

**AMERICAN ASSOCIATION OF ZOO KEEPERS, Inc**

**BYLAWS**

 **Article 1**

 **Offices**

**Section 1. Principal Office.**

The principal office for the transaction of business of the Association is hereby located at 2820 S. Alma School, Suite 18 PMB 2057, Chandler AZ 85286. The Association may, by resolution of the Board of Directors, change the location of the Principal Office or establish a branch or subordinate office by following the policies set forth in the Operations Manual of the Association and the requisite laws of the State of Arizona.

# Article 2

##  Officers and Board of Directors

**Section 1. Board of Directors.**

The affairs of the Association shall be managed by a Board of Directors, nominated from the Professional Membership, and elected by the Professional Membership of the Association. The number of Directors shall be set according to a policy detailed in the Operations Manual of the Association. The Executive Officers shall be the President and Vice-President. The President of the Association may be elected by Executive Committee appointed by the Board of Directors in a policy detailed in the Operations Manual of the Association.

The Board of Directors may adopt such rules, regulations and resolutions for the conduction of business as they deem advisable, within the limits of the Statement of Purpose and Bylaws and may appoint such officers as they consider necessary. The Board of Directors shall establish Standing Committees or Programs to assist in the management of the Association affairs. No member of the Board of Directors shall be entitled to receive salaried compensation for service as a Director, but shall receive indemnification from the Association in the event of a lawsuit arising from their actions as a Board member. Conditions of indemnification are referenced in the Operations Manual of the Association.

**Section 2. Term of Office.**

The term of Office of the Directors shall be four (4) years. Elections shall be held every two years. Each elected member of the Board of Directors shall serve from the conclusion of the Annual Business Meeting following their election. No elected Board member shall serve more than two (2) consecutive terms. Presidential and Vice-Presidential terms shall be two (2) years.

**Section 3. Vacancies.**

A vacancy in any Directorship, except that of President, shall be filled by appointment by the Board of Directors. Persons filling such vacancies must meet all qualifications that would be necessary for the election by the membership. Appointees shall serve only until the next regular election, but may stand as candidates for regular terms. If an elected Board member resigns before their term commences, the vacancy shall be filled by the candidate with the next greatest total of votes from the previous election.

If in the event of death, permanent disability, resignation or other causes vacating the office of President, the Vice-President shall assume the office of President. The 1st Board Member shall assume the office of Vice-President.

**Section 4. Absences and Conduct.**

Any Director absent from a meeting of the Board of Directors shall notify the President of the reason for absence. The Board of Directors shall decide if the absence is excusable. Two consecutive absences shall serve to disqualify any Director and their position on the Board shall be declared vacant. Any Board of Director may be removed by the Board by a majority vote, whenever in its judgement the best interests of the Association would be served. Written notice, including substantiation for removal shall be delivered to the officers' last known address.

 **Article 3**

 **Meetings**

**Section 1. Annual and Mid-Year Meetings.**

The Board of Directors shall hold one (1) Annual Business Meeting and shall have the option of scheduling one (1) Mid-Year Board of Directors Meeting. The meetings areto consider the adoption of the annual budget, reports and recommendations of Committees, Programs, actions by staff and other appropriate business. The Annual Business Meeting shall be held in conjunction with the National Conference at a site selected by the Board of Directors and confirmed by the membership. The Mid-Year Meeting shall be held approximately six (6) months prior to conference, At the site of the Annual Conference to occur in the year following or at a location (including remote meeting) at a site designated by the President of the Association. Written notification of annual meetings is hereby published and dispensed. All meetings shall be conducted under Roberts Rules of Order.

**Section 1a. Executive Session.**

The Board of Directors shall meet in Executive Session in conjunction with the Annual Business Meeting at a time specified by the President. The Mid-Year Meeting shall also be held in Executive Session. Executive Sessions are only open to the membership by invitation or summons.

**Section 1b. Annual Business Meetings.**

The Board of Directors shall call to order an Annual Business Meeting in conjunction with the Annual National Conference for the purpose of informing the membership of annual budget, reports, Committee and Program recommendations, actions by staff, Bylaws, and other appropriate business. Site selection and time will be coordinated by the Conference Committee and published in the Conference Program. Meeting agenda will be posted no later than twenty-four (24) hours prior to the Annual Business Meeting.

**Section 2. Special Meetings.**

Special meetings of the Board, or membership may be called by the President, or by a majority vote of the Board of Directors, or upon written request signed by at least 10% of the total Professional membership. It is therefore the duty of the President to cause notice of such meeting to be given. Printed notice of such meeting shall be published sixty (60) days prior, in the *Animal Keepers' Forum* detailing the place, hour and purpose for which the meeting is called.

**Section 3. Electronic Meetings.**

The Board of Directors reserves the right to conduct business through electronic meetings. Electronic Meetings shall be held at the direction of the President or Vice-president. All matters of updates, comments, business operations and ratification of proposals shall be included on the meeting agenda. All votes are subject to a majority vote of the Board of Directors. Written notification of agenda is hereby published and dispensed. Minutes of the electronic meetings are available by written request of a member in good standing with the Association.

**Section 4. Quorum.**

The presence of at least five percent (5%) of the eligible voting membership of this Association shall constitute a quorum necessary to vote on any ballot measure brought before the membership for vote by the Board of Directors during the Annual Business Meeting or designated ballot. The quorum shall be demonstrated at the beginning of the Annual Business Meeting by a method determined by the Board of Directors and entered into the official record. The meeting may be adjourned by majority vote of the quorum at any time during the proceedings and no other business may be transacted. Each voting member is entitled to only one vote. Proxy ballots, may be requested, in writing, from the Administrated Offices of this Association, for any voting member not in attendance at the Annual Business Meeting and must be filed with that office ten (10) days prior to the call to order of the meeting.

 **Article IV**

 **Membership**

**Section 1. General Requirements**

Membership in the Association shall be open to any animal keeper, animal technicianor aquarist employed by a recognized zoo or aquarium; associated groups thereof, and to individuals and organizations interested in the objectives and purpose of the Association. The Board of Directors shall charge the Chief Executive Officer of the Association with the responsibility of reviewing applications for the membership categories of Professional, Affiliate, Student, Emerging Nation and Institutional. Membership in any other category is subject to approval by the Board of Directors.

Membership shall be evidenced by a certificate of membership in such form as approved by the Board of Directors. Member fees in all categories are set by the AAZK Board of Directors. No member shall have any rights in the property of the Association, or utilization of the Association or its property for personal gain, (Personal gain is defined in the AAZK Operations Manual)or be held liable for the debts or liabilities of the Association.

There shall be kept and maintained in the Principal Office of the Association proper registers and ledgers which shall contain the names addresses and classifications of all members, the date each membership became effective and if terminated, the date of termination, and such other data and records pertaining to each membership as the Board of Directors shall determine.

**Section 2. Membership Categories**

**Professional:** Permanent, salaried, full-time or part-time (as defined in the AAZK Operations Manual) zoo or aquariums keepers, veterinary technicians, research technicians and other personnel directly connected with the care, feeding, and educational display of captive wildlife in recognized zoological parks, aquariums, animal reserves and other animal care facilities. This also includes retired animal keepers with at least ten (10) years service prior to retirement, and who were professional members of the Association during the year previous to retirement. Only Professional members residing in the United States and Canada shall be entitled to cast a national electoral vote and hold a national elective office.

**Affiliate:** Zoo and aquarium personnel employed, salaried, or in a volunteer position at a recognized zoo, aquarium or animal care facility, in a position not described in the Professional category. This includes managerial, curatorial, veterinary and non-keeper positions. Also includes; docents, provisional non-student interns, and volunteers.Affiliate members may vote and hold office on a local level at the discretion of the Chapter Constitution and Bylaws and appointed office on a national level.

**Student:** An individual interested in the animal care profession who is currently registered as a student in the college, high school or middle school level. Proof of current student identification (copy) is required when submitting the application for membership in the Association. Student members shall not be entitled to vote or hold elective or appointed office on any level within the Association, unless a Chapter is formed and duly chartered at the local level, consisting primarily of Student members. An AAZK Student Chapter may only be formed at the College level.

**International:** An individual living outside the United States or Canada and who falls into the categories of Professional, Affiliate or Student. This category of membership shall not be entitled to vote or hold elective or appointed office.

**Emerging Nation:** An individual residing outside the United States or Canada who seeks a reduced membership fee in accordance with guidelines developed and administrated by the AAZK International Outreach Committee as a professional animal keeper. This category of membership retains no voting rights.

**Emerging Nation (Sponsored):** An individual identified by the AAZK International Outreach Committee residing in Latin America who seeks or is conveyed membership in this Association as a professional animal keeper sponsored by an individual AAZK Member or AAZK Chapter at a discounted rate. This category of membership is offered at the discretion of the AAZK Board of Directors and contains no voting rights.

**Library:** Any institution whose primary function is to lend or house reading materials such as books, periodicals, etc., to the general public or students. This category of membership is restricted to a subscription to *Animal Keepers' Forum* only.

**Contributing:** This category of membership, unless designated by the contributor as having the qualifications set forth in the Professional or Affiliate membership category, shall not retain the rights of a Professional or Affiliate member, but is entitled to claim a personal charitable tax deduction for the monetary amount over (the difference) of the cost of a Professional or Affiliate membership.

**Institution:** Open to any zoological institution, aquarium, or related animal care facility. Application for membership in this category is subject to approval from the Board of Directors. Criteria for membership in this category are available from the Administrative Offices of the Association. A Class C USDA Exhibitor License or Canadian equivalent is required. This category retains no voting rights.

**Commercial:** Open to any commercial vendor supplying animal care, animal foods or animal related products or educational materials to zoological institutions or AAZK membership. Members in the Commercial Category shall be entitled to advertise in AAZK publications at a discounted rate set by the Board of Directors. The AAZK Board of Directors retains the right to convey gratis membership in this category in exchange for Sponsorship or Underwriting of AAZK Events or Publications.

**Conservation and Member Partnerships:** Open to groups that are incorporated in the name of conservation education or continuing education for animal keepers. An AAZK Conservation and Member Partner shall promote education through recognized media and shall convene workshops or produce material for the purpose of educating their membership. A Conservation and Member Partner would exchange membership benefits with AAZK and receive a Link on the Web Site of the Association. A Conservation or Member Partner that wishes to sell a product or service to the membership of this Association may purchase advertisement in the Animal Keepers' Forum at the discounted member rate.

**Section 3. Dues and Services**

Annual membership dues and services shall be established by the Board of Directors for each membership category. Each member shall receive a minimum of two (2) renewal notices prior to the expiration of their membership. If after such notice, membership has not been continued, then said membership shall be defaulted and stricken from the rolls. Any member may terminate their membership in the Association by cancellation but no monies shall be refunded for dues previously paid. Fines may be imposed for checks returned for insufficient funds. Memberships in the Association are not transferable.

 **Article V**

 **Termination and Suspension**

**Section 1.**

The Board of Directors may, for cause, suspend or terminate any membership in any classification, or Chartered Chapter, by a majority vote.

Sufficient cause for suspension or termination of membership or chapter shall be a violation of a legal statute, the Charter, Bylaws, or any rule, practice or resolution adopted by the Association and/or its Board of Directors, or any conduct prejudicial to the interests of the Association. Such members or chapter shall be notified of the charges by certified mail not less than thirty (30) days prior to the next Board of Directors meeting. The notification shall include the time and place of the next Board of Directors meeting which also includes remote meetings. A member or Chapter shall have the opportunity to appear in person or by representation to present their defense of the charges before any permanent action is taken by the Board of Directors. Failure to appear before the Board of Directors or present written evidence for defense of charges, shall forfeit the members or Chapters right to a hearing and their membership or charter shall be terminated.

Notwithstanding the above provision, upon written recommendation of the Ethics Committee, the Board of Directors by a majority vote may terminate or temporarily suspend any AAZK membership or Chapter charter. Such action may be taken through written ballots, as well as in Board of Director or Ethics Committee meetings. Suspension of any membership or charter shall remain in effect during any appeal of action. The Board of Directors must act within one (1) year following suspension of membership or charter to provide for formal review of the matter as delineated above.

## Section 2. Terms of Suspension and Termination

Following action by the Board of Directors to terminate or suspend any membership or charter, the member or Chapter shall be notified immediately thereafter by certified mail of the action taken and the specific conditions of the Board of Directors decision. Termination is hereby defined as membership or charter revocation **without** chance of reinstatement. Membership or charter suspension is hereby defined as a term set by the Board of Directors to be not less than six (6) months nor more than two (2) years. Chapters that have their charter revoked can reapply to the Administrative Offices of this Association after a period of not less than two (2) years. Following action by the Board of Directors to terminate or suspend a membership or charter, notification of the action shall be published in the Animal Keepers' Forum within sixty (60) days and shall consist of only a brief and factual statement.

**Section 3. Appeals.**

The right to appeal membership or charter termination or suspension is contingent upon written notification to the Board of Directors within thirty (30) days of notification. Appeals will be directed to an Ethics Committee, appointed by the Board of Directors to review the appeal. The Ethics Committee will submit their findings in writing to be reviewed by the Board at their next scheduled meeting.

 **Article VI**

 **Committees, Programs, and Advisors**

**Section 1. General Committees or Programs**

The AAZK Board of Directors has the power to create or delete any Committee Program or Team as to benefit the Association. The Board of Directors also retains the power to appoint or remove any Committee Chair or Committee Member, Program Manager or Program Team Member either with or without cause by a majority vote of the Board of Directors. Programs are normally associated with annual fund-raising campaigns under the AAZK designation and teams are those individuals which staff a designated Program.

**Section 1a. Chair, and Manager Requirements.**

A Committee Chair, or Program Manager may come from either the Professional or Affiliate categories of membership. All Committee Chairs, and Program Managers are required to file both an Annual and Mid-Year report to the Board a minimum of thirty (30) days before the meeting, following the policies set forth by the Board in the Operations Manual. All Committee Chairs, and Program Managers shall utilize a digital form of file management with open or limited access to the Committee or Team. Access to the digital filing system shall be revoked upon resignation or removal of the Committee Chair or Program Manager.

**Section 1b. Appointments.**

The President may appoint such Committee Chairs, or Program Managers they deem necessary to assist in carrying out the objectives of the Association.

**Section 1c. Chief Financial Officer.**

The Board of Directors shall appoint the Chief Executive Officer of the Association (in any name) to serve in the position of Chief Financial Officer (CFO) or shall require a third party to administrate the financial operations of the Association. The CFO (or third-party administrator) shall handle all monies, deposits and assets as directed by the Board of Directors and shall render to the President or the Directors an account of all transactions and financial status of the Association, upon request. The CFO (or designate) shall be bonded if required by the Board of Directors.

 **Standing Committees**

 The Board of Directors shall cause to stand permanently, the following Committees or appointments:

**Section 2a. Bylaws Manager.**

At the discretion of the AAZK Board there shall be a standing Bylaws Manager. At the discretion of the Board of Directors a Committee may be impanelled consisting of a minimum of five (5) Professional members, two (2) of which shall be members of the Board of Directors. Appointments are made at the discretion of the President. This committee shall meet at the direction of the Board of Directors and shall be chaired by the Bylaws Manager. The Bylaws Committee shall review the Bylaws of the Association and shall recommend changes, if any, to the Board of Directors.

**Section 2b. Nominations and Elections.**

The Board shall have the option of appointing a Nominations and Elections Committee (NEC) consisting of at least three (3) Professional Members, or appointing staff to coordinate the Board of Director election, with direct oversight of the Chief Executive Officer of the Association. Committee appointments are at the discretion of the President. Guidelines for the Elections process are outlined in the Operations Manual of the Association.

**Section 2c. Ethics.**

The Ethics Committee shall be chaired by the Vice President of the Association and shall consist of four (4) additional Professional Members. Appointments to the Committee shall occur when the need to impanel an Ethics Committee is made by the Board of Directors. This Committee shall review any formal written complaints or violation of the Code of Professional Ethics, Bylaws, resolutions, policy and procedure as delineated in the Operations Manual of this Association as submitted by the AAZK Executive Director or the membership and make recommendations for action to the Board of Directors.

##  Article VII

 **Chapters**

**Section 1. Establishment**

Chapters of the Association may be established and shall be chartered by the Association in accordance with the procedures set by the Board of Directors, outlined and detailed in the Operations Manual of this Association. All Chapters shall be subject to the current Bylaws of the Association, but may adopt addendum to these Bylaws regarding Chapter elections and day to day business of the Chapter. In order to become a Chapter member, an individual must first be a current and paid member of the National Association **or** the Chapter shall render compensation to the Association for the privilege of non-member participation in Chapter activities.

**Section 2. Fees.**

The annual re-charter fee for all chapters is set by the Board of Directors and is due and payable before 15 March of every calendar year. Newly formed Chapters are exempt from the chartering fee until the completion of one (1) full year of operation. Chapters failing to comply with fees and required reports shall be considered in non-compliance and their charter subject to revocation as per **Article V, Sections 1 and 2.**

**Section 3. Reports.**

The officers of each Chapter are required to complete a yearly accounting statement generated by the Administrative Offices of the Association and return this report with their re-charter fees. Chapters failing to comply with filing the Yearly Financial Statement are subject to **Article V, Sections 1 and 2.**

**Section 4. Contracts.**

No Chapter officers or individual member may enter into any contract utilizing Chapter-generated funds or execute any instrument in the name of, or in behalf of the Association, without prior written application and consent from the Board of Directors. Similarly, no individual shall have the power or authority to bind the Association by any contract or engagement without prior written application and consent from the Board of Directors. Chapters are empowered to enter into any contracts for less than $1000.00 without prior approval of the Board of Directors. Chapters may not hold title to real estate or vehicles of any kind without prior written application and consent from the Board of Directors **and** Chapter shall incorporate within their individual State or Province and notify the Board of Directors of their intent to incorporate, provide the Administrative Offices with copies of their Bylaws and final incorporation papers.

**Section 5. Conduct.**

Allegations of officer misfeasance, malfeasance, or allegations of embezzlement of Chapter funds shall be reported to the Board of Directors as per **Article V, Sections 1 and 2.** Willful violation of the **Code of Professional Ethics, Bylaws or Resolutions, policies and procedures** set forth in the Operations Manual and adopted and ratified by the Board of Directors shall be reported to the Board of Directors in writing and a copy filed with the Administrative Offices of this Association. If warranted, the Board of Directors is empowered to invoke **Article V, Sections 1 and 2** of these Bylaws. The Board of Directors may, by majority vote, place a Chapter on probation for up to one (1) year regarding manners of Chapter member conduct, Chapter conduct, or misappropriation of funds. Conditions of Chapter Probation and terms are referenced in the Operations Manual of this Association.

**Section 6. Products and Projects.**

Any Chapter Product or Project which is identified with the National Association by name or logo or is marketed on a National basis through Association publications, must receive prior approval from the Board of Directors. Profits on said Projects and Products are subject to an equal split between the Chapter and the National Association. Resolutions, adopted and ratified by the Board of Directors regarding Chapter Products and Projects are referenced in the Operations Manual of the Association.

**Section 7. Chapter Termination and Inactive Status.**

Any Chapter may terminate its charter or request Inactive Status, for the purpose of reorganization, by unanimous vote of its membership at any regular or special meeting. A letter detailing the request must be sent to the Chief Executive Officer of the Association. Chapters shall not be entitled to refunds of fees previously paid. Policies adopted and ratified by the Board of Directors regarding Chapter Termination, Dissolution and Inactive Status are referenced in the Operations Manual of the Association.

**Section 8. Chapter Dissolution.**

In the event of Chapter dissolution, by any cause, all assets of the Chapter become the property of AAZK Inc. and will be forwarded to the Administrative Offices within thirty (30) days, for distribution through the Grants Committee for educational grants sanctioned by the AAZK membership.

 **Article VIII**

 **Amendments**

**Section 1. Bylaws.**

New Bylaws may be adopted or these Bylaws may be amended or repealed by a majority vote of the eligible voting membership at any Annual Business Meeting or special meeting. Provided the membership has received published notification of the amendments or repeals forty-five (45) days prior to the Annual Business Meeting.Modification to the text and grammar, not the content of the proposed, published Bylaws shall be allowed during the course of either the Mid-year Board Meeting or the National Conference. Motions regarding modifications to the text or grammar of the Bylaws may be entertained from the floor following Roberts Rules of Order. Written notification of the modifications is hereby dispensed.

**Section 2. Emergency Legislation.**

The Board of Directors is empowered to enact or create any amendments to these published Bylaws they deem necessary to protect the Association from harm. If such emergency legislation is enacted during the Annual Meeting all attending delegates will receive notification by posting and be allowed to ratify the legislation before the end of the Annual Meeting. If the legislation is enacted during any other time of the year, the membership shall be notified by publication in the *Animal Keepers' Forum.* Such legislation shall be placed before the membership at the next Annual Meeting for ratification.

**Section 3. Association Dissolution.**

If at any time the Association is dissolved, the total assets belonging to the Association, after legal settlement, shall be transferred directly to the treasury of the Lewa Wildlife Conservancy Inc. to be utilized in any manner deemed legal and prudent by the managing authority of the Lewa Wildlife Conservancy, Inc. of Isiolo Kenya via funds executed to Lewa USA or their legal designate.

Ratified by the Professional Membership on \_\_\_\_\_\_\_\_\_\_\_\_ 2023, Akron, OH