The Bylaws of

California Turtle & Tortoise Club

- Executive Board

Founded 1964

TABLE OF CONTENTS

ARTICLE I	Name and Purpose
ARTICLE II	Office and Duration
ARTICLE III	General Powers
ARTICLE IV	Membership
ARTICLE V	Executive Board
ARTICLE VI	Tortuga Gazette
ARTICLE VII	Branches and Chapters
ARTICLE VIII	Chapter Fiscal Year-Disbursements
ARTICLE IX	Chapter General Meetings
ARTICLE X	Chapter Officers
ARTICLE XI	Chapter Board of Directors
ARTICLE XII	Nomination and Election of Chapter Officers
ARTICLE XIII	Chapter Committees
ARTICLE XIV	Chapter Adoption Programs
ARTICLE XV	Show Rules
ARTICLE XVI	Club Bylaws
ARTICLE XVII	Dissolution

Revised May 9, 2026
Revised January 8, 2022
Revised October 9, 2017
Revised July 14, 2007
Revised April 1999
Revised January 1990
Revised March 1987
Adopted November 1964

THE BYLAWS OF

CALIFORNIA TURTLE & TORTOISE CLUB - EXECUTIVE BOARD

Founded 1964

ARTICLE I Name and Purpose

1.1. Name: The name of this organization shall be the California Turtle & Tortoise Club - Executive Board, hereinafter referred to as "Club".

1.2. Purpose: The Club is organized to promote the preservation, conservation, welfare, study and dissemination of knowledge pertaining to the order Testudines (Chelonia). The purpose of the Club is to foster the preservation and conservation of turtles and tortoises in the wild and their natural habitat, and to promote the welfare of captive turtles and tortoises, including but not limited to, the development and dissemination of educational material to the general public through publications, lectures, and workshops, with special emphasis on California's state reptile, the desert tortoise *Gopherus* species.

1.3. Non-profit Entity: The Club is incorporated as a California Public Benefit Corporation. The Club shall be nonprofit and nonpartisan. No substantial part of the activities of the organization shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Club shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

1.4. Consistent With Purpose: The Club shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose described above.

1.5. Irrevocable Dedication of Assets: This Club's assets are irrevocably dedicated to public benefit and charitable purposes. No part of the net earnings, properties, or assets of the Club, on dissolution or otherwise, shall inure to the benefit of any private person, individual, Director or Officer of the Club. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Club shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes, and that has established its exempt status under Internal Revenue Code §501(c)(3). The Club shall not engage in business carried on for profit, nor perform services for individuals whether or not for compensation. No income or net earnings, properties, or assets of the Club shall be used to the benefit of any individual Member, with the exception of compensation to the Tortuga Gazette Editor, Adoption Program Coordinator and any of the four Executive Board Officers approved by the Executive Board.

1.6. Chapters and Branches: A local segment of the California Turtle & Tortoise Club shall be known as "Chapter" or "Branch" and meet the requirements as stated in these Bylaws.

1.7. Updated Corporate Code: Should any provision of these Bylaws conflict with or be inconsistent with federal and/or California law, federal and/or California law shall prevail and control. References herein to the “Corporations Code” shall refer to the most current version of the California Corporations Code. All references to particular Sections of the Corporations Code shall include all comparable succeeding Sections of said Code.

ARTICLE II Office and Duration

2.1. Principal Office: The principal office of this Club shall be located in the State of California where designated by the Club's Executive Board.

2.2. Change of Location: The Executive Board may change the principal office from one location to another. Any change of this location shall be noted by the Secretary.

2.3. Other Offices: The Club may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Executive Board may designate.

2.4. Duration: The death, removal, or resignation of any Member of the Club shall not result in the dissolution of the Club.

ARTICLE III General Powers

3.1. Funds: This Club shall have the power to obtain, invest and retain funds for advancing the purpose stated in ARTICLE I.

3.2. Investment Policy: The Club shall have a written Investment Policy that is approved and reviewed by the Executive Board every three years starting 2021.

3.3. Executive Board Powers: This Club shall have the power to do any lawful acts or things reasonably necessary or desirable for carrying out the Club's purpose.

ARTICLE IV Membership

4.1. Eligibility for Membership: Any student, individual, family or organization that supports and is dedicated to the Club's purpose shall be eligible for Membership.

4.2. Chapters/Branch Membership: Membership in the Club occurs through Membership in one of the Club's Chapters or Branches. The term “Chapter” will refer to all Chapters and Branches unless otherwise noted within these Bylaws. Memberships are not transferable.

4.3. Types of Membership: There shall be only one class of Members. Within that class, there are five (5) types of Membership: (1.) Student, (2.) Individual, (3.) Family, (4.) Life, and (5.) Complimentary. These five (5) types of Membership are described below:

- “Student Membership” shall be a student attending school, to be determined by the Chapter.
- “Individual Membership” shall be for any individual person.
- “Family Membership” shall have a maximum of two votes, and shall be for all the eligible family Members living in the same household.
- “Life Membership” shall have a maximum of two votes (as applicable), and shall be for any Individual or Family (see above) that has paid the prescribed amount for Life Membership (this being a onetime payment of the prescribed dues).
- “Complimentary Membership” is granted by a specific Chapter, and may consist of a Student, Individual, or Family Membership (see above) or organization. The sole distinction is that this Membership type does not require payment of dues.

4.4. Rights and Privileges: Members will have the following:

- To vote if at least eighteen (18) years of age.
- To hold office after at least six (6) months’ Membership.
- To nominate candidates for Chapter/Branch office.
- To receive the current Club publication, the Tortuga Gazette, via electronic mail.
- To borrow books and publications from the Chapter Library (if applicable).
- To hold a Club Membership card (if applicable).
- Members may get priority in the adoption placement of some animals (upon approval of a submitted application).
- To attend Club Chapter meetings and activities.
- Members shall have the rights afforded Members of a Nonprofit Public Benefit Corporation under the California Corporations Code.

4.5. Voting Rights: Each member, at least eighteen (18) years of age, shall have one vote with the exception of Family Membership and Life Memberships where two individual family members can each have one vote.

4.6. Membership Applications: Every Membership application is subject to approval by the respective Chapter to which the Membership application is made upon timely payment of Club dues. Applicants will not be discriminated against on the basis of race, color, national origin, sex, sexual orientation, religion, disability, or age.

4.7. Dues: Every Member except Complimentary must pay the prescribed yearly dues, as stipulated by each Chapters’ guidelines. Membership dues shall be published in The Tortuga Gazette.

4.8. Granting Complimentary Memberships: Because membership in the Club occurs through the Chapter or Branch (see article IV 4.2), the request for a Complimentary Membership may be recommended to the Chapter Membership at a Chapter general meeting. To pass the request takes a majority vote of the members present at that meeting. Complimentary Membership renewal listing is Comp-Date. Complimentary Life Membership is Comp-Life. Complimentary Memberships, including Complimentary Life, are only honored in the individual Chapter for the life of that Chapter and are not transferable.

4.9. Member Reassignment: In the event a Chapter closes; the Memberships may be reassigned to a remaining Chapter of the Members' choice. If no Chapter is chosen by the Member, the nearest Chapter will be assigned by the Distribution Manager of The Tortuga Gazette. Chapter Complimentary Memberships will be terminated.

4.10. Member Removal: Before action is taken the Chapter's Board of Directors shall notify the Member of the specific issue(s) with which the Member is charged and shall request that the Member appear before the Chapter's Board of Directors at a specified meeting with a minimum of seven (7) days' notice. At that meeting, the Chapter's Board of Directors may declare the Membership revoked by a super majority (two-thirds) vote.

ARTICLE V Executive Board

5.1. Executive Board: The Club's Executive Board shall consist of the Executive Board Officers and the Executive Board Directors (Directors shall simultaneously serve as the Delegates for all the Members of their respective Chapter, having all authority of the Members, pursuant to Corporation's Code Section 5152.). The two Directors, and one optional substitute Director, from each Chapter will be appointed by their respective Chapter's Membership (see Section 11.8 Executive Board Directors/Delegates). The term "Executive Board" shall refer to all of the Executive Board of Directors (Delegates) and the Executive Board Officers.

5.1.1. Executive Board Responsibilities: The Executive Board shall oversee the Club's joint activities as follows:

- The Club's adoption program.
- Determination of current Membership Dues.
- Creation of new Chapters and sponsoring of Branches.
- The Bylaw amendments and revisions.
- Perform other duties as required.
- Investments and disbursements of Club's assets

5.2. Executive Officers: The Officers of this Club shall be a Chief Executive Officer ("CEO"), a Vice-CEO, a Secretary, and a Chief Financial Officer ("CFO"). The Club may also have assistants to any of these Officers as needed and may be appointed by the Board Officers.

Any number of offices may be held by the same person, except the CEO may not serve concurrently as the CFO. In the case of dual position officers requiring a second signer, another officer shall be required to sign.

5.2.1 Responsibilities of Chief Executive Officer: The CEO of the Club is subject to the control of the Executive Board and these Bylaws; shall be the general manager of the Club; shall supervise, direct, and manage the Club's activities, affairs, and Officers. The CEO shall be the Chair at Executive Board Meetings.

5.2.2. Responsibilities of Vice-CEO: The Vice-CEO shall chair all meetings in the absence of the CEO and shall assist the CEO in the performance of their duties. Oversees the Club's committees, reports to the CEO and Executive Board Officers.

5.2.3. Responsibilities of Executive Secretary: The Executive Secretary shall keep a book of minutes of all meetings, proceedings, and actions of the Board for the Club's permanent records. The Executive Secretary shall keep a copy of the Articles of Incorporation and Bylaws, as amended to date, and any other documents required by the Club. The Executive Secretary shall file all applicable government filings/reports required by law not already filed by the CFO. The Executive Secretary shall conduct the correspondence of the Board and Corporation under the direction of the Board.

5.2.4. Responsibilities of Chief Financial Officer: The CFO shall keep and maintain adequate and correct books and accounts of the Club's properties and transactions. The CFO shall send or cause to be given to the Members and/or Board of Executive Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Executive Board. The books of account shall be open to inspection by any Executive Director during regular business hours and/or by appointment.

The CFO shall (1) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Club with such depositories as the Board may designate; (2) disburse the Club's funds as the Board may order; (3) render to the Chair and the Board, when requested, an account of all transactions as CFO, and of the financial condition of the Club; (4) receive and review the financial reports from each Chapter under the CTTC FEIN; and (5) file all applicable government filings/reports required by law (not already filed by the Executive Secretary); (6) have such other powers and perform such other duties as the Executive Board or the Bylaws may require.

5.2.5. Executive Officers' Responsibilities: The Executive Board Officers shall oversee the Club's joint activities as follows:

- The publishing and distribution of The Tortuga Gazette.
- Maintenance of the Club's World Wide Web site.
- Creation or dissolution of committees to perform such tasks as directed by the Executive Board.
- The Bylaws interpretations and the parliamentary procedures.
- Assistance and guidance to Chapters on request in regard to elections, shows, finance, meeting agenda and programs, parliamentary procedures, arbitration, or any other problem under these Bylaws.
- Perform other duties as required.

5.3. Qualifications, Elections and Duration: The CEO, Vice-CEO, Executive Secretary and CFO of the Executive Board will be elected annually or as necessary as follows:

5.3.1. Any Club Member in good standing for at least one year and interested in serving in one of these positions is eligible for nomination;

5.3.2. At the second to last regularly scheduled Executive Board Meeting of the fiscal year, a Nominating/Election Committee shall be formed by the Executive Board. This committee shall collect nominations and verify consent from all nominees in a timely manner. The Nominating/Election Committee may utilize electronic and/or telephonic means to collect nominations.

5.3.3. The Nominating/Election Committee shall prepare ballots to be utilized at elections to be held at the last regularly scheduled Executive Board Meeting of the fiscal year. Write-in nominations may be allowed. Members of the Executive Board must be present at the meeting to vote and may cast at most one vote for each position. The candidate receiving a majority of votes cast for each office will be elected to that office. In the event of a tie, the highest ranking of the current officers not running for the office in question will cast an additional tie-breaking vote. For the purposes of this section of the Bylaws the officers are ranked in descending order as CEO, Vice-CEO, Executive Secretary and CFO. The Nominating/Election Committee may utilize electronic and/or telephonic voting at their discretion as long as the above criteria are met.

5.3.4. Those elected will take office on November 1st and serve a term of one (1) year thereafter.

5.4. Executive Officer and Director (Delegate) Removal: Misconduct or failure to perform the duties of office shall be cause for removal of a Member of the Executive Board. Misconduct may include but is not limited to: illegal activity, conflict of interest, self-dealing, activity prohibited in these Bylaws, and other activities which are not in the best interests of the Club. Before action is taken, the Executive Board shall notify the Executive Board Member of the specific failures with which the Member is charged and shall request that the Member appear before the Executive Board at a specified meeting with a minimum of seven (7) days' notice. At that meeting the Executive Board may declare the position to be vacant by a super majority (two-thirds) vote.

5.5. Vacancy: In case of a vacancy in any of the Executive Board offices, the remaining Executive Board Officers shall appoint a temporary replacement at the earliest opportunity by majority vote, and will be ratified at the next meeting by the Executive Board.

5.6. Directors Reporting to Chapters: Executive Board Directors shall report and recommend to their respective Chapter's Board of Directors all decisions and conclusions reached at Executive Board Meetings.

5.7. Executive Board Meetings and Quorums: The Executive Board shall meet quarterly or as required. A majority of the Executive Board Members constitute a quorum.

5.8. Attendance: Each chapter may designate a third Delegate that will serve as a substitute at Executive Board Meetings in instances where one of the two main Delegates cannot attend.

5.9. Conflict of Interest: Officers and Directors may not vote on any matters where there may be a conflict of interest.

5.10. Director and Officer Insurance: The Executive Board authorized the purchase of Insurance against any liability for Directors and Officers who are performing duties on behalf of the club. This is called D & O (Director & Officer) Insurance. Each Chapter may select (2) two directors and an alternate for a total of (3) three Directors for each Chapter whose names will be submitted to the Insurance carrier for coverage.

5.11. Authority for Electronic Meetings/Votes: If authorized by the Executive Board in its sole discretion, and subject to the requirements of consent in Corporations Code §20(b), and guidelines and procedures, the Executive Board may adopt the use of Electronic Meetings.

5.12. Invitees to Board Meetings: The Board by resolution shall designate who shall be invitees to meetings of the Board. The Chair, as necessary, may have the Board go into confidential executive sessions with only Board Members present, along with legal counsel and/or other advisers to the Board, or other individuals as requested by the Board.

5.13. Investment Committee: The Board shall have an Investment Committee comprised of up to five committee members which shall follow the Investment Policy as adopted and amended by the Board. The Investment Policy shall be in conformance with Corporations Code Section 5240. The CFO is not required to, but may, serve on the Investment Committee. The CEO may not serve on the Investment Committee. A majority of the Executive Officers may appoint new Members as required to the Investment Committee.

5.14. Executive Board disbursements:

5.14.1. The fiscal year of the Executive Board shall commence November 1st of each year and end the following October 31st.

5.14.2. All ongoing and customary disbursements of funds shall be approved, authorized or ordered by the CFO. All unusual or new disbursements of funds shall be approved, authorized or ordered by the Executive Board by a majority vote. A majority of the Executive Officers may authorize or order disbursements in cases of emergency. This includes disbursements from investment funds.

5.14.3. Bank accounts may only be opened upon authorization of the Executive Board. All receipts must be deposited directly into such bank accounts by the CFO.

5.14.4. The CFO shall present ongoing periodic financial reports at Executive Board Meetings and an annual financial report at the first Executive Board Meeting of the new fiscal year.

5.14.5. The Executive Board may order an audit of the Executive Board’s financial records at any time.

ARTICLE VI Tortuga Gazette

6.1. The Tortuga Gazette shall be published by the Executive Board and shall be distributed using the most current mailing list provided by each Chapter.

6.2. The Tortuga Gazette shall feature Club news and bulletins, articles about turtles and tortoises, their care, medical information and other conservation and educational material, as well as information concerning the Chapters, announcements, editorials, and exchange of information.

6.3. The Editor is appointed by the Executive Board Officers. The Editor may not be an Officer of the Executive Board.

6.4. The Tortuga Gazette Distribution Manager is appointed by the Executive Board CEO and approved by the Editor. The Distribution Manager compiles all Chapters' mailing lists and submits to the Editor as required.

6.5. The Editor must consult with the Executive Board Officers on any controversial subjects presented for publication. Other material shall be published at the discretion of the Editor. Advertising must be screened by the Editor.

6.6. The Editor must retain a complete set of The Tortuga Gazette on behalf of the Executive Board.

ARTICLE VII Branches and Chapters

7.1. Branch: A new Branch may be formed provided:

A. There is a sponsoring Chapter in good standing.
B. There are at least twelve (12) Members to support it.
C. Proper leadership exists.
D. It is approved by the Executive Board.

7.1.1. The sponsoring Chapter shall provide guidance, support and financial assistance to the Branch.

7.1.2. Members of the Branch are Members of the sponsoring Chapter. The sponsoring Chapter shall supervise the Branch's finances. Branch disbursements must be approved by the Treasurer of the sponsoring Chapter.

7.1.3. Members of the Branch shall appoint provisional Officers and Directors who will function with the guidance and support of the sponsoring Chapter's Board of Directors. The provisional Officers shall remain in office until the first election to be held at the last meeting prior to November 1st following the formation of the Chapter.

7.1.4. A Branch shall have the same fiscal reporting responsibilities as a Chapter.

7.1.5. A Branch may apply for Chapter status to the Executive Board after one (1) full year of successful operation.

7.2. Chapter Formation: A new Chapter may be chartered provided:

A. It has operated satisfactorily for a full year as a Branch.
B. It has a minimum of twenty-four (24) Members.
C. It is approved by the Executive Board.

7.3. Minimum Requirements for Recognition and Continuation of Chapters:

7.3.1. A Chapter must fulfill the requirements in these Bylaws with exception to self-incorporated chapters:

A. Each chapter under the Club's FEIN must maintain and submit to the CFO statements covering all transactions necessary to establish Corporate responsibilities for California State sales and use taxes and annual reports showing chapter assets, liabilities, revenues, and expenses in such form(s) and detail as necessary to permit the CFO to satisfy all state and federal filing requirements.
B. Promptly make such other reports to the Executive Board as the Board may require; and
C. All Chapters must hold at least one Chapter Board Meeting per year.

7.3.2. A Chapter may be suspended from good standing or dissolved due to noncompliance of these Bylaws:

A. Upon request of the Chapter Board or those Chapter Officers active at the time of the request; or
B. By resolution of the Executive Board after presentation of allegations and defenses.

7.3.3. Whenever a Chapter is dissolved for any reason, all financial records will be reviewed by the CFO of the Executive Board. Monies remaining in the Chapter treasury, financial records and documents, and all the property and supplies of the Chapter shall be returned to the Executive Board within 30 days. The Chapter records and financial documents will be maintained by the Executive Board so that individual issues, such as restricted funds and the costs of maintaining Life Memberships, can be addressed as necessary. No funds may be donated from the Dissolving Chapter to other entities within thirty (30) days prior to a Chapter being dissolved.

7.3.4. Any Chapter declared not in good standing, effective as of the date of such declaration, will cease to have the right to vote on the Executive Board. However, the Members of such Chapter, together with other interested individuals in the area, may propose a reorganization plan to correct the deficiencies which led to the Chapter's suspension from good standing.

7.3.5. Any Chapter declared not in good standing will return to good standing only upon declaration of the Executive Board that such Chapter has adequately remedied the problem, or proposed an adequate plan to remedy the problem, leading to its suspension. Such reinstatement of good standing will take effect immediately upon such declaration.

7.4. Discipline:

7.4.1. In the event of egregious misconduct or extraordinary failure to fulfill the requirements of these Bylaws by a Chapter's Board of Directors, the Executive Board Officers by a two-thirds vote or the Executive Board by a majority vote may appoint an ad hoc committee to supervise the Chapter until such time as a special election can be held to elect new Officers of the Chapter.

7.4.2. The Executive Board may declare the dissolution of a Chapter or Branch by a majority vote for failing to fulfill its financial obligations.

7.5. Chapter Incorporation: Any Chapter may also incorporate as a California Non-Profit Public Benefit Corporation, and apply for and hold a separate Federal Tax Identification Number for the purposes of additional fundraising. The individual Chapter will be responsible for timely preparing and filing all associated government filings required, due to the separate corporate status of its financial obligations. The status of any Club Chapter, which is separately incorporated and tax exempt as described above, is not adversely impacted by this incorporation, as that Chapter retains full rights and responsibilities as described in these Bylaws.

Any Chapter which incorporates must do so as a California Non-Profit Public Benefit Corporation, and obtain and retain a 501(c) (3) federal tax-exempt status, along with the corresponding California tax exempt status. Further, the governing documents for such Chapter must be consistent with, and not in conflict with, the Articles of Incorporation, Bylaws, and policies of the Club, which supersede all Chapter governing documents, but are subject to the paragraph below.

All Chapters which are separately incorporated are also directly subject to compliance with the California Corporations Code. Should any of the mandated procedural requirements for operation of the Chapter contained in said Code differ from those contained in these Bylaws, such Chapters shall comply with the more restrictive requirements, satisfying both sets of requirements.

ARTICLE VIII Chapter Fiscal Year-Disbursements

8.1. The fiscal year of the Chapter shall commence November 1st of each year and end the following October 31st.

8.2. All disbursements of funds shall be approved, authorized or ordered by the Board of Directors of the Chapters.

8.3. Bank accounts may only be opened upon authorization by the Chapter’s Board of Directors. All receipts must be deposited directly into such bank accounts by the Treasurer. All Chapter bank accounts shall require two signers on the account (but the accounts are not required to have dual signatures of checks), with the signers being Members of the Chapter’s Board.

8.4. The funds and financial records of each Chapter shall be reviewed annually by one or more Members of the Chapter as appointed by the President. The review shall be performed at the close of the fiscal year and at any time the Treasurer or other financially responsible persons are replaced. This review shall be presented to the Members not later than the January general meeting.

8.5. A quarterly financial report, the content of which will be specified by the Executive Board CFO, must be presented to the CFO of the Executive Board each quarter as requested. Additionally, an annual financial report with the same content for the full year must be presented to the Club CFO at the end of each Chapter fiscal year as requested.

ARTICLE IX Chapter Meetings

9.1. Meetings: Meetings shall be held as arranged by the Chapter or Branch. The Chapter or Branch shall have one annual meeting per year and there be one meeting or activity per quarter.

9.2. Special Meetings: Special meetings of a Chapter may be called by the President or can be called at the written request of three (3) active Members of the Chapter. Ten (10) days' written notice shall be given to all Members by the Chapter. The business to be transacted at any special meeting shall be limited to that mentioned in the call.

9.3. Annual Meeting: The last meeting prior to November 1st is the Annual Meeting and shall include the election of new Officers.

9.4. Quorum: A quorum is established with at least five voting members present at a chapter meeting.

9.5. Authority for Electronic Meetings/Votes: If authorized by the Chapter Board in its sole discretion, and subject to the requirements of consent in Corporations Code §20(b), and guidelines and procedures, the Chapter may adopt the use of Electronic Meetings.

ARTICLE X Chapter Officers

10.1. The Officers of each Chapter shall at minimum be: President, Vice President, Secretary, and Treasurer. At the discretion of each Chapter, there may be a Recording Secretary and a Corresponding Secretary; one Secretary and one Treasurer, or Secretary-Treasurer position.

10.2. Requirements to hold office: candidates must have been active Members (have attended a meeting or event) in good standing for at least six (6) months preceding elections and be at least eighteen (18) years of age at time of the election.

10.3. Officers and Board of Directors may not miss any meetings without showing sufficient cause or reason. If more than two (2) consecutive board meetings or general meetings are missed, the Board of Directors may request the Officer/Director to resign or may remove the Officer/Director from office with a two-thirds vote.

10.4. A Member may not hold the position of President or Treasurer in the same Chapter or in more than one Chapter at a time. A Member may not hold an officer position in more than two Chapters at one time. Executive Board Officer positions are exempt.

10.5. Duties and responsibilities of the Officers:

10.5.1. President

A. Shall preside at all meetings.
B. Shall exercise general supervision of the affairs of the Chapter.
C. Shall appoint or remove the Librarian, Archivist, Refreshment Committee Chair and other appointees as required and applicable.
D. Shall order a review of the financial records at the fiscal year end and upon change of the Treasurer.

10.5.2. Vice President

A. Shall be responsible for Chapter meeting programs.
B. Shall assist the President in the operation of the Chapter.
C. Shall assume the duties of President in his or her absence.
D. Shall assume the office of President in the event of vacancy prior to expiration of term in office until regular elections take place.

10.5.3. Recording Secretary

A. Shall record and keep the minutes of all meetings.
B. Shall maintain the Membership list (optional).
C. Shall ensure Chapter Members receive The Tortuga Gazette by providing a current mailing list to the Executive Board designee (optional).

10.5.4. Corresponding Secretary

A. Shall conduct the Chapter's correspondence.
B. Shall maintain the Membership list (optional).
C. Shall ensure Chapter Members receive The Tortuga Gazette by providing a current mailing list to the Executive Board designee (optional).

10.5.5. Secretary

Duties consist of 10.5.3 and 10.5.4 if the Chapter does not have a separate Recording and Corresponding Secretary.

10.5.6. Treasurer

A. Shall receive and, with the approval of the Board of Directors, disburse all funds of the Chapter.
B. Shall keep all financial records of the Chapter.
C. Shall give an oral, or written, financial report at each meeting, stating all income, expenses, and balance on hand.

D. Shall prepare and send in the quarterly and annual financial reports as required by the Executive Board CFO.
E. Shall maintain the Membership list (optional).
F. Shall ensure Chapter Members receive The Tortuga Gazette by providing a current mailing list to the Executive Board designee (optional).

10.5.7. Secretary-Treasurer

Combination of 10.5.5 and 10.5.6 if the Chapter does not have separate offices. Membership must be executed by each Chapter.

ARTICLE XI Chapter Board of Directors

11.1. The Board of Directors shall consist of the Officers of the Chapter, the past President, plus three (3) active Members: two (2) to be appointed by the President and one (1) to be appointed by the other Officers. Such appointments are to be made within one month after the elections. Directors shall hold office for one (1) year or until their successors are appointed.

11.2. The Board of Directors shall administer the Chapter. It shall receive applications for Membership, resignations, such reports of committees as may be necessary between general meetings of the Chapter; submit recommendations to the Chapter; and perform such duties as the Chapter or these Bylaws may require.

11.3. The Board of Directors shall have special authority as follows:

11.3.1. Misconduct or failure to perform the duties of an office or Board of Directors Membership shall be considered causes for removal.

11.3.2. Misconduct may include but is not limited to: illegal activity, conflict of interest, self-dealing, activity prohibited in these Bylaws, and other activities which are not in the best interests of the Club.

11.3.3. Before action is taken the Board of Directors shall notify the Member of the specific failures with which the Member is charged and shall request that the Member appear before the Board of Directors at a specified meeting with a minimum of seven (7) days' notice. At that meeting the Chapter Board of Directors may declare the office to be vacant on a simple majority vote.

11.3.4. The Officer or Board of Directors Member may remain a Member of the Chapter unless the Board specifically votes to expel the person from the Chapter by an additional two-thirds vote.

11.3.5. The Membership shall be informed of the decision of the Board of Directors at the next general meeting.

11.4. In case of a vacancy in the office of President, the Vice President shall become President. The Board of Directors shall appoint a replacement to fill any other vacant offices by a two-thirds vote.

11.5. Chapter board meetings may be called by the President or by two-thirds of the Board Members.

11.6. Special meetings may be called by the President or upon the request of at least three (3) Members of the Board of Directors. At least forty-eight (48) hours' notice shall be given. The business transacted at any special meeting shall be limited to that mentioned in the call.

11.7. Quorum: A majority of the Board of Directors in office shall constitute a quorum.

11.8. Executive Board Directors/Delegates: The Chapter shall appoint two representatives from the Chapter to serve on the Executive Board as their Chapter's Membership representatives – Executive Board Directors (Delegates). Any Member or Officer/Director in good standing may serve. The term is the same as the annual election year or until a successor is appointed.

ARTICLE XII Nomination and Election of Chapter Officers

12.1. At the second to last meeting of each fiscal year, a Nominating/Election Committee of three (3) Members shall be appointed and announced by the President. Only one (1) Member of the Committee may be a current Member of the Board of Directors. The President may not serve on the Nominating Committee.

12.2. The Nominating/Election Committee, after securing consent of the nominees to serve, shall submit its report to the Members of the Chapter at the last fiscal year end meeting, at which time nominations may be made from the floor, providing the consent of the nominees has been obtained.

12.3. The Nominating/Election Committee shall prepare a written ballot of the nominees. Such ballots shall include the name of each nominee and identify incumbents. The ballot shall also provide space for write-in candidates.

12.4. The elections shall be held at the last meeting prior to November 1st annually. At that meeting, ballots shall be counted by the Nominating/Election Committee and those nominees receiving majority votes of the general Membership shall be declared elected. The Executive Board Officers shall be advised of the election results within thirty (30) days of the meeting.

12.5. The newly elected Officers shall assume office as of November 1st following elections.

12.6. All Officers shall hold office for one (1) year or until their successors are elected.

ARTICLE XIII Chapter Committees

13.1. Adoption Committee

13.1.1. Chapter Adoption Committee shall consist of one or more Members, which shall manage the adoption of all turtles and tortoises received for that purpose.

13.1.2. The Chair shall be appointed by a two-third vote of the Board of Directors.

13.1.3. All Members fostering animals for the Club must have a current Foster Agreement on file with the Adoption Program Coordinator.

13.2. Show Committee

13.2.1. Each Chapter may have a Show Committee.

13.2.2. The Chair shall be appointed by the President and approved by a two-third vote of the Board of Directors.

13.3. Additional committees may be appointed by the President as necessary.

ARTICLE XIV Adoption Programs

14.1. The Executive Board shall appoint a member of the Club in good standing to the position of Adoption Program Coordinator for the Club. The Adoption Program Coordinator may not be an Officer of the Executive Board. The Club shall compensate the Adoption Program Coordinator at the same rate as Executive Board Officers.

14.2. The Adoption Program Coordinator's main duty is to coordinate the adoption programs run by Chapters and be a liaison to the California Department of Fish and Wildlife (CDFW). These duties shall include but are not limited to:

- Recommend adoption policies for the Club and disseminate this information to the Chapter Adoption Chairs.
- Maintain a record of all turtles and tortoises in holding from all the Chapters with adoption programs.
- Sends required *Gopherus* species holding and adoption data to the CDFW and coordinates with the Chapters Adoption Chairs to complete the CDFW's yearly *Gopherus* species transportation applications.
- Sends adoption reports to the Executive Board.
- Facilitates the microchipping program.

14.3. The Adoption Program Coordinator and Chapter Adoption Chairs shall comply with all municipal, county, state, and federal laws and regulations.

14.4. Each applicant for a turtle or tortoise must complete the appropriate forms and return them to the most appropriate Chapter. Chapter Adoption Chairs will process applications.

14.5. Applicants will receive instructions for the care of the turtle or tortoise being adopted.

14.6. Recipients of adopted *Gopherus* species tortoises must be advised by the Chapter Adoption Chair that if they can no longer take care of the tortoise for any reason, it must be returned to the Club and will be put up for adoption.

14.7. The Chapter Adoption Chair shall keep a complete record of all relinquished turtles and tortoises, as to when and from whom it has been received, species, sex if adult, hatchling or juvenile, measurements and health condition, and to whom adopted (full name, address and phone number).

14.8. Chapter Adoption Chairs shall provide adoption activity reports quarterly or as requested by the Adoption Program Coordinator or the Executive Board.

ARTICLE XV Show Rules

15.1. Promote: Shows must promote the basic purpose of the organization as stated in these Bylaws.

15.2. For Profit: Commercial dealers may exhibit at the discretion of the show committee as long as the following item 15.3 is adhered to.

15.3. Sales: The selling or offering for sale of turtles and tortoises at the show or any Club event is strictly forbidden.

ARTICLE XVI Club Bylaws

16.1. The Bylaws may be amended or revised at meetings of the Executive Board.

16.2. Amendments to the Bylaws may originate:

16.2.1. With the Executive Board, or

16.2.2. May be submitted in writing with the signatures of five (5) active Members for the consideration of the Executive Board.

16.3. All amendments and revisions approved by the Executive Board by a majority vote shall be submitted for approval to the Chapters' Boards except where otherwise directed in these Bylaws.

16.4. All amendments and revisions to the Club Bylaws must be approved by a majority of the Chapters, with each respective Chapter approval being met by a majority of the Chapter Members present to vote.

16.5. Every five (5) years, on years ending in zero or five, the Executive Board shall form a three (3) person committee minimum from the Executive Board to review these Bylaws for potential revisions unless the Executive Board votes by a two-thirds majority that none are currently necessary. These Bylaws may be reviewed in any year that an amendment, addition, deletion or a revision is needed and approved by a majority vote of the Executive Board.

16.6. The rules contained in the current Robert's Rules of Order shall guide this Club in all cases to which they are applicable and in which they are not inconsistent with Club Bylaws or the Corporations Code.

ARTICLE XVII Dissolution

17.1. The Club may elect to be dissolved upon two-thirds approval of the entire Executive Board in accordance with the Bylaws, the Articles of Incorporation and the Corporations Code.

17.2. Notice of intent to dissolve shall be given to each Member in writing at least fifteen (15) days prior to the date of the meeting called for that purpose. Such dissolution shall be effective ninety (90) days after such a vote is taken; provided all outstanding obligations of the Club have been paid.

17.3. Upon dissolution or liquidation of the Club, the remaining assets, pursuant to Section 1.5 above, shall be distributed in accordance with both federal and California law, to an appropriate non-profit, 501(c)(3) tax exempt organization, determined by the final Executive Board. In no event shall any corporate assets inure to the benefit of any person, individual, Members or Directors of the Club.