

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; February 24, 2017; February 23, 2018; February 20, 2019; February 21, 2020; February 15, 2022; February 21, 2024; February 25, 2025; and draft for February 25, 2026)

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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 desert tortoises represented throughout their historical ranges. Desert tortoises, for the purposes of the Council, include 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 that 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 ecology, biology, management, and protection of desert tortoises.
- e. To gather and disseminate information on desert tortoises and their habitats, 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 imperiled tortoises, turtles, and ecosystems, as appropriate.
- 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 submission of membership form and payment of dues. No professional affiliation is required.

Section 2. The Desert Tortoise Council does not discriminate against any person based on gender, sexual orientation, marital status, creed, religion, race, color, national origin, age, economic status, disability, organizational affiliation, or 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 membership 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, if 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 nine 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 of Chairperson-elect and Past Chairperson; there may be up to fourteen Board Members at Large. The Chairperson shall be the presiding officer of the Board.

Section 2. Membership of 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 another 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. For the Board to take an action that requires a vote, a minimum of thirty days' notice of a meeting of the Board during which the vote will occur must be provided to all members of the Board. If less than thirty days' notice is provided (e.g., votes conducted by electronic mail), the total number of Board members shall be applied to determine a majority vote and would equal a minimum of half the number of Board members plus one. For Board actions to be considered via electronic mail, all Board Members shall be copied in the electronic communications.

Each Member of the Board shall have one vote. Voting may occur at meetings of the Board or electronically via electronic mail discussions outside of formal noticed Board meetings. 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 electronic or 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. Any employee of the council or *ex-officio* member of the Board shall not vote on Board motions.

A quorum, the minimum number of Board members required for voting at noticed Board meetings, is defined as half of the total number of current members of the Board plus one (e.g., a quorum of eight is required for total Board membership of 14 or 15). For a vote to pass at a noticed Board meeting, either in person or virtual, a majority of the voting members present must approve the motion (e.g., an eight-person quorum requires a minimum of five votes to the affirmative; recusal and abstaining would not be included in tallying the final vote). For voting via electronic mail or at any ad hoc meeting of the Board (in person or virtual), the quorum is

defined based on the total number of Board Members; for a vote to pass requires a majority vote as determined by the total number of Board members.

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. Expenditure 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 Chairperson shall report the 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 provide general direction to, and shall preside at, meetings of the Board and the Council. The Chairperson shall assume the duties of any officer or committee chairperson that is unable to meet their responsibilities. The Chairperson may appoint an interim officer or committee chairperson. The Chairperson shall provide a verbal summary and a 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. The Chairperson-elect normally succeeds to the office of Chairperson. In the absence of the Chairperson, or in the event of the Chairperson's 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 ~~Chairperson~~. 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 thirty 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 thirty days and to the Webmaster to be posted on the Council's website in a timely manner.

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; ~~tax statements; non-profit organization filings; employee records;~~ and any other material judged by the Board as pertinent.

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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 provide copies of all official Council correspondence to the Recording Secretary for the permanent record.

The Corresponding Secretary shall maintain an up-to-date listing of contact information for each current member of the Board and distribute this list to current Board members. Current committee chairpersons shall be identified on this list.

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.

The Corresponding Secretary shall arrange facilities and other services, as needed, to support meetings of the Board.

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, ~~though not a member of the Fiscal Planning and Financial Review Committee, shall work with the Fiscal Planning and Financial Review Committee, to produce an annual budget to be presented to the Board for review and approval no later than the first Board meeting of the fiscal year. The Treasurer shall assist the Fiscal Planning and Financial Review Committee in an annual review and accounting of Council income and debits. The preliminary findings of the financial review, as available, shall be included in the Treasurer's written report on the status of the Council's accounts for the past year to be provided to the Chairperson for the Annual Business Meeting.~~

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The Treasurer shall identify a Board member, with the approval of the Board Chairperson, to function as an understudy to fill in for the Treasurer if the Treasurer can no longer function in that position. ~~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 shall be maintained in coordination with the Corresponding Secretary. The Membership Coordinator shall identify a Board member, with the approval of the Board Chairperson, to function as an understudy to fill in for the Membership Coordinator if the Membership Coordinator can no longer function in that position. A written summary of the activities of the Membership Coordinator, including the number of current members of the Council, shall be provided to the Chairperson for the Annual Business Meeting.~~

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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. There may be up to fourteen Board Members at Large.

Section 9. Parliamentarian. The Chairperson of the Board shall appoint one member of the Board to serve as Parliamentarian. This person shall provide recommendations to the Board regarding compliance with the Bylaws and established policies and procedures, develop additional policies to improve the operational efficiency of the Board, and facilitate consistent decision making. A

written summary of the activities of the Parliamentarian shall be provided to the Chairperson for the Annual Business Meeting.

The Parliamentarian shall manage the balloting for the election of officers of the Council at the Annual Business Meeting.

The Parliamentarian shall maintain the Board Operations Manual and manage revisions to the Bylaws.

The Parliamentarian shall maintain a listing of past and current members of the Board including offices held and terms of service.

Section 10. **Products Manager.** The Chairperson of the Board shall appoint one member of the Board to serve as Products Manager. This person shall be responsible for Council sales items and SWAG used to increase the visibility of the Council. This person shall manage inventory and provide an accounting of merchandise and sales at each Board meeting and make recommendations to the Board for acquisition of additional inventory and new merchandise.

Section 11. **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 their term of office, the Chairperson of 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. If the Chairperson cannot fulfill their 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 the 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 during 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 during odd years. Either officer may be reelected.

Board Member at Large. Board Members at Large are non-elected positions on the Board and shall be appointed by the Chairperson following a majority vote of the Board. The term of service is 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.

Parliamentarian and Products Manager. The Parliamentarian and Products Manager have no set terms of service. Each is appointed, reappointed, or dismissed by the current Chairperson.

Section 12. Elections. A slate of candidates for each vacant elective position on the Board shall be provided by the Chairperson of 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 in person or virtually 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 Parliamentarian 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 providing direct reporting on committee activities at each meeting of the Board. In all cases, a member of the Board shall serve on each committee. The authorities 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. The chairperson of each standing committee shall identify a committee member, with the approval of the Board Chairperson, to function as an understudy to fill in for the committee chairperson if the committee chairperson can no longer function in that position. Prior to the Annual Business Meeting, the chairperson of each committee shall provide a written report to the Chairperson of the Board. Various committees may be established at the direction of the Chairperson 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. All expenses shall have the prior approval of the Board.

Section 3. Local Host Committee. The Local Host Committee is intended to include people 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 Local Host 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 fundraising activities at the Annual Symposium. All expenses shall have the prior approval of the Board.

Section 4. Fiscal Planning and Financial Review Committee. The Fiscal Planning and Financial Review Committee shall include no less than three active members of the Council of which at least one is a member of the Board, and one is not on the Board. At least one member of the committee should have experience in accounting procedures.

Obligation: It shall be the responsibility of this committee to oversee the finances of the Council, provide recommendations regarding savings, investments, budget, and record keeping procedures to ensure that the Council is well-positioned to expand its capacity to seek, manage, effectively distribute and account for funds that are essential to promote survival and recovery of desert tortoises. Funds are to be actively managed using a conservative, diversified approach consistent with the Council's risk tolerance and anticipated operational needs. This committee shall conduct periodic monitoring of transactions throughout the year and conduct an annual review of all financial transactions for the fiscal year. A written report shall be provided by the committee chairperson, including tax statements and required annual filings for acceptance by the Board no later than 30 days prior to the tax filing deadline of May 15.

This committee may recommend that the Board hire a financial expert experienced with reviewing IRS Form 990 or current regulations for non-profits, to help manage financial matters such as taxes, filing requirements, compliance with donor guidelines, and annual financial reviews. The Treasurer shall assist the Fiscal Planning and Financial Review Committee.

Restriction: No funds shall be dispersed without prior approval from the Board.

Section 5. Awards Committee. The Awards Committee shall be composed of at least three active members of the Council, including at least one Board member who shall serve as Chairperson.

Obligation. It shall be the responsibility of the Awards Committee to announce to the membership the acceptance of nominations for established awards, and to recommend to the Board recipients of established Council awards. Recommendations for recipients of awards may be submitted by any Council member to the Awards Committee Chairperson. The Awards Committee Chairperson shall compile nominations and, with assistance and input from the Committee members, determine the award recipients. Awards shall be presented to recipients during the Annual Symposium. On the recommendation of the Awards Committee Chairperson, the Board may establish additional awards. All expenses shall have the prior approval of the Board.

Section 6. Ecosystems Advisory Committee. The Ecosystems Advisory Committee shall be chaired by a current Board member. The Ecosystems Advisory Committee shall consist of active members who shall represent the Board in matters concerning 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 and inquiry on projects and issues that may affect desert tortoise populations. The Ecosystems Advisory Committee may prepare and submit formal correspondence and provide comments 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, and with endorsements of a minimum of three Board members who did

Deleted: Section 4. Audit Committee. The Audit Committee shall be convened each year at the close of the fiscal year. This committee shall include at least two members of the Council who are not members of the Board and have no vested interest in the finances of the Council, 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. All financial transactions of the audited fiscal year shall be reviewed. A written audit report shall be provided by the Committee Chairperson for acceptance by the Board no later than the Annual Business Meeting during the subsequent fiscal year.

not author the draft comment letter. 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; 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; and provide digital copies of final comment letters to the Webmaster to be posted on the Council's website.

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. Media Committee. The Media Committee shall be chaired by a current Board member. Members of the Committee shall include the Webmaster, Newsletter Editor, and social media account managers who shall be appointed by the Committee Chairperson.

Obligation. It shall be the responsibility of this Committee to disseminate information about desert tortoises and the Council; to oversee publications of the Council, including newsletter, website, various social media outlets, and printed materials; to develop the "voice" used to represent the Council; and to ensure the Council's brand is maintained in publications, marketing materials, and activities. Various media outlets, as appropriate, are to be employed to inform the membership of issues relevant to the desert tortoise and the Council no less than once every three months.

Restriction. The content of publications shall be restricted to Council actions, events, programs, grants, awards, and related 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 Council publications 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 and current members of the Board.; 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. Training Program Committee. The Training Program Committee shall be chaired by a current Board member, with additional Committee members or subcommittees appointed as needed, recognizing that the assistance of many people is required for successful courses.

Obligation. It shall be the responsibility of this Committee to oversee coordination and development of all training and workshops hosted by the Council. Instructors are to include, representatives from land and resource management agencies, tortoise research scientists, veterinarians, people implementing tortoise surveys, monitoring, and other management activities, as well as other knowledgeable people, to the extent practicable. All classes **should** emphasize the importance of understanding and following current, official protocols, especially in exercising strict biosecurity measures when handling tortoises. These trainings shall be based on specialized curricula and may include but are not restricted to: “Introduction to Desert Tortoises and Field Techniques Course”, “Advanced Techniques Workshops”, and “Health Assessment Procedures for Translocations of the Mojave Desert Tortoise”.

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Section 11. Grants and Academic Funding Committee. The Grants and Academic Funding Committee shall be chaired by a current Board member with strong academic credentials. The Committee Chairperson will receive and manage processing of applications for regular research awards and grants (e.g., David J. Morafka Memorial Research Grant, Best Student Paper Award, and Glenn R. Stewart Student Travel Fund) and special grant requests. On an award-by-award basis, the Committee Chairperson will identify and appoint at least two members to the Grants and Academic Funding Committee, including at least one current Board member, and may include non-Board members that are members of the Council who will review and recommend awardees.

Obligation. It shall be the responsibility of this Grants and Academic Funding Committee to evaluate each grant request or award application submitted to the Council and to provide a recommendation to the Board for consideration for funding. The 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.

Section 12. Outreach and Education Committee. The Outreach and Education Committee shall be chaired by a current Board member.

Obligation. It shall be the responsibility of this Committee to advance the mission of the Council by developing age-specific educational materials about desert tortoises and their habitats; to engage education institutions of various levels to encourage awareness of desert tortoises; to seek interested instructors, teachers, and professors to support classroom instruction of relevant curricula; to encourage student participation in Council workshops and symposia; and to engage the public and professionals at meetings and events to provide education and information about desert tortoises, their conservation, and activities by the Council to advance conservation of desert tortoises.

Section 13. Agency Coordinating Committee. The Agency Coordinating Committee shall be chaired by a current Board member.

Obligation. It shall be the responsibility of this Committee to strengthen connections between the Council and government agencies. This Committee shall constructively engage with various state and federal land and resource management agencies to advance conservation of desert tortoises and their habitats, and to secure appropriate regulatory protections.

Restriction. The Agency Coordinating Committee shall conduct all activities in a professional manner and shall not discredit any person representing an agency.

Section 14. Fundraising Committee. The Fundraising Committee shall be chaired by a current Board member. This Committee shall seek opportunities through grants, awards, donations, fundraising events, and other opportunities/activities to secure financial support for the Council to use to advance the conservation of desert tortoises and their habitats through actions of the Board and its committees.

Obligation. It shall be the responsibility of this committee to develop and oversee fundraising events, identify specific grant opportunities available to non-profit organizations, prepare grant applications, and ensure that funds acquired through fundraising activities are used in accordance with any award terms and conditions.

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Section 15. Mexican Tortoise Conservation Committee. The Mexican Tortoise Conservation Committee shall be chaired by a current Board member. It shall be the responsibility of this Committee to develop an international program to promote the conservation of desert tortoises (all species of *Gopherus*) in Mexico through education, research, cooperative partnerships, and communication; and to facilitate participation of Mexican biologists in Council symposia through issuance of travel grants and waving symposium registration fees, as funding allows, and other types of assistance, as appropriate. By raising awareness of desert tortoises in Mexico, this Committee aspires to spotlight desert tortoises in northwestern Mexico and encourage their conservation. Furthermore, the vision of this committee is to be a leader and partner in facilitating and coordinating conservation of Mexican tortoise populations and habitats by working directly with Mexican federal and state natural resource agencies, universities, conservation groups, and individuals.

Obligation. It is the responsibility of this Committee to encourage the conservation of desert tortoises through communication and collaboration. This will be accomplished by maintaining a list of contacts with knowledge in conducting research in Mexico, land management, conservation efforts and other important aspects related to the conservation of desert tortoises.

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. Prior to the Annual Business Meeting, each officer and the chairperson of each committee shall provide a written report to the Chairperson of the Board, identifying the members of the committee, summarizing expenses incurred, and the activities of the committee during the previous year, and anticipated goals for the upcoming year. 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 purpose 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. Notice of the date and location of meetings of the Board shall be available to the general membership a minimum of thirty14 days prior to the meeting, and such notice may be by postings on the Council website and other media. Participation in Board meetings by general membership of the Council shall follow procedures as may be established by the Board (e.g., member comment agenda item; comment time limits; exclusion from executive session). Members of the Council may provide comments on specific issues, or offer topics for discussion, in coordination with the Chairperson, though the general membership does not vote on actions being considered by the Board. Minutes of meetings of the Board shall be available to

the general membership upon finalization of those meeting minutes, generally no more than thirty days following the subsequent meeting of the Board when those meeting minutes are approved.

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 managed by the Treasurer under the direction of the Fiscal Planning and Financial Review Committee and as supervised by the Board. A Certified Public Accountant or other qualified financial professional may be retained to assist in financial management.

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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 various sources including but not limited to dues, special assessments, work projects, trainings, workshops, products, auctions and raffles, contributions, grants, fundraising events, and interest from Council investments.

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Section 4. Investments. Under the direction of the Fiscal Planning and Financial Review Committee and as approved by the Board, the Treasurer shall deposit the funds of the Council in a federally insured bank or financial institution in a timely manner and in the name of the Council.

Section 5. Disbursement. The Treasurer shall make no disbursement of funds of the Council without authorization of the Board.

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Under “emergency” situations the Board Chairperson may authorize the expenditure of funds up to \$5,000 without Board approval, though the Board would be notified of this action as soon as possible. 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 a written report shall reflect any adjustments as required by the annual audit.

The Board Chairperson and Operations Manager shall be issued a credit or debit card associated with the Board's checking account and shall be authorized to conduct bank transactions.

Section 6. Financial Review. A review of the financial status of the Council shall be made by the Fiscal Planning and Financial Review Committee at least once a year at the end of the fiscal year and at other times as directed by the Board. The Treasurer shall balance all accounts at the end of each fiscal year, and a written report shall be provided by the Treasurer detailing the fiscal status of the Council and reflecting any adjustments required by the annual financial review. The Chairperson of the Fiscal Planning and Financial Review Committee shall provide a written report on the results of the annual financial review for approval by the Board. A summary of the financial status of the Council shall be presented to the membership at the Annual Business Meeting. If the Council's yearly spending plus current net worth exceeds \$500,000, or if a formal audit of the Council's financial resources becomes necessary due to funding sources or total acquired funds (\$2,000,000 or more in annual gross receipts for non-profit organizations in California), the Board must engage an accounting professional to oversee financial records, prepare annual tax documents, and complete any other forms needed to maintain non-profit status in accordance with Generally Accepted Accounting Principles (GAAP). Any formal audit is to be completed no later than November 15 of the following fiscal year.

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Deleted: and at other times as directed by the Board. 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 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 are to 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 or newsletter.