

**ZOOLYNX BYLAWS**  
ADOPTED Sept. 6, 2006 as REVISED

**ARTICLE I – NAME**

The Name of the organization shall be Zoolynx. It shall be a non-profit, volunteer organization of the Fresno's Chaffee Zoo Corporation. Zoolynx operations shall be under the supervision of the Curator of Education of the Fresno Chaffee Zoo.

**ARTICLE II – MISSION**

The mission of Zoolynx shall be to provide and support programs which inspire an appreciation of wildlife, preserve biodiversity, conserve natural habitat, and stimulate awareness and participation in the natural world. Zoolynx supports the activities and programs of the Fresno's Chaffee Zoo Corporation.

**ARTICLE III – MEMBERSHIP**

- A. General Requirements  
All Zoolynx members shall be current members of the Fresno Chaffee Zoo.
- B. Types of Membership  
Active Docents, Associate Docents, Supporting Docents, Docent Assistants and Contributing Members shall be members of Zoolynx, subject to the conditions herein:

Active Docents

1. Shall be at least 18 years of age.
2. Shall pay annual dues, payable to Zoolynx in January. The current dues required will be published in the Standing Rules.
3. Shall have successfully completed the Docent Training Course.
4. Shall successfully complete annual Docent Recertification requirements.
5. Shall accrue 6 Continuing Education Units per year.
6. Shall volunteer and report a minimum of 50 hours per year.
7. Shall wear the designated uniform, as described in the Standing Rules.
8. Are encouraged to attend a minimum of 6 scheduled Zoolynx meetings per year.
9. May participate in all Zoolynx programs for which they are trained.
10. Have full voice and vote.
11. May hold Zoolynx Chairmanship and Executive Board positions.

Associate Docents

1. Any Active Docent in good standing after 5 years who wishes to be relieved of Active Docent hours requirements, but does not wish to become a Supporting Docent or resign, may apply in writing for Associate Docent status.
2. Shall pay annual dues, payable to Zoolynx in January. The current dues required will be published in the Standing Rules.
3. Shall successfully complete annual Docent Recertification requirements.
4. Shall accrue 6 Continuing Education Units per year.
5. Shall volunteer and report a minimum of 20 hours per year.
6. Shall wear the designated uniform, as described in the Standing Rules.
7. Are encouraged to attend a minimum of 6 scheduled Zoolynx meetings per year.
8. May participate in all Zoolynx programs for which they are trained.

9. Have full voice and vote.
10. May hold Zoolynx Chairmanship or Executive Board positions.

#### Supporting Docents

1. Docents in good standing who no longer satisfy Active or Associate Docent criteria shall be deemed inactive and classified as Supporting Docents.
2. Shall pay an annual Limited Membership fee. The current fee required will be published in the Standing Rules.
3. May participate in Zoolynx activities not related to public education.
4. Have no vote.
5. May not hold Zoolynx Chairmanship or Executive Board positions.
6. May return to Active or Associate Docent status with the approval of the Curator of Education and the Zoolynx Executive Board. Return to Active or Associate Docent status may require certain remediation or retraining procedures.

#### Docent Assistants

1. Shall pay an annual Limited Membership fee. The current fee required will be published in the Standing Rules.
2. Shall have completed any applicable training courses.
3. Shall act as support to and under the direct supervision of Education Department staff or Docents.
4. Shall volunteer and report a minimum of 20 hours per year.
5. Shall wear the designated uniform, as described in the Standing Rules.
6. Are encouraged to attend a minimum of 6 scheduled Zoolynx meetings per year.
7. Have no vote.
8. May not hold Zoolynx Chairmanship or Executive Board positions.

#### Contributing Members

1. Individuals who support Zoolynx
2. Shall pay an annual Limited Membership fee. The current fee required will be published in the Standing Rules.
3. Are encouraged to attend Zoolynx meetings.
4. Have no vote.

#### C. Docent Emeritus

1. Docent Emeritus status is an honorarium awarded to those individuals who, because of their length of service and dedication to Zoolynx, have been chosen for special recognition. Members are nominated to this classification based on distinguished and sustained service and involvement in Zoolynx programs.
2. Candidates may be placed in nomination by any Active or Associate Docent.
3. Candidates, once approved by the Executive Board, shall be approved by the Curator of Education.
4. Zoolynx membership dues are waived.

## **ARTICLE IV – ORGANIZATIONAL STRUCTURE**

The organization shall be composed of an Executive Board (comprised of appointed and elected officers), various committees (chaired by appointed members) and the general membership, under the direction of the Curator of Education who has the power to veto any action contrary to the best interests of the Fresno Chaffee Zoo.

## ARTICLE V – EXECUTIVE BOARD

### A. Board Duties

1. The Board provides general management and direction for Zoolynx. It provides advice and counsel to the Curator of Education on matters pertaining to docent activities and responsibilities. The Board has the power to spend money and enter into contracts pertaining to Zoolynx activities.

### B. Officers

1. The elected officers of Zoolynx shall be the President, Administrative Vice President, Education Vice President, On-Site Programs Vice President, Off-Site Programs Vice President, Secretary and Treasurer. The Parliamentarian shall be an appointed officer of Zoolynx. At-Large positions deemed necessary by the President and the Executive Board may be established by the President and Executive Board with the approval of the majority of the members present at any general membership meeting.
2. The Curator of Education and the Volunteer Coordinator shall serve as ex-officio members with full voice, but no vote.

### C. Officer Duties

The duties of the officers include, but are not limited to:

#### 1. President

- a. Shall preside at all membership and Executive Board meetings and have supervision of all works of the organization.
- b. May attend the quarterly meetings of the Vice Presidents with their respective committee chairmen.
- c. Shall appoint and replace all chairmen (except Nominating) with the approval of the Executive Board, the Curator of Education and the advice of the Nominating Committee,
- d. Shall appoint the Parliamentarian.
- e. May appoint any necessary At-Large Officers with the approval of the Executive Board, the Curator of Education and the general membership.
- f. May cancel or reschedule regular membership meetings.
- g. Shall be a voting member of the Finance Committee, a non-voting member of all other committees, but may not be a member of the Nominating Committee.
- h. Shall serve as an ex-officio member of the Fresno's Chaffee Zoo Corporation Board of Directors with full voice and vote.
- i. Shall have a working knowledge of Robert's Rules of Order.

#### 2. Administrative Vice President

- a. Shall liaison with those Zoolynx committees related to the administration of the organization, as defined in the current organizational chart.
- b. Shall preside at quarterly meetings of chairmen of committees related to the administration of Zoolynx.
- c. Shall communicate with administrative committee chairmen monthly and assist with the effective functioning of these committees.
- d. Shall report monthly to the President and the Executive Board regarding these committees.

- e. Shall be a non-voting member of all committees related to the administration of Zoolynx.
  - f. Shall preside in the absence of the President.
  - g. Shall be a member of the Finance Committee.
3. Education Vice President
- a. Shall liaison with those Zoolynx committees related to the education of the membership, as defined in the current organizational chart.
  - b. Shall preside at quarterly meetings of chairmen of committees related to the education of the membership.
  - c. Shall communicate with education committee chairmen monthly and assist with the effective functioning of these committees.
  - d. Shall report monthly to the President and Executive Board regarding these committees.
  - e. Shall be a non-voting member of all committees relating to the education of the membership.
4. On-Site Programs Vice President
- a. Shall liaison with those committees related to public programs provided by Zoolynx at the Fresno Chaffee Zoo, as defined in the current organizational chart.
  - b. Shall preside at quarterly meetings of chairmen of committees related to on-site public programs.
  - c. Shall communicate with on-site public programs committee chairmen monthly and assist in the effective functioning of these committees.
  - d. Shall report monthly to the President and the Executive Board regarding these committees.
  - e. Shall be a non-voting member of all committees related to on-site public programs.
5. Off-Site Programs Vice President
- a. Shall liaison with those committees related to public programs provided by Zoolynx at locations other than the Fresno Chaffee Zoo, as defined in the current organizational chart.
  - b. Shall preside at quarterly meetings of chairmen of committees related to off-site public programs.
  - c. Shall communicate with off-site public programs chairmen monthly and assist with the effective functioning of these committees.
  - d. Shall report monthly to the President and Executive Board regarding these committees.
  - e. Shall be a non-voting member of all committees related to off-site public programs.
6. Secretary
- a. Shall record all minutes of Zoolynx Membership and Executive Board meetings.
  - b. Shall act as custodian of the minutes.
  - c. Shall present the minutes of the previous meeting for approval by the Zoolynx membership and Executive Board, respectively.
  - d. Shall be responsible for all general correspondence of Zoolynx and shall keep records of such.
7. Treasurer
- a. Shall review and approve all revenues and expenditures of the organization, subject to review by the Executive Board.

- b. Shall collect and review all dues, fees and assessments of the organization and deposit them in such banks or other institutions as may be designated by the Finance Committee.
  - c. Shall provide a monthly report of all receipts and expenditures to the Executive Board and general membership.
  - d. Shall monitor the annual budget as prepared by the Finance Committee to ensure accuracy and fiscal prudence.
  - e. Shall act as Chairman of the Finance Committee.
8. Parliamentarian
- a. Shall have a working knowledge of Robert's Rules of Order.
  - b. Shall be familiar with Zoolynx Bylaws and Standing Rules.
  - c. Shall attend general membership and Executive Board meetings to advise on parliamentary matters.

#### **ARTICLE VI - COMMITTEE CHAIRS AND APPOINTED POSITIONS**

- A. The President, with the approval of the Executive Board and the advice of the Nominating Committee as needed, shall appoint committee chairmen, assistant committee chairmen and appointed positions.
- B. Zoolynx members may hold, at the same time: an elected office, a chairmanship, an assistant chairmanship and an appointed position on separate committees.

#### **ARTICLE VII – FINANCES**

- A. The Finance Committee shall include the President, Administrative Vice President and Treasurer. The Curator of Education and Volunteer Coordinator shall serve as ex-officio members.
- B. The Treasurer shall call, preside and take minutes at Finance Committee meetings.
- C. The Finance Committee, in concert with staff, shall prepare the annual budget and shall present the proposed budget to the Executive Board for approval no later than the November Executive Board meeting. The Zoolynx general membership shall be given 30 days prior notice that the budget will be presented at the December monthly meeting for membership approval. During this period, the budget shall be available for review in the Education Building. The proposed budget must be approved by a simple majority of the eligible members present at the December monthly meeting wherein the item is presented. The approved budget shall then be presented to the Fresno's Chaffee Zoo Corporation.
- D. Funds raised by Zoolynx shall be used to support programs and activities sponsored by Zoolynx.
- E. The Executive Board must approve expenditures in excess of the Zoolynx budget.
- F. The Executive Board must approve expenditures of net revenues raised by ad hoc committees, special Zoolynx events and unrestricted donations received by Zoolynx.
- G. The fiscal operating year shall be January through December.

#### **ARTICLE VIII – MEETINGS AND PROCEDURES**

- A. General Meetings
  - 1. There shall be regular monthly meetings of the Zoolynx membership.
  - 2. A quorum for the purpose of an official action of business shall consist of 10% of the voting members.

- B. Executive Board Meetings
  - 1. The Executive Board shall meet monthly, or as necessary.
  - 2. A quorum for the purpose of an official action of business shall be a majority of its members.
  - 3. Committee chairmen and members in good standing may attend Executive Board meetings in a non-voting capacity, but may not attend “Executive Sessions”.
- C. Special Meetings
  - 1. Special Meetings may be called at the discretion of the President and/or a majority of the Executive Board.
  - 2. Notice of Special Meetings shall be provided to all voting members via mail, telephone and/or e-mail no less than seven (7) days prior to the meeting date. Notice shall include the place, date and time of the meeting, as well as its purpose.
- D. Minutes
  - 1. Minutes shall be recorded for all general membership, Executive Board and Finance committee meetings and any other meetings deemed necessary.
- E. Bylaws
  - 1. At least once every 3 years, Zoolynx Bylaws shall be reviewed by a committee appointed by the President for that purpose.
  - 2. Bylaws may be altered, amended or repealed and new Bylaws adopted as follows:
    - a. The committee shall review current Bylaws, seek membership input and prepare a report outlining suggested changes.
    - b. Revisions to the Bylaws shall be made available to the membership in printed form at the Education Building during business hours for a period of not less than three (3) weeks, or in electronic format via e-mail at a member’s request.
    - c. Approval of any changes is to be made at the first general membership meeting following the review period at which a quorum of members is present. Alterations, amendments and repealed portions may be voted on as a whole or individually.
    - d. A two-thirds (2/3) majority vote of a quorum of members is required for approval.
- F. The latest edition of Robert’s Rules of Order will govern any parliamentary matter not covered in these Bylaws.

#### **ARTICLE IX – NOMINATING COMMITTEE AND ELECTIONS**

- A. The Nominating Committee shall consist of at least three (3) members, at least one (1) to be selected from and by the Executive Board and at least two (2) committee members to be selected by the Executive Board from the general membership.
- B. The Nominating Committee shall be installed during the first quarter of the year.
- C. At the President’s discretion, the Nominating Committee shall provide advice and counsel to the President on committee appointments.
- D. The Nominating Committee shall present recommendations of Active or Associate members to the Executive Board for selection as delegates, alternates and/or presenters to national and regional Association of Zoo and Aquarium Docents (AZAD) conferences.
- E. The Nominating Committee shall present a slate of officers and accept nominations from the floor at the October general meeting.
- F. Elections shall be held at the November general meeting.
- G. Elections shall be on the basis of a simple majority vote of those present.
- H. Elected officers shall assume office as of January 1 for a period of one (1) year or until their successors are selected.

- I. No elected officer shall hold the same office for more than two (2) consecutive years.
- J. The Executive Board may declare vacant the office of any elected officer who has died, resigned or been removed from office.
  - 1. An elected officer may resign effective upon giving written notice to the Executive Board.
  - 2. Removal may occur when an elected officer has:
    - a. failed to attend a minimum of eight (8) meetings of the Executive Board or eight (8) meetings of the general membership,
    - b. been declared by a majority of the Executive Board and the Curator of Education to be derelict in his/her official duties,
    - c. been deemed through disciplinary action, as described under the Standing Rules, to be restricted from participating in docent programs or has been removed from Zoolynx membership,
    - d. had the office vacated by a majority vote of all voting members by paper ballot,
    - e. been convicted of a felony or any crime threatening the health, safety or well being of a child, or
    - f. been declared of unsound mind by final order of court.
- K. Vacancies may be filled by appointment of the President with the advice and consent of a majority of the Executive Board, subject to approval by voice vote of a quorum of the members at the general membership meeting at which this appointment is recommended. Each Board member so elected shall hold office for the un-expired term of his predecessor, or until his predecessor is elected.

#### **ARTICLE X – MEMBER DISCIPLINE (DUE PROCESS)**

- A. In case of misconduct or unsatisfactory service performance or failure to meet membership requirements by a member of Zoolynx, appropriate corrective actions may be taken. These actions may range from counseling to warning to termination. The determination for such action shall be made by the Zoolynx Board with the concurrence of the Curator of Education.
- B. Members may appear before the Executive Board on their own behalf.
- C. Causes for dismissal may include but are not limited to:
  - 1. Failure to pay Zoolynx or Fresno Chaffee Zoo membership dues.
  - 2. Failure to comply with or report minimum required volunteer hours.
  - 3. Failure to adhere to the established uniform dress code.
  - 4. Unprofessional behavior towards the public, volunteers, staff or animals while acting as a representative of Fresno’s Chaffee Zoo Corporation.
  - 5. Failure to comply with the rules of operation or order established by the Fresno’s Chaffee Zoo Corporation.
  - 6. The use of alcoholic beverages and/or any non-medically prescribed substances prior to or during scheduled duty on zoo grounds or at any Zoolynx sponsored program.

#### **ARTICLE XI – DISSOLUTION OF ZOOLYNX**

- A. In the case of the dissolution of Zoolynx, all assets net of liabilities shall become the property of the Fresno’s Chaffee Zoo Corporation.