid person shall be a member of the Board of Directors. Employees serve at the discretion of the Board of Directors.

Article VII. Regional Representatives

Section 1. Regional Representatives (up to two per region) shall represent the membership of their respective regions and exercise supervision of the regional business and affairs of the Corporation. One vote will be allowed per region on all items of general business being voted on by the Board of Directors. Regional Representatives should be researchers, interested individuals from regulatory agencies, or individuals from non-governmental organizations involved in terrapin conservation or management.

Section 2. Regional Representatives shall be responsible for organizing annual regional meetings and providing the minutes to the Board of Directors to be posted on the DTWG website.

Section 3. Geographic regions shall include a Northeast Region (Massachusetts, Rhode Island, Connecticut, and New York), Mid-Atlantic Region (New Jersey, Delaware, Maryland, and Virginia),

Southeast Region (North Carolina, South Carolina, and Georgia), Florida Region (Florida), and Gulf Coast Region (Alabama, Mississippi, Louisiana, and Texas).

Article VIII. Committees

The Board of Directors may establish standing or special committees, as it deems necessary to carry out the duties of the Board and business of the Corporation. The Senior Co-Chair shall appoint the chairs of each committee, except the Nominations/Elections Committee. Such appointments are subject to the approval of the Board of Directors. The Board of Directors may provide for rules of operation for committees.

Article IX. Nominations/Elections

Section 1. The Board of Directors shall appoint a Nominations/Elections Committee of three (3) members to solicit and accept nominations of one (1) or more candidates for each of the Board offices being vacated in the next year at least ninety (90) days prior to triennial meetings. The Nominations/Elections Committee shall notify the Secretary in writing of the names of the candidates being nominated at least sixty (60) days prior to triennial meetings. The committee shall prepare and mail an election ballot carrying the names of the candidates to each active member of the Corporation at least thirty (30) days prior to triennial meetings. Write-in privileges shall be maintained at all levels of the organization. Completed ballots must be returned at least fifteen (15) days prior to triennial meetings.

Section 2. Persons nominated to any elective offices shall consist of active members of the Corporation entitled to vote and who are of legal adult age in the State of Florida. All nominees, including write-ins, must announce their willingness to serve in the office for which they are nominated.

Section 3. Candidates nominated for the office of Regional Representative shall consist of active members of the Corporation entitled to vote and who are of legal adult age in the State of Florida. Candidates must live within the region, or actively work or have worked with terrapin populations within the respective region.

Section 4. The Nominations/Elections Committee shall be responsible for having the ballots counted and reporting the election results to the Secretary and the Board of Directors.

Section 5. A majority of all votes cast shall elect each officer. In the event of a tie, a run-off will be held.

Article X. Voting by the Membership

Section 1. Active members are entitled to one (1) vote on each measure requiring a vote. A majority of all votes cast shall be required to approve the measure under consideration.

Section 2. Only active members of the Corporation living in the region or actively working with terrapin populations within that region will be allowed to vote for their Regional Representatives.

Article XI. Fiscal

Section 1. The fiscal year of the Corporation shall extend from 1 January to 31 December.

Section 2. The accounts for the Corporation shall be kept according to standard bookkeeping/accounting practices.

Section 3. Revenue for the operation of the Corporation shall be generated through membership dues, donations, sale of goods and services, and other appropriate sources, in keeping with the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

Section 4. The Corporation shall receive gifts and grants of money and property of every kind in keeping with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

Section 5. The Board of Directors or agent(s) of the Corporation may accept or reject on behalf of the Corporation any donation, contribution, gift, bequest, or device for the general purpose or for any special purpose of the Corporation.

Section 6. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors or agent(s) of the Corporation may select.

Section 7. The Board of Directors may authorize any officer(s) or agent(s) of the Corporation to enter into transactions, sign legal documents, sign documents for the payment of money or evidence of debt by Board resolution which states the officer's or agent's actual authority to act within the limits as specified in the board resolution.

Section 8. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer(s) or agent(s) of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 9. The Board of Directors shall fix the salaries and other compensation of the employees or other agents of the Corporation.

Article XII. Indemnification and Insurance

Section 1. Directors, officers, employees, and agents shall be indemnified by the Corporation pursuant to Section 607.0850, Florida Statutes, as amended from time to time.

Section 2. The Corporation may purchase and maintain liability insurance on behalf of any person who is a director, officer, or employee of the Corporation or is serving at the request of the Corporation.

Article XIII. Dissolution

Upon dissolution of the Corporation, distribution of net corporate assets may be made to one or more organizations engaged in activities similar to the DTWG provided it meets the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law, and pursuant to a plan of distribution as adopted by a majority of all votes cast by the Board of Directors.

Article XIV. Parliamentary Procedure

In matters and procedures not covered by these Bylaws, the current revised edition of Robert's Rules of Order shall prevail.

Article XV. Amendments

Section 1. Proposals to amend these Bylaws, in whole or in part, may be brought forward at any time by the Board of Directors or submitted to the Board in writing by any active member(s) of the Corporation.

Section 2. The Bylaws can be amended by a majority of all votes cast by active members when polled by written ballot. Approved changes shall take effect immediately unless otherwise noted on the ballot.

Draft dated 4 January 2006