

**The Elephant Managers Association is non-profit organization that is run in accordance with the bylaws below. Bylaws may be amended by the Executive and/or Board of Directors if a quorum is reached.**

## **ELEPHANT MANAGERS ASSOCIATION BYLAWS**

### **ARTICLE I**

#### **NAME AND LOCATION**

The name of the corporation is ELEPHANT MANAGERS ASSOCIATION, INC., hereinafter sometimes referred to as "EMA" or "Corporation". The address of the principal office of EMA shall initially be 1 Conservation Place, Syracuse, New York 13204. Meetings of Members and Directors shall be held at such places as may be designated by the Board of Directors in accordance with these Bylaws. The principal office of EMA may be changed at any time by the Board of Directors.

### **ARTICLE II**

#### **OBJECTIVES AND PURPOSES**

This Corporation is a not-for-profit corporation and is not organized for the private gain of any person. It is organized under the Not-For-Profit Corporation Law of the State of New York.

The objectives of the Corporation shall be:

- (a) To promote and advance the profession of elephant training and management;
- (b) To promote research on elephant behavior, training and husbandry;
- (c) To promote conservation issues relative to elephants;
- (d) To promote high standards of safety and humane treatment in elephant training and husbandry;
- (e) To disseminate accurate and scientifically based information about elephants; and
- (f) To promote better communication and relations among elephant managers through an annual workshop and its proceedings.

### **ARTICLE III**

## MEMBERSHIP

Section 1. "Member" shall mean those persons and entities elected to membership by vote of the Board of Directors based on the following categories and subject to the qualifications outlined in Section 2 below. Members shall be classified as follows:

(a) Professional - Professional members shall be individuals who have actively participated in training, husbandry, and/or management of elephants for a total of at least three (3) years accumulated over a period of no more than five (5) years preceding the date of application.

(b) Associate - Associate Members shall be individuals interested in the objectives of the Corporation and wishing to support them.

(c) Institutional - Institutional Members shall include any corporation, unincorporated association or other entity interested in the objectives of the Corporation and wishing to support them.

Section 2 - Qualifications - Membership in EMA shall be limited to the categories of membership defined in section 1 above subject to the following qualifications:

(a) General Requirements - Any individual, institution, society, related organization or corporation making proper application and willing to abide by the Articles of Incorporation, Bylaws, Code of Ethics and all other rules and regulations of the Corporation may be considered for and elected to membership by majority vote of the Board of Directors provided they meet the qualifications set forth in these Bylaws. Applications for membership must be reviewed by the Secretary, who will determine the appropriate classification of membership for the applicant. All Members in all classifications must be reviewed periodically to determine if they continue to qualify for their current classification.

(b) Code of Ethics - Each Member of the Corporation shall abide at all times with the Code of Ethics of EMA as adopted by the Board of Directors.

(c) Good Standing - Any entity (other than a natural person) which qualifies as a Member must be in good standing in the State in which it is domiciled and qualified in all respects to act as a Member of the corporation.

(d) Professional Membership - Applicants for Professional membership shall complete an application for membership in form acceptable to the Board of Directors and, if necessary, provide at least two (2) written endorsements from Professional Members in good standing at least one of which must be from an individual whose employer is one other than the employer of the applicant.

(e) Associate and International Membership - Applicants for Associate or Institutional Membership shall complete an application for membership in form acceptable to the Board.

Section 3 - Voting and Membership Privileges - Only Professional Members shall be entitled to vote and to serve on the Board of Directors, as elected officers of the corporation, or as Chair of any committee of the corporation. Professional and Associate members shall be entitled to serve on committees. All Members shall be entitled to attend Annual Meetings of Members and annual workshops, and to receive copies of informational mailings, minutes of the meetings of Members and a yearly updated list of all Members.

Section 4 - Dues - The Board of Directors will determine the dues for each classification of membership. Membership dues shall be billed and paid on a fiscal year basis. Dues will vary according to membership classification.

Section 5 - Termination of Membership - The membership of any Member shall terminate upon the occurrence of any of the following events:

(a) The resignation of the Member.

(b) The failure of any Member to pay the annual dues within the time limits set by the Board of Directors.

(c) A finding that there is cause to terminate the membership of a Member. Such finding shall be made by the Board of Directors, upon no less than thirty (30) days prior written notice to the Member, and after affording the Member an opportunity to be heard at a duly called meeting of the Board of Directors in accordance with such procedures as the Board shall fix.

Section 6 - Transfer of Memberships - No Member may transfer for value a membership or any right arising from it. All rights of membership cease on the Member's termination or death.

Section 7 - Annual Meeting of All Members - In addition to the annual meeting of Professional Members described in ARTICLE IV below, the Board of Directors will cause to be organized an annual meeting of all Members in conjunction with a conference conducted for the purpose of sharing and disseminating information relative to the Corporation's objectives. The location shall be determined by the Board of Directors. The site shall be selected from among recommendations provided by the Site Selection Committee. The dates of the meeting and conference will be determined by the Board of Directors based upon the availability of the facilities required.

## ARTICLE IV

### MEETINGS OF PROFESSIONAL MEMBERS

#### Section 1

(a) Annual Meetings - An annual meeting of the Professional Members shall be

held once each calendar year for the election of Directors and such other matters as shall properly come before the meeting. Such meeting shall be held concurrently with or separately from the annual meeting of all Members described in Section 5 of ARTICLE III of these Bylaws, on a date and at a place and time fixed by the Board of Directors.

(b) Special Meetings - Special meetings of the Professional Members may be called by the Board of Directors upon either (i) the vote or written consent for such a meeting by a majority of a quorum of the Board of Directors, or (ii) the written consent of at least three (3) of the elected officers of the Corporation who are also Professional Members.

Section 2 - Notice of Meetings - Written notice of each meeting of the Professional Members shall be given by or at the direction of the Board by mailing a copy of such notice, postage prepaid; if given by first-class mail, not less than ten (10) days nor more than fifty (50) days or, if mailed by any other class of mail, not less than thirty (30) nor more than sixty (60) days before such meeting to each Professional Member entitled to vote thereat. The notice shall be addressed to the Member's address last appearing on the books of the Corporation or supplied by such Member for the purpose of notice. The notice shall specify the place, date and time of the meeting, and in the case of a special meeting, the nature of the business to be undertaken.

Section 3 - Quorum - At any Special meeting of Professional Members, the presence, in person or by proxy, of one hundred (100) or ten (10%) percent of the Professional Members entitled to vote (whichever is less) shall constitute a quorum, and the vote of a majority of those present, in person or by proxy, shall be necessary to carry all motions. In the absence of a quorum at a meeting, a majority of the Members present, in person or by proxy, may adjourn the meeting to another time but may not transact any other business. An adjournment for lack of a quorum shall be to a date not less than five (5) nor more than thirty (30) days from the original meeting date. If a time and place of the adjourned meeting is not fixed by those in attendance at the original meeting, or if for any reason a new date is fixed for the adjourned meeting after adjournment, notice of the time and place of the adjourned meeting shall be given to Professional Members.

Section 4 - Proxies - At all meetings of members, each vote entitled to be cast may be cast in person or by proxy. All proxies shall be in writing and filed with the Secretary of the Corporation. Every proxy shall be revocable and shall automatically cease upon attendance by the member at any meeting. Proxies may be in the form of a written ballot.

#### Section 5 - Voting

(a) Eligibility to Vote - Persons entitled to vote at any meeting of Members shall be Professional Members as of the record date determined by the Board of Directors.

(b) Manner of Casting Votes - Voting may be by voice vote or written ballot, provided that any election of Directors must be by written ballot, if demanded by any Professional Member before the voting begins.

#### Section 6 - Waiver of Notice or Consent by Absent Professional Members

(a) Written Waiver of Consent - The transactions at any meeting of Professional Members, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if a quorum be present, either in person or by proxy, and if, either before or after the meeting, each person entitled to vote who was not present in person or by proxy signs a written waiver of notice or a consent to a holding of the meeting. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any annual or special meeting. All such waivers or consents shall be filed with the corporate records or made a part of the minutes of the meeting.

(b) Waiver by Attendance - Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made at the meeting.

## ARTICLE V

### BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1 - Number of Directors - All corporate power shall be exercised by or under the authority of, and the business and the affairs of the Corporation shall be controlled by, the Board of Directors which shall consist of not less than five (5) members nor more than ten (10) members as fixed by resolution of the Directors. A majority of the Directors then in office shall constitute a quorum at any meeting of the Board of Directors.

Section 2 - Term of Office - Each member of the Board of Directors shall be elected for a term of two (2) years, and one half (1/2) of the directors shall be elected annually. Notwithstanding the above, at the first organizational meeting of the Board of Directors, all of the directors shall be elected for staggered terms of one (1) or two (2) years. The initial directors shall serve terms which correspond to the terms to which they were elected to the unincorporated association known as the "Elephant Managers Association". Each member of the Board of Directors shall serve for his elected term and until his replacement is elected and accepts his election.

Section 3 - Removal - Any or all of the members of the Board of Directors may be removed from the Board, with or without cause, by vote of the Professional Members. If anyone or all Directors are so removed, new Directors may be elected at the same meeting, provided that the notice of the meeting specifies that there will be an election to fill the vacancies on the Board of Directors.

Section 4 - Reimbursement for Expenses - Directors shall be reimbursed for actual expenses incurred in connection with the affairs of the Corporation, including but not limited to, the reasonable cost of attendance at special meetings with the approval of the Board of Directors.

Section 5 - Nominations and Election of Directors

(a) Nominations for election to the Board of Directors shall be made by the Nominating Committee as defined in ARTICLE VII, Section 3 of these Bylaws. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Selection of Directors shall be without regard to race, sex, creed, religion or national origin.

(b) Nominations other than those made by the Nominating Committee may be submitted by any Professional Member in good standing in a manner determined by the Chairperson of the Nominating Committee. Nominations received must be accompanied by the written endorsement of at least two (2) Professional members in good standing, one of whom must be employed by an employer other than that of the nominee.

(c) The Chairperson of the Nominating Committee shall notify each nominee of his/her selection. The Chairperson shall secure in writing the nominee's consent to have his/her name placed in nomination as a candidate and a statement of the nominee's intent to fulfill the duties of Director, including attendance at the annual conference and meetings of the Board of Directors as required, if elected. If the Chairperson determines that the nominee is unable to fulfill the duties of a Director, his/her name will not be placed in nomination as a candidate.

(d) Members of the Board of Directors of the Corporation shall be elected by simple majority vote of the Professional Members at the annual meeting of Professional Members described in Section 1 (a) above. In the event of a tie, the President shall be called upon to cast an additional vote. In such instances, the Chairperson of the Nominating Committee shall telephone the President to obtain the vote.

## ARTICLE VI

### MEETINGS OF BOARD OF DIRECTORS

Section 1 - Place of Meetings; Meetings by Telephone. Regular meetings of the Board of Directors may be held at any place within or outside the State of New York that has been designated from time to time by resolution by the Board. Special meetings of the Board shall be held at any place within or outside the state of New York that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the Corporation. Notwithstanding the above provisions of this Section 1, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

Section 2 - Annual Meeting - Following each annual meeting of Professional Members at a date, time and place selected by the Board of Directors, the Board shall hold an annual meeting for the purpose of organization, election of officers, and the transaction of other business.

Section 3 - Regular Meetings - Regular meetings of the Board of Directors shall be held without call at such date, place and time as shall from time to time be fixed by the Board of Directors. Such regular meetings may be held without notice; provided, however, that the time and location of such other regular meetings shall be published and made available to all Directors.

#### Section 4 - Special Meetings

(a) Authority to Call - Special meetings of the Board of Directors may be called for any purpose at any time by the president, Vice-President, the Secretary or any two Directors.

(b) Notice - Manner of Giving.

(i) Notice of the time and place of special meetings shall be given to each Director by one of the following methods:

(1) by personal delivery of written notice;

(2) by first-class mail, postage prepaid;

(3) by telephone communication, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate such a notice promptly to the Director; or

(4) by telegram, charges prepaid or by fax.

All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the Corporation.

(ii) Time Requirements - Notices sent by first-class mail shall be deposited into a United States mail box at least five (5) days before the time set for the meeting. Notices given by personal delivery, telephone or telegraph shall be delivered, telephoned, or given to the telegraph company at least forty-eight (48) hours before the time set for the meeting.

(iii) Notice Contents - The notice shall state the date, time and place of the meeting and the business to be conducted at the meeting.

Section 5 - Quorum - A majority of the Directors then in office shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as an act of the Board.

Section 6 - Action Without Meeting - Any action required or permitted to be taken by the Board of Directors may be taken without a meeting of all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same

force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

## ARTICLE VII

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

#### Section 1 - Powers

(a) General Corporate Powers - Subject to the provisions of the Not-For-Profit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the Professional Members, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

(b) Specific Powers - Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the power to:

(i) Select and remove agents and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation.

(ii) Change the principal executive office or the principal business office; cause the Corporation to be qualified to do business in any other state, territory, dependency or country and conduct business within or outside the State of New York; and designate any place within or outside the State of New York for the holding of any meeting of members, including annual meetings.

(iii) Adopt, make and use a corporate seal; prescribe the forms of membership certificates, if any; and alter the form of the seal and certificate.

(iv) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

(c) Annual Report - The Board of Directors shall cause to be distributed to all Members within 120 days after close of the fiscal year regardless of the number of Members or the amount of assets of the Corporation an annual report consisting of the following:

(i) A balance sheet as of the end of the fiscal year;

(ii) An operating (income) statement for the fiscal year;

(iii) A statement of changes in financial position for the fiscal year;



(iv) Any information required to be reported under Section 509 of the Not- For-Profit Corporation Law.

The annual report referred to in this sub-paragraph (c) shall be prepared by an independent account for any fiscal year in which the gross income to the corporation exceeds \$75,000.00; provided, however, that such report need not be prepared by an independent accountant if it is accompanied by the certificate of an authorized officer of the Corporation stating that the report was prepared without audit from the books and records of the Corporation.

(d) The Board of Directors shall elect officers of the Corporation at its annual meeting except that the office of Secretary shall be filled by appointment of the President; and

(e) The Board of Directors shall fill vacancies on the Board of Directors (except for a vacancy created by the removal of a Director by the vote of the Professional Members of the Corporation).

Section 2 - Certification of Committees - From time to time, the Board of Directors will establish rules for the organization, operation and termination of support committees. At any duly held meeting of the Board of Directors, the Board may certify committees of volunteer members who meet the requisites for such committees established from time to time by the Board of Directors.

Section 3 - Advisory Committees - The following advisory committees shall be established by the Board of Directors:

(a) Membership Committee - Under the direction of the Secretary, this Committee shall assist in reviewing and processing applications for membership, membership renewals, or changes in membership classification or status in accordance with the Bylaws. This committee shall also promote memberships and perform related duties.

(b) Legislation, Information and Policies Committee - This committee shall support the Board of Directors and serve the membership by monitoring relevant legislative activities, establishing liaison with other organizations with similar interests, and recommending policies consistent with the goals and objectives of the Corporation. This committee shall also investigate any formal complaints of violations of the Corporation's Code of Ethics, initiate investigations on its own and make recommendations for appropriate action to the Board of Directors.

(c) Nominating - The Past President shall serve as the chairperson of this committee. Pursuant to ARTICLE IV Section 5 of these Bylaws, this committee shall seek and submit to the membership candidates for the Board of Directors and ensure the appropriate conduct of elections.

(d) Site Selection - This committee shall identify and evaluate possible sites for the corporation's annual business meeting and conference and make recommendations to the Board of Directors and the membership to facilitate the final selection of a site pursuant to ARTICLE III Section 5 of these Bylaws.

(e) Honors and Awards - This committee shall make recommendations to the Board of Directors as needed regarding individuals or groups deserving of special recognition by the Corporation and the means by which that recognition should be administered. With the approval and direction of the Board of Directors, this committee will perform the duties related to the conferring of such recognition.

(f) Merchandise and Services - This committee will make recommendations concerning and, if approved by the Board, procure and make available to the membership items bearing the official logotype of the Corporation. This committee will also make recommendations to the Board concerning services and benefits to be provided exclusively to corporation members. With the approval of the Board, this committee will perform duties related to providing members with such services and benefits.

(g) Publications - This committee shall oversee and support the production and distribution of printed materials defined and commissioned as official publications of the Corporation by the Board. The chairperson of this committee shall be known as the Managing Editor. The committee shall include the Managing Editor, an Editorial Board and additional committee members as required. The Managing Editor shall appoint at least four (4) Professional Members in good standing to act as an Editorial Board and other committee members as needed who will be under the supervision of the Managing Editor.

(h) Other Committees - The Board may establish standing committees not otherwise provided for in the Bylaws. The President may establish such special committees as may be required to carry out the objectives of the Corporation.

#### Section 4 - Committee Requirements

(a) Unless otherwise specified in this ARTICLE VII, the incoming President shall annually appoint the chairpersons of all committees, subject to approval by the Board. Committee chairpersons must be Professional members in good standing. Committee members may be appointed by the President, the Board or the committee chairperson. Any Professional or Associate member in good standing may serve on committees as stated in ARTICLE VII of the Bylaws.

(b) Unless otherwise specified in this ARTICLE VII, committees will function in accordance with rules and regulations set forth by the Board. All committees work is subject to the approval of the Board.

### ARTICLE VIII

#### OFFICERS AND THEIR DUTIES

Section 1 - Enumeration of Officers - The offices of EMA shall be: President, Vice- President, Secretary, and a Chief Financial Officer ("CFO"). All of the officers other than CFO shall be members of the Board of Directors.

Section 2 - Election of Officers - The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members. All officers shall be elected for a term of one (1) year.

Section 3 - Resignation and Removal - Any officer may be removed from office, with or without cause, by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice, unless a later time is specified therein. Unless otherwise specified in the resignation, the acceptance of such resignations shall not be necessary to make it effective.

Section 4 - Vacancies - Any vacancy in any office may be filled by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaced.

Section 5 - Duties - The officers shall perform the usual duties of their offices and such other duties as are in concert with these Bylaws as determined by a unanimous vote of the Board.

(a) President - The President shall preside at all meetings of Members and the Board of Directors; see that orders and resolutions of the Board are carried out; and sign documents and written instruments on behalf of the corporation. The President shall be an ex officio member of all committees without the right to vote.

(b) Vice-President - The Vice-President shall perform the duties of the President in his absence.

(c) Secretary - The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Corporation and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Corporation together with their addresses; and perform such other duties as may be required by the Board.

(d) Chief Financial Officer - The Chief Financial Officer shall receive and deposit in appropriate bank accounts all monies of EMA; disburse such funds as directed by resolution of the Board of Directors; and keep proper books of account.

Section 6 - Parliamentary Procedure

(a) The Board of Directors shall be the final authority in the interpretation of the Constitution and Bylaws and other rules of the Corporation. The current edition of Robert's Rules of Order will govern EMA in all situations not provided for in the law, its constitution, Bylaws or adopted rules.

(b) A parliamentarian may be appointed by the President or any Committee Chairperson to serve in an advisory capacity during any meeting over which they respectively preside.

## ARTICLE IX

### BOOKS AND RECORDS

The membership register, the books of account, and the minutes of meetings of the members and of the Board of Directors and of committees of the Board of Directors shall be made available for inspection and copying by any member of the Corporation (or by his duly appointed representative) for all purposes reasonably related to such member's interest as a member. The place where said items shall be available for inspection shall be the office of the corporation or such other place as the Board may prescribe. The member desiring to make the inspection shall give at least forty-eight (48) hours written notice to the custodian of the records desired to be inspected. The purpose of the inspections shall be set forth in the written notice. The hours and days of the week when an inspection may be made are Monday through Friday (except legal holidays) from 9:00 a.m. to 3:00 p.m. Each member requesting copies of documents shall pay the cost of reproducing the copies upon receipt thereof. Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of the corporation, and the physical properties owned or controlled by the Corporation. The right of inspection by a Director includes the right to make extracts and copies of documents.

## ARTICLE X

### INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1 - Each officer and Director of the Corporation shall be entitled to be indemnified for all expenses, including, without limitation, all attorney's fees, costs and any other expenses incurred in the defense of any claims or proceedings against such officer or Director by reason of his position or relationship as agent of the Corporation, and all attorney's fees, costs and other expenses incurred in establishing a right to indemnification under this ARTICLE X, to the full extent permitted by law provided only that he acted in good faith in a manner which he reasonably believed to be in the best interest of the Corporation. The Board of Directors may provide for advance payment of such expenses to the extent permitted by law.

Section 2 - Insurance - The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not EMA would have the power to indemnify the agent against that liability under the provisions of this ARTICLE X.

## ARTICLE XI

## AMENDMENTS

Amendments to these Bylaws may either be recommended to the membership by a majority vote of the Board of Directors or as a petition signed by at least ten (10%) percent of the total number of Professional Members. The proposal for an amendment must then be approved by at least two-thirds (2/3) of the total number of Professional Members at which time it shall become effective as an amendment to these Bylaws.

## ARTICLE XII

### LOGOTYPE, SEAL AND FISCAL YEAR

Section 1 - The corporation shall have a logotype of such design as the Board of Directors may adopt. The Board of Directors shall determine its use and it shall not be used otherwise.

Section 2 - The Corporation shall have a seal of such design as the Board of Directors may adopt. The Board of Directors shall determine its use and it shall not be used otherwise.

Section 3 - The Fiscal Year of the Corporation shall be fixed by resolution of the Board of Directors.