

BYLAWS OF THE HORNED LIZARD CONSERVATION SOCIETY

Article I Name and Principal Office

Section 1. The name of the organization shall be the Horned Lizard Conservation Society, a nonprofit corporation, herein after referred to as HLCS or the "Corporation."

Section 2. The principal office of the Corporation in the State of Texas shall be located in Austin, County of Travis. The Corporation may have such other offices either within or outside the State of Texas as the Board of Directors, herein after referred to as the "BOD" may determine or as the affairs or the Corporation may require from time to time.

Section 3. The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose Office is identified with such registered office. The registered office may be, but need not be, identified with the principal office in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

Article II Purpose

Section 1. The purpose of the Corporation is to document and publicize the values and conservation needs of horned lizards, to promote horned lizard conservation projects and to assist with horned lizard management initiatives throughout their ranges.

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

- a. Educating members and the public as to the plight of horned lizards and the need to conserve them.
- b. Gathering and organizing information about horned lizards from existing sources.
- c. Developing and supporting research proposals regarding horned lizard natural history, ecological requirements, and population demographics.
- d. Supporting strategies to preserve existing horned lizard populations *in situ*.
- e. Developing and supporting strategies for the management of horned lizard habitat.
- f. Pursuing strategies for the propagation of horned lizards in order to maintain or reestablish local populations.

Article III Membership

Section 1. The Corporation shall have seven classes of membership: Regular, Student/Senior, Family, Contributing, Corporate, Life, and Honorary.

a. Regular members shall consist of individuals who are in agreement with the stated purpose of HLCS. Each Regular member shall be entitled to one vote on each matter submitted to a vote of the members.

b. Student/Senior members shall be enrollees of any school, college, or university or are over the age of 65 who are interested in supporting HLCS. Each Student/Senior member shall be entitled to one vote on each matter submitted to a vote of the members.

c. A Family membership is for families (i.e., related individuals residing at one location) who are interested in supporting HLCS. A family membership has one vote on matters submitted to the membership and Family will receive one (1) set of publications sent to their designated location. All members of the family shall be eligible for HLCS outings and other members-only activities.

d. Contributing members are individuals or benefactors who are interested in the purpose of HLCS. Each Contributing member shall be entitled to one vote on each matter submitted to a vote of the members, and may be entitled to special membership privileges as the Board of Directors may determine from time to time, except that such privileges may not conflict with the Articles of Incorporation, Law, or these Bylaws.

e. Corporate members are private organizations or foundations that are interested in the purpose of HLCS. Each Corporate member shall be entitled to one vote on each matter submitted to a vote of the members, and may be entitled to special membership privileges as the Board of Directors may determine from time to time, except that such privileges may not conflict with the Articles of Incorporation, Law, or these Bylaws.

f. Life members are individuals who are interested in the purpose of HLCS and who have paid a one-time lump sum as designated by the BOD to the Corporation. Each Life member shall be entitled to one vote on each matter submitted to a vote of the members, and may be entitled to special membership privileges as the Board of Directors may determine from time to time, except that such privileges may

not conflict with the Articles of Incorporation, Law, or these Bylaws.

g. Honorary members are individuals who receive HLCS membership gratis. Members in good standing with the Corporation may nominate individuals or organizations for Honorary membership, and those individuals or organizations will receive Honorary membership upon the approval of the majority of the BOD. Honorary membership for individuals or organizations will remain intact, unless revoked by majority vote of the BOD.

Section 2. Members shall be admitted to the Corporation upon written application and payment of dues in such form and amount as from time to time may be determined by the BOD and approved by the membership. Honorary membership may be conferred upon individual or organizations that a majority of the BOD deems desirable. The membership shall not be limited in its number.

Section 3. Active members are members in good standing whose dues have been paid.

Section 4. Membership shall extend for a period of one year, beginning on the first day of the month following the receipt and record of membership dues, whichever is later, by the Membership Services Officer.

Section 5. Membership in this Corporation is not transferable.

Article IV Dues

Section 1. The appropriate dues for membership shall accompany the application. There shall be no initiation fee.

Section 2. Dues shall be determined by the BOD and approved by the majority of members who vote. a. Any changes in dues shall be submitted to the active members by written mail ballot. Such changes shall take effect on the date specified on the ballot provided they have been approved by a simple majority of the votes cast.

Section 3. To maintain membership, payment of dues should be received by the following calendar year on the first day of the same month in which dues were received and recorded by the Membership Services Officer. Member is notified of renewal date by mail.

Section 4. When a member shall be in default in the

payment of dues for a period of two months from the date upon which such dues became payable, the membership will be terminated. Reinstatement may be accomplished at any time in the same manner as provided for new members.

Article V Meetings of Members

Section 1. A biennial meeting of the members shall be held at the national conference/workshop every two (2) years for receiving a biennial report and for transaction of such other business as may come before the meeting.

Section 2. Special meetings of the members may be called by the Board of Directors or by petition from at least 20% of the members having voting rights.

Section 3. Notice of annuals or special meetings shall be sent to members at least sixty (60) days prior to the meeting and shall specify the time, place, and general nature or business to be transacted.

Section 4. A quorum for the general membership meetings shall be those members present, prior notice of sixty (60) days having been given.

Section 5. A majority vote at a membership meeting at which a quorum is present shall be necessary for the adoption of any matter unless a greater portion is required by these Bylaws or law.

Section 6. The election of all Directors of the Corporation shall be conducted by mail in such manner as specified in Article X.

Article VI Board of Directors

Section 1. The affairs, funds and property of the Corporation shall be under the general supervision of the Board of Directors (BOD). The BOD shall transact the general business of the Corporation between its biennial membership meetings, establish organization policies and perform such other functions as designated in the Bylaws or otherwise assigned to it by the membership or by law. The BOD shall be subject to the orders of the membership, and none of its acts shall conflict with action taken by the membership.

Section 2. The number of elected or appointed directors shall be six (6) all of who must be active members of the Corporation.

Section 3. The BOD shall consist of five (5) elected Officers-- a President, President-Elect, Secretary, Treasurer, and At-large Director—and one appointed Officer, the Member Services Officer. The Office of President is filled by the President-Elect after a period of two (2) years. The Member Services Officer is appointed by the BOD. No BOD Officer may be elected to more than one (1) BOD position simultaneously.

Section 4. The term of office for the BOD shall be two (2) years.

a. The terms of the directors of the Corporation shall begin on the date specified on the ballot or according to the filling of vacancies as specified in Article VIII, Section 5.

b. As the term of office for elected BOD members expire, the Directors are succeeded by new BOD members according to the election procedures in the Bylaws. Members of the BOD may be re-elected, but not for more than two consecutive full terms in the same office, except in the case of President-Elect and President. The President can run for President-Elect after serving office, allowing the same person to hold both these offices for two terms that are nearly consecutive as other offices are allowed.

Section 5. Vacancies in any office of the BOD shall be filled for the balance of the term thereof by action of the BOD.

Section 6. A regular meeting of the BOD shall be held without other notice than this Bylaw, in conjunction with the biennial meeting of members. The BOD may provide by resolution the time and place for holding of additional regular meetings of the Board. A minimum of two (2) regular meetings per year shall be held. One meeting can be held electronically or via teleconference. The BOD will convene at a specified location at least once/year.

Section 7. Special meetings of the BOD may be called by the President or any three directors. Notice of any special meeting of the BOD shall be given at least one week previously by written notice to each director.

Section 8. All meetings of the BOD or any committee of the Corporation shall be open to attendance by any active member of HLCS, but nothing herein shall prevent the BOD 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 BOD or committee shall be taken in open session.

Section 9. The dates, time periods, and minutes of all phone, mail, or in-person meetings of the BOD shall be given upon request to any active member.

Section 10. A majority of the BOD shall constitute a quorum for the transaction of business at any meeting of the BOD.

Section 11. The act of a majority of the directors present at the meeting shall be the act of the BOD.

Section 12. Directors as such shall not receive any stated salaries for their services but by resolution of the BOD, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the BOD.

Section 13. Any director may resign at any time by delivering a written resignation to the BOD. The acceptance of such a resignation shall not be necessary to make it effective.

Section 14. A director, who misses two (2) consecutive regularly scheduled meetings of the BOD without satisfactory explanation prior to such meetings, may be removed by the affirmative vote or a majority of the directors present at any meeting.

Section 15. The President shall in general execute supervision of the business and affairs of the Corporation. The President shall preside at all meetings of the general membership and of the BOD. The President signs, with the Secretary or any other proper officer of the Corporation, contracts or other instruments which the BOD has authorized to be executed; appoints all committee chairs, excepts Nominations/Elections and those committees chaired as specified in this Article; and subject to the approval of the BOD; 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 President and such other duties as may be prescribed by the BOD from time to time.

Section 16. The President-Elect shall serve in the absence of the President or in the event of the incapacity or resignation of the President, and when so acting, shall have all the powers of and be subject to all

the restrictions upon the President. The President-Elect shall plan and recruit committees, plan and execute the biennial national meeting. The President-Elect becomes the President at the end of a two-year term.

Section 17. The Member Services Officer shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, oversee the membership records and provide the membership with reports as may be requested by the BOD. The Member Services Officer shall serve as chair of the Member Services Committee and act as liaison between the BOD and any other standing or special Committees assigned to him or her, and perform such other duties as from time to time may be assigned by the President or the BOD.

Section 18. The Secretary shall be responsible for Corporate records, keep the minutes of all general membership and BOD meetings, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the BOD. The Secretary shall also be responsible for cataloguing and maintaining the supply of all publications of the Corporation and responding to requests for information from the membership and general public.

Section 19. The Treasurer shall be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source; and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be elected by the BOD. The Secretary/Treasurer shall advise the BOD in preparation of an annual budget, be responsible for all financial records, and provide the BOD and the membership with written financial reports, including an annual report, sit on the Fund Raising Committee, and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 20. The At-large Director shall be responsible for development of special projects as assigned by the President. Whenever possible, nominees for this position should be drawn from states not otherwise represented on the BOD.

Section 21. The Treasurer, and any other of officer or employee of the Corporation so directed by the BOD shall 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 BOD shall determine.

Section 22. The BOD may appoint, contract with, or employ such additional officers, 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 BOD. Employees serve at the discretion of the BOD.

Article VII Committees

Section 1. The BOD may establish such committees, standing or special, as it deems necessary to carry out the duties of the Board. The chairs of each committee, except the Nomination/Elections Committee, shall be appointed by the President. Such appointments are subject to BOD approval. The BOD shall, by resolution, provide for the rules of operation for each committee established.

- a. Each committee shall consist of a chairperson and any other persons appointed by the chairperson. Others wishing to serve on the committee may serve at will.

Section 2. The Standing committees of this Corporation may include:

- a. Research and Recovery
- b. Member Services
- c. Marketing/Publicity
- d. Fund Raising
- e. Education
- f. Nominations/Elections
- g. Publications

Section 3. The Research and Recovery Committee shall be responsible for actively developing and maintaining an ongoing program for the population recovery of horned lizards. The Committee shall be responsible for:

- a. Gathering and organizing information about horned lizards from existing sources.
- b. Developing and supporting research proposals regarding horned lizard natural history, ecological requirements, and population demographics.
- c. Supporting strategies to preserve existing horned lizard populations *in situ*.
- d. Pursuing strategies for the propagation of horned lizards in order to maintain or reestablish local populations.

e. Soliciting and selecting recipients of any research or conservation grants made available by the BOD.

f. Tracking regulatory and other issues affecting horned lizard conservation and bringing such issues to the attention of the BOD.

Section 4. The Member Services Committee, chaired by the Member Services Officer, shall be responsible for development and maintenance of membership records, membership drives, and other services for the membership.

Section 5. The Education Committee shall be responsible for:

a. The development and scheduling of workshops, field trips and other activities for members.

b. Development and acquisition of educational materials and media for use in educational institutions or other public forums.

c. Identification of outreach opportunities for the Corporation and facilitation of Corporation participation.

Section 6. The Fund Raising Committee shall include the Treasurer of the Corporation, with other committee members. They shall investigate and solicit alternate sources of income outside of dues, including merchandise sales, and report the same to the BOD.

Section 7. The Publication Committee shall review and edit all publications of the Corporation. A quarterly newsletter developed and maintained by this committee shall be sent to all members on a regular basis.

Section 8. The Nominations/Elections Committee shall consist of four active members, one of whom should be the Immediate Past President, except in the case that the Immediate Past President runs for President-Elect immediately following his or her term of office. This committee shall be appointed by the BOD and shall perform the duties described in Article X of these Bylaws.

Section 10. Local, regional, or state councils may be formed by HLCS members residing in those geographic areas. These Councils shall select their own Chairs and shall be responsible for developing activities of interest within their local geographic area, with support provided by the BOD as requested and approved by the BOD.

Section 11. The President shall assign each standing and special committee chair with BOD approval. Committee Chairs and Council Chairs shall act as a liaison between the BOD and each Committee or Council assigned to them.

Article VIII Nominations/Elections

Section 1. The President-Elect, Secretary, Treasurer, and At-large Director shall be elected biennially. The Secretary, Treasurer, President-Elect, and At-large Director serve for two years. The term of office of President is two years and is filled by the President-Elect, who takes this position immediately following the expiration of the initial term. Terms begin January 1 or as otherwise noted on election ballots.

Section 2. Persons nominated to any elective office shall consist of dues-paying, voting members of the Corporation. All nominees, including write-ins, must certify willingness to serve in the office for which they are nominated.

Section 3. The Nominations/Elections Committee shall be responsible for having the ballots counted and reporting the election results to the Secretary/Treasurer and the BOD.

Section 4. Except when there are more than two (2) candidates running for an office or there are more than two (2) possible choices of a proposition, a simple majority of the votes cast shall elect. If, however, the list of candidates for an office is greater than two (2) or the possible choices of a proposition are more than two (2), then the preferential voting procedure shall be used for all mail ballot elections at all organizational levels of the Corporation. On the preferential ballot, voters are requested to indicate the order in which they prefer all the candidates or propositions, numeral 1 being first preference, numeral 2 second preference, and so on for every possible choice. If more than half of the ballots show one candidate or proposition indicated as first choice, that choice has a majority and is elected. If there is no majority, candidates will be ranked numerically and the least number of total points shall elect.

Article IX Fiscal

Section 1. The fiscal year of the Corporation shall be a calendar year, from January 1st through December 31st.

Section 2. The BOD may authorize any officer or

officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 3. 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 or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the BOD.

Section 4. 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 may elect.

Section 5. The BOD may accept or reject on behalf of the Corporation any donation, contribution, gift, bequest, or device for the general purposes or for any special purpose of the Corporation.

Section 6. The BOD shall fix the salaries and other compensation of the employees or other agents of the Corporation.

Section 7. Financial reports of the Corporation will be prepared annually by the Treasurer and published in the Corporation newsletter.

Article X Indemnification and Insurance

Section 1. No officer or director of the Corporation shall be personally liable for any obligations of the Corporation or for any duties or obligations arising out of any acts or conduct of said officer or director performed for or on behalf of the Corporation. Such indemnification shall provide against expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding, in which the officer(s) or director(s) is made a party by reason of having been directors or officers of the Corporation, except in relation to matters as to which such director or officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Section 2. The Corporation may pursue and maintain 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 XI Dissolution

The Corporation shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and the Articles of Incorporation, and no part of said funds Corporation, all assets remaining shall be distributed to another non-profit organization with similar purposes that is qualified for exemption from income tax under Section 501(c)(3) of the Internal Revenue Code of the United States. The choice of the recipients of such assets shall be determined by majority decision of the BOD.

Article XII Parliamentary Authority

In matters and procedures not covered by these Bylaws, the current, revised edition of Robert's Rules of Order shall prevail. The BOD shall operate under an abbreviated, adopted version.

Article XIII Amendments

Section 1. Proposals to amend these Bylaws, in whole or in part, may be brought forward at any time by the BOD or submitted to the Board in writing by at least ten (10) active members of the Corporation.

Section 2. The Bylaws can be amended by a two-thirds (2/3) vote of the responding membership when polled by written ballot. Approved changes shall take effect immediately unless otherwise noted on the ballot.

The undersigned hereby certifies as the duly elected Acting Directors of the Horned Lizard Conservation Society that the foregoing constitutes a true and complete copy of the Bylaws of said Corporation.