

Zoological Registrars Association Bylaws

Last amended 13 October 2017

ARTICLE I Name

The name of this organization is the Zoological Registrars Association.

ARTICLE II Purpose

The Zoological Registrars Association is organized to achieve the objectives of promoting standards in animal records management; expanding knowledge and understanding of wildlife regulations and best practices for ensuring legal compliance; establishing collaborations with related organizations; and providing training, continuing education and professional development opportunities to zoological registrars and record keepers.

ARTICLE III IRS Status

The Zoological Registrars Association is organized exclusively for educational, scientific, and professional development purposes including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or corresponding section of any federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or by an organization contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or corresponding section of any federal tax code.

ARTICLE IV Membership

Section 1. General Requirements. Any person, institution, society, or related organization having an interest in the objectives of the Zoological Registrars Association, hereafter known as ZRA, and willing to abide by the bylaws and all other rules and regulations of ZRA may apply for membership. Membership is non-transferable. A member in good standing is one who is current in the payment of dues, has not been reprimanded or censured by the Ethics Committee, or suspended or expelled from ZRA in the past three years. Any member, regardless of category, may attend business meetings.

Section 2. Membership Categories

- A. Professional. Membership is open to zoo, aquarium, or related organization professionals who perform the duties regularly associated with registrar work. These may include, but are not limited to: managing institutional animal records; overseeing the institutional animal inventory/inventories; evaluating all animal transactions for legal, ethical, and institutional policy issues; maintaining required federal, state, and local permits necessary for holding and transporting wildlife; and/or developing systems, policies and procedures for animal records management. Professional category members have voting privileges, may hold office, may serve on committees, and may serve in a leadership role in a committee. First-time Professional category applicants must submit a brief letter of introduction which shall include a description of their main responsibilities and background information.
- B. Associate. Membership is open to individuals who are not directly responsible for zoo or aquarium records. Associate category members may serve on committees but may not serve in a leadership role in a committee. Associate category members may neither hold office nor vote on any business other than that of committees of which they are members.
- C. Retired. Membership is open to retired Professional category members who served ZRA as Professional category members for any five consecutive years prior to retirement. Retired members may serve on committees and may serve in a leadership role in a committee. Retired members may neither hold office nor may they vote on any business other than that of committees of which they are members.
- D. Registrar Emeritus. The designation of Registrar Emeritus denotes a position of honor obtained after retiring. Candidates may be proposed by any Professional category member to the Membership Services Committee for verification of qualifications.

The Membership Services Committee shall present the names of the verified candidates to the Professional category members for a vote. The vote shall be done electronically or by mail and the ballots shall be distributed by and returned to the Membership Services Committee. A candidate who receives a two-thirds (2/3) vote, with at least one-third (1/3) of Professional category members casting votes, shall become Registrar Emeritus. Once voted in, the member remains a Registrar Emeritus for life and pays no dues. Registrar Emeritus members may serve on committees and may serve in a leadership role in a committee. Registrar Emeritus members may neither hold office nor vote on any business other than that of committees of which they are members.

- E. Institutional. Membership is open to those organizations interested in and supportive of ZRA objectives but which do not satisfy the requirements for Reciprocal membership. The institution shall designate a representative for the organization who may attend business meetings and may serve on committees but may not serve in a leadership role in a committee. Institutional representatives may neither hold office nor vote on any business other than that of committees of which they are members.
- F. Reciprocal. Membership is open to organizations of professionals which are, or whose members are, affiliated with zoological, horticultural or museum collections, and whose goals are supportive of our profession or ZRA. The ZRA President, External Relations Subcommittee, or Membership Services Committee may propose candidate organizations to the Membership Services Committee. Upon the Membership Services Committee's approval of qualifications, the candidate organization's application shall be forwarded to the Board of Directors for consideration. The Candidate organization shall become a member by a majority vote of the entire Board of Directors. The institution shall designate a representative for the organization who may attend business meetings and may serve on committees but may not serve in a leadership role in a committee. Reciprocal representatives may neither hold office nor vote on any business other than that of committees of which they are members.
- G. Vendor. Membership is open to companies that provide products or services to the zoological or records management fields. The member company shall designate a representative who may attend business meetings and may serve on committees but may not serve in a leadership role in a committee. Vendor representatives may neither hold office nor vote on any business other than that of committees of which they are members.

Section 3. Dues

- A. The membership year shall be January 1 through December 31.
- B. Dues shall be due and payable January 1. Membership shall be delinquent as of February 1 and a late fee of \$10.00 shall be charged to Professional and Associate category members renewing on and after this date. From March 1 through March 31, a renewing Professional or Associate category member shall be charged an additional \$10.00 late fee (total \$20.00) and will not have to follow the first-time application procedure to renew. On April 1, a Professional or Associate category member who has not renewed shall be removed from membership, must follow the first-time application procedure to again be eligible for membership, and will owe dues plus a \$20.00 reinstatement fee.
- C. The dues for each class of membership shall be:
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|---------------|----------|
| Professional | \$35.00 |
| Associate | \$30.00 |
| Retired | \$25.00 |
| Emeritus | \$0 |
| Institutional | \$100.00 |
| Reciprocal | \$0 |
| Vendor | \$150.00 |

The dues of new members joining after September 1 shall be applied to the following membership year. Individual membership is non-transferable but may travel with the individual when he moves to another institution. A Professional category member must submit a letter from his new institution confirming that his new role meets the criteria for a Professional category member. If a letter is not submitted, his membership will remain for the current year in the Associate category. For those members who leave the organization during the current year, membership dues are not refundable.

Former Professional and Associate category members applying to rejoin ZRA after a period of not more than two (2) years may reapply by following the first-time membership application process, paying dues for the year(s) not paid, and paying a reinstatement fee of \$20.00. If accepted into membership, they will retain their year(s) of tenure. Former members applying to rejoin ZRA after a period of more than two years may reapply by following the first-time application process and shall not retain their year(s) of tenure.

Section 4. Withdrawal from membership. A member in good standing may withdraw from membership by submitting a letter of resignation. A member in good standing that has withdrawn from membership may reapply at any time.

Section 5. Removal from membership.

The ZRA Code of Professional Ethics includes the following Mandatory Standards, which if violated, may result in disciplinary action:

- A. If a member is found to have knowingly violated local, state, federal or international laws that relate to our profession or to have failed to cooperate with government agencies regulating animal welfare or transport, then they may be subject to disciplinary action.
- B. A member shall not engage in conduct that adversely affects or is prejudicial to the established mission, vision, purpose and values of ZRA.
- C. A member shall not solicit the aid of another individual or organization to circumvent, or assist another to violate, a Mandatory Standard.

ARTICLE V Officers

Section 1. Officers. The Officers of ZRA are a President, a Vice-President, a Secretary, a Treasurer and three Directors.

Section 2. Eligibility. To be eligible for office, a nominee must be a Professional category member in good standing for at least four years and have served as a committee member or held other leadership positions in ZRA or other associations. No member shall hold more than one office at a time.

Section 3. Terms of Office. All Officers shall assume their offices at the close of the annual business meeting at which they are elected.

- A. The President shall serve for two years. A member is ineligible to serve as President again until after four years from the close of the annual business meeting marking the completion of his term.
- B. The Vice-President shall serve for two years and then become President.
- C. Secretary and Treasurer shall serve for two years.
- D. The Directors shall serve for two years.
- E. Except as listed in Section 5, a member may serve three terms on the Board of Directors, either consecutively or non-consecutively. After such time a member is ineligible to run for office again for a total of four years from the close of the annual business meeting marking the completion of his third term.

Once a four-year waiting period has been met, a member may begin the service cycle again and serve another three terms either consecutively or non-consecutively.

Section 4. Vacancies.

- A. Members filling vacancies must meet all qualifications that would be necessary for election by the membership. Appointees and special electees shall serve for the remainder of the vacant officer's term but may then stand as candidates for regular terms. The Board of Directors may select a previous officer as an appointee.
- B. If the Presidency becomes vacant, the Vice-President shall assume the office. If less than twelve (12) months remain in the President's term at the time of the vacancy, the Vice-President shall serve that period and then assume a full two-year term as President. If more than twelve (12) months remain in the President's term at the time of the vacancy, the Vice-President shall serve the remainder of the term, which shall be considered a full two-year term. In the event the Vice-President position is vacant at the same time as the Presidency, the remaining Board of Directors shall fill the Presidency by appointment or by special election as determined by the Board of Directors.
- C. If less than twelve (12) months remain in the Vice-President's term at the time of vacancy, the Board of Directors shall fill the position by appointment for the remaining term. If more than twelve (12) months remain in the Vice-President's term at the time of vacancy, the Board of Directors shall fill the position by appointment for the remainder of the first year of the term, and shall schedule a special election for Vice-President for the second year of the term.
- D. If an Officer (other than President or Vice-President) or a Director position becomes vacant, the remaining entire Board of Directors shall fill the position by appointment or by special election as determined by the Board of Directors.

Section 5. Removal from Office. By a two-thirds (2/3) vote of the entire Board of Directors, an Officer or Director, except the President or Vice-President, may be removed for non-performance of duties. The vacancy created shall be filled according to the bylaws. If the President or Vice-President is not performing his duties, the Board of Directors, by a two-thirds (2/3) vote of the entire Board of Directors, shall present this information to the Professional category members for a vote. It shall take a two-thirds (2/3) vote, with at least fifty-one (51) percent of Professional category members casting votes, to remove from office.

ARTICLE VI Duties of Officers

The Officers shall perform the duties as prescribed by the bylaws, special rules of order, standing rules and policies, and the parliamentary authority.

Section 1. The President. The President is the official representative of ZRA. The President shall serve as the Chairman of the Board of Directors and preside at all meetings of the membership and Board of Directors; shall exercise the usual executive powers pertaining to the office; make reports to the Board of Directors and to the members; perform such duties as the Board of Directors may from time to time designate; shall, with the advice of the Board of Directors, oversee all standing and ad hoc committees and provide for the day-to-day running of ZRA with the assistance of the Vice-President, Secretary and Treasurer; shall act as Chairman of the Strategic Planning Committee and direct the implementation of its plans; and shall serve as an ex-officio member of all committees except the Nominations and Elections Committee.

Section 2. The Vice-President. The Vice-President shall exercise the authority and perform the duties of the President in the absence, resignation or disability of the President; shall be Vice-Chairman of the Strategic Planning Committee and also serve as an ex-officio member of all standing committees and subcommittees during the second year of their term, except the Nominations and Elections Committee; shall prepare the annual budget and spending plan in conjunction with the Treasurer; shall perform financial reconciliation duties; and perform such duties as the Board of Directors may from time to time designate.

Section 3. The Secretary. The Secretary shall keep and maintain the official records of all business, Board of Directors and Strategic Planning Committee meetings; shall assure that official documents are used properly; shall edit, publish, disseminate and distribute the ZRA newsletter; shall ensure that the annual financial review process is completed; and shall perform other duties as assigned by the President or Board of Directors required for the day-to-day running of the organization.

Section 4. The Treasurer. The Treasurer shall oversee and safeguard all funds received by ZRA and provide for their proper disbursement; shall prepare the annual budget and spending plan in conjunction with the Vice-President; and shall perform other duties as assigned by the President or Board of Directors required for the day-to-day running of the organization.

ARTICLE VII Meetings

Section 1. Annual Business Meeting. The annual business meeting of the membership of ZRA shall be held in the fall of the year at the annual conference. The time and location shall be determined by the conference host and his institution, subject to the

approval of a majority vote of the entire Board of Directors. Notice of the location for the next annual meeting shall be made during the current business meeting.

Section 2. Special Meetings. The President shall call a special meeting upon the request of the majority vote of the entire Board of Directors or upon the receipt of a petition signed by at least ten (10) Professional category members. Notices of such meetings shall be sent to all members electronically or by US Postal Service at their addresses as they appear in the membership roster at least thirty (30) days before the scheduled date set for such special meetings. Such notice shall state the reasons that the special meeting has been called, the business to be transacted, and by whom it was called. No other business but that which has been specified in the notice may be transacted at such special meetings. The vote of the majority of the members present at a special meeting at which a quorum is present shall be necessary for the adoption of any matter voted on by the members. Special meetings may be conducted electronically.

Section 3. Quorum. One-third (1/3) of the Professional category members shall constitute a quorum.

Section 4. Business Transacted by Professional Category Members. All business transacted by the Professional category members shall be adopted by a majority vote except where the bylaws provide for a two-thirds (2/3) vote.

ARTICLE VIII Board of Directors

Section 1. Board Composition. The President, the Vice-President, the Secretary, the Treasurer and three Directors shall constitute the Board of Directors. If any vacancies exist, the entire Board of Directors shall consist of all officers currently serving.

Section 2. Meetings. The Board of Directors shall meet at the annual conference and shall have a mid-year meeting. Other meetings may be called by the President or three members of the Board of Directors. All meetings, with the exception of the annual meeting, may be held by teleconference, electronically or in person.

Section 3. Quorum. Sixty (60) percent of the members of the entire Board of Directors shall constitute a quorum. All actions of the Board of Directors shall be subject to the orders of the Professional category members and none of its acts shall conflict with actions taken by the Professional category members.

Section 4. Board Business Transacted. All business transacted by the Board shall be adopted by a majority vote of the entire Board of Directors except where the bylaws provide for a two-thirds vote.

Section 5. Duties. The Board of Directors shall make decisions for ZRA between annual meetings. The Board of Directors has the authority to establish committees of the Board.

Section 6. Funds. All money paid to ZRA shall be placed in a general operating fund. Any disbursements for expenses and to other accounts must be approved by the majority vote of the entire Board of Directors. ZRA shall use its funds to accomplish only those objectives and purposes specified in these bylaws.

Section 7. Disbursements. The Board of Directors has the authority to spend up to \$900.00 per individual expenditure without approval from Professional category members. Individual expenditures over \$900.00 must have the approval of the Board of Directors and approval by a majority vote of the Professional category members.

Section 8. Incurrence of Debt. The Board of Directors shall have the authority to incur debt on behalf of ZRA up to \$900.00. Such debt shall be the sole responsibility of ZRA and not of any officer or Director individually or severally.

ARTICLE IX Committees

Section 1. Unless otherwise specified in the bylaws or standing rules, committees shall be composed of members in good standing who hold an interest in or possess expertise relevant to the purpose and function of the committee(s). A committee shall have a Chairman and Vice-Chairman. The Board of Directors shall approve the appointment of all committee Chairmen, Vice-Chairmen and committee members. An annual call for volunteers will be sent to the general membership and appointments will be based on recommendations received by the Board of Directors, Committee Chairmen and Vice-Chairmen.

Section 2. Nominations and Elections Committee. There shall be a Nominations and Elections Committee which shall consist of three members, one of which shall be Chairman, from different institutions who shall be appointed by the Board of Directors.

Committee members shall serve a two-year term and may serve up to three terms either consecutively or non-consecutively. After such time, members are ineligible for appointment to the Committee for a total of four years from the close of the annual business meeting marking the completion of their third term. Once a four-year waiting period has been met, a member may begin the service cycle again and serve another three terms either consecutively or non-consecutively. The Chairman must be a Professional category member. Committee members are not eligible for any elected office, and are not eligible to serve as Chairmen or Vice-Chairmen of other committees, while members of the Nominations and Elections Committee.

- A. Nominations for office shall be made by any Professional category member, electronically or in writing, to the Chairman of the Nominations

and Elections Committee during the nomination period. The Board may extend the nominations period at the recommendation of the Nominations and Elections Committee, should the need warrant. The Nominations and Elections Committee shall select candidates based on the criteria outlined in the Standing Rules and shall select no more than three candidates for each position.

- B. The Nominations and Elections Committee shall prepare the ballot which shall be distributed to Professional category members electronically or by US Postal Service.
- C. Votes must be cast during the election period. The Nominations and Elections Committee shall count the ballots. The results shall be announced by July 1, and at the annual business meeting.
- D. ZRA reserves the right to hold electronic elections.

Section 3. Membership Services Committee. The Membership Services Committees shall oversee the membership management function and coordinate all related programs and initiatives as directed by the ZRA Strategic Plan.

Section 4. Ethics Committee. The Ethics Committee shall administer and uphold the ZRA Code of Professional Ethics. The Ethics Committee shall review all proposals for amendments to the Code and present them to the Professional category members for a vote. Committee members must be Professional category members and may not include officers or directors. The Ethics Committee shall be composed of at least seven (7) members including a Chairman and Vice-Chairman. Members of the Ethics Committee may serve on up to two additional ZRA committees but may not act as Chairman or Vice-Chairman of those respective committees.

Section 5. Bylaws Committee. The Bylaws Committee shall review all proposals for amendments to the bylaws and present them to the members for a vote.

Section 6. Strategic Planning Committee. The Board of Directors, by majority vote of the entire Board of Directors, shall appoint members to the Strategic Planning Committee. The Strategic Planning Committee shall coordinate the development of the Strategic Plan; make recommendations to the Board of Directors; and present each new five-year Strategic Plan to the membership for approval at the annual business meeting. The Strategic Planning Committee shall meet annually to monitor and evaluate implementation and progress of the Strategic Plan's goals and objectives. Strategic Planning Committee members shall serve a two-year term and may serve for up to two terms either consecutively or non-consecutively. Members are not eligible for appointments to the Strategic Planning Committee again until after four years from the close of the annual business meeting marking the completion of their term.

Section 7. Annual Conference Committee. The Annual Conference Committee ensures that all ZRA policies and procedures for the Annual Conference are followed and that the financial management and reporting requirements are met. Future Annual Conference Hosts, Program Chairman and Conference Assistants are appointed to the Annual Conference Committee and remain members through December 31 of the year hosting.

Section 8. Other Committees. The Board of Directors may establish standing committees not otherwise provided for in the Bylaws, and the President or Vice President may establish such special committees as may be required from time to time to carry out the objectives of ZRA.

Section 9. Service Managers. Service Managers may be established from time to time by the Board of Directors for special purposes. Their functions and relationships to ZRA will be as defined by the Board of Directors. Service Managers may either serve up to two, two-year terms in each position or until the position is dissolved by the Board of Directors, whichever comes first. Service Managers shall assume their positions when appointed by the Board of Directors. He is not eligible to hold the position again until after two years after the completion of his last term.

Section 10. Terms of Office. Unless otherwise stated in the bylaws or standing rules, Committee Chairmen or Vice-Chairmen shall serve two-year terms. Committee Chairmen and Vice-Chairmen shall assume their positions at the close of the annual business meeting. A Committee Chairman or Vice-Chairman may be appointed for up to two, two-year terms in each position and may serve consecutively or non-consecutively. He is not eligible to hold either position again until after two years from the close of the annual business meeting marking the completion of his last term.

Section 11. Duties. The committee Chairmen and Vice-Chairmen shall carry out the duties approved in the standing rules and those that may be designated by the Board of Directors. The committee Chairmen or Vice-Chairmen shall provide a report of committee activities to the membership at the annual business meeting.

Section 12. Removal from Chairmanship. Committee Chairmen or Vice-Chairmen may be removed from their positions by a majority vote of the entire Board of Directors or by the request of 75% of the committee members.

Section 13. Meetings. Committee meetings may be held electronically or in person. The quorum of the committees shall be a majority of the members. All business transacted by a ZRA committee or subcommittee shall be adopted by a majority vote of the entire committee or subcommittee except where a two-thirds (2/3) vote is required in the bylaws or standing rules.

ARTICLE X
Parliamentary Authority

The Board of Directors shall be the final authority in interpretations of the bylaws and standing rules of ZRA. The rules contained in the current edition of Robert's Rules of Order shall govern ZRA in all cases not provided for in law or in its bylaws or standing rules.

ARTICLE XI
Dissolution

Upon the dissolution of the organization, any funds remaining shall be distributed to one or more recognized non-profit conservation, education or scientific organizations meeting the criteria below and selected by the Board of Directors. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal officer of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII
Amendments

These bylaws may be amended by a two-thirds (2/3) vote of the voting membership. Any proposed amendments shall be submitted to the Chairman of the Bylaws Committee in writing. Notice of final proposed amendments to the bylaws shall be sent to all members thirty (30) days prior to the voting period. Discussion shall occur during this thirty (30) day period in accordance with the Bylaws Committee Standing Rules. Voting shall then be opened and conducted for a period of time as determined by the Board of Directors.

Adopted 27 October 2007; Amended 25 October 2008; Amended 15 December 2009; Amended 2 October 2010; Amended 8 October 2011; Amended 6 October 2012; Amended 28 September 2013; Amended 4 October 2014; Amended 3 October 2015; Amended 8 March 2017; Amended 13 October 2017