

## **Article I. Name**

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

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) maintaining a database of the known research projects, conservation project, and education programs to foster collaborations and promote syntheses in service of terrapin research and conservation at local, state, and national levels;
- c) providing advice and recommendations for research needs and effective management and conservation actions for terrapins;
- d) 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;
- e) meeting once every three years as the “Workshop on the Ecology, Status and Conservation of Diamondback Terrapins” [hereafter referred to as the “Workshop”] and holding an open meeting at that time to conduct general business; and
- f) serving as a credible source of information on terrapin ecology and management through the production of media and maintenance of a bibliography of all known scientific publications, student theses and dissertations, and other professional products 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. Effective February 1, 2022, membership dues will be for a three-year cycle commensurate with and payable as part of the triennial Workshop. Membership may also be paid independent of participation in the Workshop. The cost of membership dues starting after the Workshop will be prorated annually based on the time remaining until the next Workshop.

Section 4. The Secretary will maintain a current database of active members.

Section 5. Active members are members in good standing whose dues have been paid.

Section 6. Membership in this Corporation is not transferable.

#### **Article IV. Meetings of Members**

Section 1. A triennial Workshop 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 should 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 the four elected officers, one regional representative from each of the five regions, and five at large elected representatives

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 Workshop. The newly elected Co-Chair will be designated as the Junior Co-Chair and the continuing junior Co-Chair will be designated as the Senior Co-Chair. Senior 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 but require an annual vote of a majority of the Board of Directors to continue in the position. The term of the directors of the Corporation shall begin as specified in Article VI, Section 2.

Section 5. The Board of Directors shall meet every four months in person or via video or phone conference. The Board of Directors should hold one business meeting open to all active members during the triennial Workshop.

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. 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 8. Any active member may request permission to attend a meeting of the Board of Directors and admitted by a majority vote of the Board of Directors.

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 Workshop.

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 Workshop 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. In the event there are two Regional Representatives for a region, one will be selected by the active members of that region as their representative on the Board of Directors. Regional Representatives should be individuals

from academic, local, state or federal agencies, or non-governmental organizations and the individuals should have a demonstrated history committed to terrapin research, conservation, or management.

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

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 distribute by mail or electronically an election ballot carrying the names of the candidates to each active member of the Corporation at least thirty (30) days prior to triennial Workshops. 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 Workshops.

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.

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