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Zoo-Related Organizations Files.

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1989-90 CHARTER & BYLAWS COMMITTEE

Louis R. DiSabato, Chairman
San Antonio Zoological Gardens &
Aquarium
3903 North St. Mary's Street
San Antonio, TX 78212

Charles Wilson, Vice Chairman
Memphis Zoological Garden and
Aquarium
2000 Galloway Avenue
Memphis, TN 38112

Robert Fry, Director
North Carolina Zoological Park
Route 4, Box 83
Asheboro, NC 27203

Eric Stephens, Business Manager
Metrozoo-Miami
12400 S.W. 152 Street
Miami, FL 33177

Mark Reed, Assistant Director
Sedgwick County Zoo
5555 Zoo Boulevard
Wichita, KS 67212

Timothy Gunther
Box 319, RR #4
Greenwood Lake, NY 10925

Kathryn Roberts, Director
Minnesota Zoological Garden
12101 Johnny Cake Ridge Road
Apple Valley, MN 55124

Dan Michalowski, Director
Seneca Park Zoo
2222 St. Paul Street
Rochester, NY 14621

Mr. Don Wixom, Director
Sunset Zoo
Manhattan, KS 66502



American Association of Zoological Parks and Aquariums

EXECUTIVE OFFICE AT OGLEBAY PARK, WHEELING, WV 26003-1698 (304) 242-2160

DATE: June 11, 1991

REPLY TO: Louis R. DiSabato, Chairman
Charter and Bylaws Committee
San Antonio Zoo
3903 North St. Mary's Street
San Antonio, TX 78212

TO: President David Zucconi

SUBJECT: Annual Activity Report

The Charter and Bylaws Committee has been quite active since the last annual conference in its attempt to respond to the charge placed before it regarding two sections of the bylaws.

On January 3, 1991, suggested changes were offered for Article 1, Section 4, Vacancies. This revision was offered in order to establish a progression through the chairs of the officers and directors in the event of death and/or illness of members of the board or officers which would not allow the person to continue as elected.

Additionally, a revision of Article VI, Section 2, Institution, was offered as requested by the board. This charge was to ensure that our member institutions serve the original intent of the association.

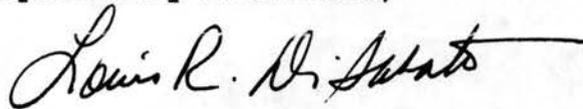
The Committee further advised the board of their deep concern over a board decision regarding mandatory ISIS participation. As a result, the chairman advised the president and board of this concern in a memo dated December 4, 1990. In the memo the Committee requested that the board review their decision and also recommended a suggestion for change to Article 5, Section 6. Due to a board decision to re-evaluate the edict regarding mandatory ISIS participation, this change was not acted upon.

The chairman recognizes the dedication of the Committee in their effort to serve the membership and commends their work over the past three years.

My sincere appreciation is also extended to Robert Wagner and Claudia Collier for their input to the chairman.

The new chairman for the coming year will be my colleague Hayes Caldwell who has distinguished himself as chairman of the membership committee during the past term.

Respectfully submitted,

A handwritten signature in cursive script, reading "Louis R. DiStefano". The signature is written in dark ink and includes a long horizontal flourish extending to the right.

LRD:jcl

cc: Charter and Bylaws Committee members
Board Liaison
22 copies to Executive Office



American Association of Zoological Parks and Aquariums

Executive Office, Oglebay Park, Wheeling, WV 26003-1698
(304) 242-2160 Fax: 304-242-2283

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14 June 1991

PLEASE RESPOND BY 24 JUNE

MEMO TO: AAZPA BOARD OF DIRECTORS

FROM: ROBERT WAGNER, EXECUTIVE DIRECTOR

SUBJECT: PROPOSED BOARD AMENDMENT

OFFICERS

President
DAVID G. ZUCCONI

President-Elect
STEVE H. TAYLOR

Vice President
STEPHEN R. WYLIE

Immediate Past President
CHARLES H. HOESSLE

Executive Director
ROBERT O. WAGNER

DIRECTORS

TED A. BEATTIE

DENNIS A. MERITT, JR., Ph.D.

CHRISTEN M. WEMMER, Ph.D.

CLAUDIA E. COLLIER

ROY A. SHEA

R. GREGORY TARRY

WILLIAM P. BRAKER

WILLIAM G. CONWAY

J. STEPHEN McCUSKER

As previously reported, the voting members overwhelmingly adopted the amendment to the Bylaws regarding a more clear definition of Institution. Now that this has been accomplished, we must address the matter regarding succession as set forth in Article I, Section 4, of the Bylaws. More specifically, the Board asked that the matter of vacancies occurring in the offices of President-Elect and Vice President be more clearly defined.

The Charter & Bylaws Committee addressed the issue and presented its recommendation to the Board. There was some concern expressed that a person elected to the office of Vice President was, in essence, being elected for a full four years as an officer--Vice President, President-Elect, President, and Immediate Past President. However, the potential exists that a person being moved into the office of President-Elect or President could potentially cause him/her to serve only three years as an officer, rather than four. Moreover, the Charter & Bylaws Committee proposal included that elections occur rather than vacancies being filled by Board appointment.

I was asked to address the issue with the Charter & Bylaws Committee. I did so in April. Charter & Bylaws Committee Chairman Louis DiSabato circulated my proposal to members of the Charter & Bylaws Committee and then responded to me on 6 May. On 13 May, I circulated his response and my proposal to the Board, seeking advice as to how we ought to proceed. I received only one response, and that was an acceptance of my proposal.

So that we can move this issue along, I am enclosing the portion of the Charter & Bylaws Committee's March report dealing with vacancies, my 19 April memo, Chairman DiSabato's response, and my memo of 13 May to the Board.

Please respond by 24 June and send a copy of your response to Chairman DiSabato.

ROW/ljb

Enclosures

Copies to: AAZPA Conservation Center
Charter & Bylaws Committee



American Association of Zoological Parks and Aquariums

EXECUTIVE OFFICE AT OGLEBAY PARK, WHEELING, WV 26003-1698 (304) 242-2160

DATE: January 3, 1991

REPLY TO: Louis R. DiSabato, Chairman
Charter & Bylaws Committee
San Antonio Zoo
3903 North St. Mary's Street
San Antonio, TX 78212

TO: President Zucconi and Members of the Board
of Directors

SUBJECT: Suggested Changes to Bylaws

The Charter and Bylaws Committee offers the following suggestion for change to Article I, Section 4. Vacancies. of the Bylaws.

New Verbiage to be: "A vacancy in a directorship shall be filled by appointment by the Board of Directors or by special election as determined by the Board of Directors. Persons filling such vacancies must meet all qualifications that would be necessary for election by the membership. Appointees and special electees shall serve only until the next regular election, but may stand as candidates for regular terms."

"In the event of death, permanent disability, resignation or other causes vacating the office of President, the President-Elect shall become President.

"In the event of death, permanent disability, resignation or other causes vacating the office of President-Elect, the Vice-President shall become President-Elect, and the office of Vice-President shall be filled by a special election as soon as candidates have been offered by the Nominating Committee.

"In the event of death, permanent disability, resignation or other causes vacating the office of Vice-President, the office shall be filled by a special election as soon as candidates have been offered by the Nominating Committee."



American Association of Zoological Parks and Aquariums

Executive Office, Oglebay Park, Wheeling, WV 26003-1698
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19 April 1991

MEMO TO: LOUIS DISABATO and STEVE WYLIE

FROM: ROBERT WAGNER, EXECUTIVE DIRECTOR *R. Wagner*

SUBJECT: BYLAWS CHANGES

OFFICERS

President
DAVID G. ZUCCONI

President-Elect
STEVE H. TAYLOR

Vice President
STEPHEN R. WYLIE

Immediate Past President
CHARLES H. HOESSLE

Executive Director
ROBERT O. WAGNER

DIRECTORS

TED A. BEATTIE

DENNIS A. MERITT, JR., Ph.D.

CHRISTEN M. WEMMER, Ph.D.

CLAUDIA E. COLLIER

ROY A. SHEA

R. GREGORY TARRY

WILLIAM P. BRAKER

WILLIAM G. CONWAY

J. STEPHEN McCUSKER

We have been wrestling with the Board's tacit approval of the Charter & Bylaws Committee's recommendation regarding changes to Article I, Section 4, Vacancies. The Board wanted Steve Wylie's concern addressed with respect to allowing an officer moving into a higher vacated office to be allowed to fill his/her normal term of four years of service as an officer. Try as we may, we cannot make it work without adversely impacting the other officers currently serving. To take care of Steve's concern would require the other officers to each serve an extra year. Perhaps we are overlooking something.

To be candid, we may have created a tempest in a teapot by trying to address the situation which occurred with Paul Chaffee. Technically, Paul was serving as the elected Vice President when he became disabled. However, he had just been elected to the office of President-Elect; but such election was several months in advance of when his term as President-Elect would have occurred.

Even though the Charter & Bylaws Committee, my staff, and I have put in a good deal of time on this matter, I wonder if we ought not change Section 4, Vacancies, to the verbiage in the original Bylaws. To accomplish this would only require changing one phrase in the current Bylaws, to wit: Article I, Section 4, Vacancies, second paragraph, "In the event of death, permanent disability, resignation or other causes vacating the office of President, the President-Elect shall become President; and the office of President-Elect shall be filled by the Vice President." This would accomplish the same end result as that proposed by the Charter & Bylaws Committee, with the exception that the Vice President would be appointed by the Board, not selected by special election.

Please discuss this matter among yourselves and others and advise me of how you think we should proceed.

ROW/ljb

Copies to: AAZPA Board of Directors
AAZPA Conservation Center
Charles Wilson



SAN ANTONIO ZOOLOGICAL GARDENS & AQUARIUM

3903 N. ST. MARY'S ST. SAN ANTONIO, TEXAS 78212 PHONE (512) 734-7184 FAX (512) 734-7291



LOUIS R. DI SABATO — ZOO DIRECTOR
OPERATED BY THE SAN ANTONIO ZOOLOGICAL SOCIETY

EXECUTIVE COMMITTEE

Rugeley Ferguson, Chairman

Mary Rogers Barrett
Walter N. Corrigan
Mrs. Jack Guenther
Richard F. Halter
Mrs. Robert E. Kelso

Andrew Khourie
Robert B. Mitchell
George P. Parker, Jr.
Glenn Reed

Iris Sanchez Stewart
Frates Seeligson
Louis H. Stumberg
Dr. Mark L. Thornton
Gilbert F. Vazquez

*file
Charter
Bylaws
Committee
B.*

May 6, 1991

Robert Wagner
Executive Director
AAZPA
Oglebay Park
Wheeling, WV 26003-1698

Dear Bob:

The Charter & Bylaws Committee has been polled and there is no consensus regarding your verbiage suggested for Article I. section 4, Vacancies.

On one hand some are agreeable to your verbiage but not enthusiastically. Others are of the opinion and so am I, that we have offered our recommendation and prefer to let it stand. Please pass this information to President Zucconi and the Board for their determination.

Respectfully,

Louis R. DiSabato
Director

cc: Charter & Bylaws Committee
Board liaison

LRD/amm

May 91



American Association of Zoological Parks and Aquariums

Executive Office, Oglebay Park, Wheeling, WV 26003-1698
(304) 242-2160 Fax: 304-242-2283

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13 May 1991

OFFICERS

President
DAVID G. ZUCCONI

President-Elect
STEVE H. TAYLOR

Vice President
STEPHEN R. WYLIE

Immediate Past President
CHARLES H. HOESSLE

Executive Director
ROBERT O. WAGNER

MEMO TO: AAZPA BOARD OF DIRECTORS

FROM: ROBERT WAGNER *R. Wagner*

SUBJECT: AAZPA BYLAWS

Attached is a copy of Charter & Bylaws Committee Chairman DiSabato's response to my suggestion of 19 April regarding the proposed amendment to ARTICLE I, Officers and Board of Directors, Section 4, Vacancies. I am also attaching a copy of my memo of 19 April for your review.

Please advise me how you want us to proceed.

Thank you.

DIRECTORS

TED A. BEATTIE

DENNIS A. MERITT, JR., Ph.D.

CHRISTEN M. WEMMER, Ph.D.

CLAUDIA E. COLLIER

ROY A. SHEA

R. GREGORY TARRY

WILLIAM P. BRAKER

WILLIAM G. CONWAY

J. STEPHEN McCUSKER

Enclosures

Copies to: Charter & Bylaws Committee
Conservation Center



COUNTY OF BERGEN
DEPARTMENT OF PARKS • DIVISION OF PARKS AND RECREATION
BERGEN COUNTY ZOOLOGICAL PARK
Van Saun County Park • 216 Forest Ave. • Paramus, N.J. 07652
(201) 262-3771 • FAX (201) 646-2689

William P. Schuber
County Executive

Wolfgang Albrecht, Jr.
Department Director
Timothy Gunther
Zoological Park Director

May 13, 1991

Louis R. DiSabato, Chairman
AAZPA Charter & Bylaws Committee
San Antonio Zoo
3903 North St. Mary's Street
San Antonio, TX 78212

Dear Louis:

This vacancies issue seems to be growing more confusing all the time. I think my comments in my last letter to you on April 2 might help clarify the issue. To reiterate, it must be determined whether or not the filling of a vacated position affects the status of the position to which the officer was previously elected. Once we have determined this, I feel we should incorporate it in with our original proposal.

I hope these thoughts are useful. Let me know if there is anything else you need.

Sincerely,


Timothy R. Gunther
Zoo Director

cc: Charter & Bylaws Committee



MINNESOTA ZOO

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FAX MEMORANDUM

May 8, 1991

Louis R. DiSabato, Chairman
AAZPA Charter and Bylaws Committee
San Antonio Zoo
3909 North St. Mary's Street
San Antonio, TX 78212

Re: **Bylaws Change**

Post-It™ brand fax transmittal memo 7671

of pages ▶ 1

To	Louis DiSabato	From	Kathryn Roberts
Co.		Co.	
Dept.		Phone #	
Fax	(512) 734-7291	Fax #	

Dear Louis,

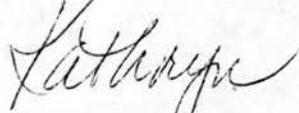
Until this point I have been able to stay out of the fray around changes in the bylaws and terms of officers. However, when I received a copy of Bob Fry's letter I felt compelled to call Steve Wylie and find out what personal desire he was attempting to craft through the bylaws.

After listening to Steve's explanation of the issue, it seems quite simple and clear to me that his recommendation be incorporated into the bylaws. As I understand the issue, Steve's recommendation is simply that if the President-Elect is asked to move up to the President's position in the middle of a term, it should not reduce the full year term for which the person was elected. In other words, the minimum amount of time the President or other officer ought to be able to serve is the year for which the membership elected them to serve.

In theory this means the President-Elect could serve any where up to nearly two years if they were asked to step in shortly after an election. In my opinion, stepping in to serve a partial term should not be a penalty to the elected officer, but rather should be seen as an additional duty to the year they have been elected to serve.

The wording for Article I, Section 4, in your memo of January 3, 1991 should be adequate as long as a provision is made similar to the first section: "These officers shall serve until the next regular election, and may then stand as candidates for regular terms."

Sincerely,



Kathryn R. Roberts
General Director

P.S. The time should come when we discuss if the one year term is adequate time to have impact on the organization.

KRR/gb

cc: Committee Members



Transmit Confirmation Report

No. : 004
Receiver : 512-734-7291-/373784
Transmitter : MN 200
Date : May 08,91 13:16
Time : 00'57
Mode : Fine
Pages : 01
Result : OK

County of Monroe

NEW YORK

SENECA PARK ZOO
2222 St. Paul Street
Rochester, New York 14621-1097

Telephone:
(716) 266-6846
6591



Mr. Louis R. DiSabato, Chairman
AAZPA Charter and Bylaws Committee
c/o San Antonio Zoological Gardens
3903 North St. Mary's St.
San Antonio, TX 78212

April 29, 1991

Ref.: Your FAX dated April 26th regarding Bob Wagner's letter
of April 19, 1991.

Dear Lou:

It is too bad that our committee can not meet and settle this
problem with Section 4. Vacancies once and for all.

I have no problem with Bob's recommended change and that the
Board appoint the Vice President (if this position should become
vacant).

Good Luck.

Thank you.

Sincerely,

A handwritten signature in dark ink, appearing to read "D. Michalowski".

Daniel R. Michalowski
Director

cc. Committee Members ✓



ACCREDITED BY THE AMERICAN ASSOCIATION OF ZOOLOGICAL PARKS AND AQUARIUMS



American Association of Zoological Parks and Aquariums

EXECUTIVE OFFICE AT OGLE

DATE: April 29, 1991

REPLY TO: Louis R. DiSabato, Chairman
Charter and Bylaws Committee
San Antonio Zoo
3903 North St. Mary's Street
San Antonio, TX 78212

Post-It™ brand fax transmittal memo 7671

of pages ▶

To	Louis DiSabato	From	Kathryn Roberts
Co.	San Antonio Zoo	Co.	AAZPA
Dept.		Phone #	(612) 431-9299
Fax #	(512) 734-7291	Fax #	(612) 431-9336

TO: Charter and Bylaws Committee

SUBJECT: Bylaws Change Regarding Vacancies

The attached memo from Bob Wagner is self explanatory. Please know that I have vented a collective frustration (for the committee) upon my nearest employee; therefore, you need not go through the same exercise.

I would appreciate, however, a considered opinion from each of you so that I might compose a response to the board which would be useful.

Awaiting your reply soonest.

LRD:jcl
cc: Attachment

Louis:

If Bob's proposed language is acceptable to the others on the committee, I certainly would not object. It is true that all our discussion over this amendment will probably never be needed in the future. At least Bob's language is simple and not subject to interpretation.

Kathryn R. Roberts



American Association of Zoological Parks and Aquariums

EXECUTIVE OFFICE AT OGLEBAY PARK, WHEELING, WV 26003-1698 (304) 242-2160

DATE: April ²⁹ 28, 1991

REPLY TO: Louis R. DiSabato, Chairman
Charter and Bylaws Committee
San Antonio Zoo
3903 North St. Mary's Street
San Antonio, TX 78212

TO: Charter and Bylaws Committee

SUBJECT: Bylaws Change Regarding Vacancies

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Kathryn R. Roberts



North Carolina Zoological Park Robert L. Fry, Director
 Department of Environment, Health, and Natural Resources
 James G. Martin, Governor William W. Cobey, Jr., Secretary

Steve Wylie - Fy1
Kathryn Robert

May 1, 1991

MEMORANDUM (by FAX)

Louis R. DiSabato, Chairman
 Charter and Bylaws Committee
 San Antonio Zoo
 3903 North St. Mary's Street
 San Antonio, TX 78212

Re: Bylaws Change Regarding Vacancies

Dear Louis:

Won't this subject ever go away.

I suggest that we let our recommendation stand as written.

The recommendation of Bob Wagner does not seem to resolve the question posed.

It seems to me that the personal desires of Steve Wylie regarding service should play no role in crafting a bylaw to stand the test of time.

Sorry, I have no more creative thoughts to offer.

Sincerely,

Bob

Robert L. Fry
 Director

RLF:dr1

✓ cc: Committee Members

Not a personal issue
President elect sets full yr of service

Steve - So there! Kathryn



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American Association of Zoological Parks and Aquariums

EXECUTIVE OFFICE AT OGLEBAY PARK, WHEELING, WV 26003-1698 (304) 242-2160

DATE: April 26, 1991

REPLY TO: Louis R. DiSabato, Chairman
Charter and Bylaws Committee
San Antonio Zoo
3903 North St. Mary's Street
San Antonio, TX 78212

TO: Charter and Bylaws Committee

SUBJECT: Bylaws Change Regarding Vacancies

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Kathryn R. Roberts



American Association of Zoological Parks and Aquariums

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19 April 1991

MEMO TO: LOUIS DISABATO and STEVE WYLIE

FROM: ROBERT WAGNER, EXECUTIVE DIRECTOR *R. Wagner*

SUBJECT: BYLAWS CHANGES

OFFICERS

President

DAVID G. ZUCCONI

President-Elect

STEVE H. TAYLOR

Vice President

STEPHEN R. WYLIE

Immediate Past President

CHARLES H. HOESSLE

Executive Director

ROBERT O. WAGNER

DIRECTORS

TED A. BEATTIE

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CHRISTEN M. WUMMEK, Ph.D.

CLAUDIA E. COLLIER

ROY A. SHEA

R. GREGORY TARRY

WILLIAM P. BRAKER

WILLIAM G. CONWAY

J. STEPHEN McCUSKER

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To be candid, we may have created a tempest in a teapot by trying to address the situation which occurred with Paul Chaffee. Technically, Paul was serving as the elected Vice President when he became disabled. However, he had just been elected to the office of President-Elect; but such election was several months in advance of when his term as President-Elect would have occurred.

Even though the Charter & Bylaws Committee, my staff, and I have put in a good deal of time on this matter, I wonder if we ought not change Section 4, Vacancies, to the verbiage in the original Bylaws. To accomplish this would only require changing one phrase in the current Bylaws, to wit: Article I, Section 4, Vacancies, second paragraph, "In the event of death, permanent disability, resignation or other causes vacating the office of President, the President-Elect shall become President; and the office of President-Elect shall be filled by the Vice President." This would accomplish the same end result as that proposed by the Charter & Bylaws Committee, with the exception that the Vice President would be appointed by the Board, not selected by special election.

Please discuss this matter among yourselves and others and advise me of how you think we should proceed.

ROW/ljb

Copies to: AAZPA Board of Directors
AAZPA Conservation Center
Charles Wilson

SEDGWICK COUNTY ZOO & BOTANICAL GARDEN



April 4, 1991

Louis R. DiSabato
Charter & ByLaws Committee
San Antonio Zoo
3903 North St. Mary's Street
San Antonio TX 78212

Dear Louis:

The concerns mentioned in Claudia's memo would appear to me to have already been addressed fully by the Committee.

First, concerning a Director moving up to fill a vacant officer's position. This cannot happen under our original proposal. They would have to be offered us as a candidate by the Nominating Committee first.

Secondly, regarding the President-Elect taking over three months early, I think that Eric Stephens nailed it on the head stating that the person would have already been elected for the coming year.

I believe the whole question of the President-Elect taking over early is already well-stated in the last sentence of Section 4 of the By-Laws.

Sincerely,

Mark C. Reed
Director

Copy to: Charter & ByLaws Committee Members

5555 ZOO BOULEVARD • WICHITA, KANSAS 67212 • AREA CODE 316 942-2213



April 2, 1991

Louis R. DiSabato, Director
San Antonio Zoo
3903 N. St. Mary's St.
San Antonio, TX 78212

Dear Louis,

After reviewing the correspondence and proposed language for Article I, Section 4, I agree with you as to wondering how much the Board wants. Unfortunately, I don't see any further efforts necessary based on Claudia's further report item from the Board that Article X covers interpretation by the Board as the absolute authority.

I believe Bill Conway's cover memo (dated 11 March 1991) is attempting to clarify that the Board's original action only mandated ISIS for certain species (i.e. not mandated ISIS for everyone). Unfortunately, it appears that every zoo/aquarium probably has one of the "certain species", therefore your facility must join and pay the full dues, even if you only submit a few records. The issue is moot, or is it? The question remains: Can you be an AAZPA accredited institution and not be a member of ISIS?

I would like to recommend that the committee formally make a motion to the Board that Article V.6 be amended, changing "may" to "are" as originally recommended by Eric Stephens. A formal motion out of committee does not require a second, but does require a formal response by the Board. Our committee report only suggested the change and the Board basically ignored it. I believe our committee has a responsibility to formally propose the change. If the Board persists that "Article X covered Board interpretation of the bylaws and reserved the right to make general decisions regarding what actions were appropriate to put before the membership", then for what purpose was Article V.6 written and what purpose is our committee?

Please feel free to contact me if I can be of additional assistance.

Sincerely,

Charles G. Wilson
Director



cc: Committee Members
Printed on recycled paper

Memphis Zoo & Aquarium

2000 Galloway

Memphis, Tennessee 38112

(901) 726-4787

FAX 725-9305



City of Memphis
Richard C. Hackett—Mayor



Memphis Park Commission
Bob Brame—Director



Memphis Zoo & Aquarium
Charles G. Wilson—Director

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COUNTY OF BERGEN
DEPARTMENT OF PARKS • DIVISION OF PARKS AND RECREATION
BERGEN COUNTY ZOOLOGICAL PARK
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(201) 262-3771 • FAX (201) 646-2689

William P. Schuber
County Executive

Wolfgang Albrecht, Jr.
Department Director
Timothy Gunther
Zoological Park Director

April 2, 1991

Louis R. DiSabato, Chairman
AAZPA Charter & Bylaws Committee
San Antonio Zoo
3903 North St. Mary's Street
San Antonio, TX 78212

Dear Louis:

With reference to Claudia's memo, I offer the following thoughts.

First, the issue that a Director might fill an officer vacancy was not allowed in the suggested changes we previously offered, and therefore should not be an item needing further attention.

Secondly, I think the Board's confusion regarding our new wording for Article I, Section 4 stems from the fact that no time constraints exist with regard to the filling of unexpired terms. If the presidency is vacated one week prior to the end of its term, I think everyone agrees that our proposed wording is quite adequate. The President-elect fills in for the remaining week and then assumes the office of President for a full term. If, however, the presidency becomes vacant only one week into its term then the President-elect must fill that office for nearly a year and the Vice-President will fill the position of President-elect for that same time period. At the end of this term does the President (original President-elect) continue to serve another year or does the current President-elect (original V-Pres.) now assume that office?

As a result, I think the area in need of clarification is that when you fill a vacancy for an unexpired term, do you relinquish your previous position regardless of when it occurred during your term of office? If so, then a President-elect filling the unexpired term of President would have to step down at the end of the term, even if that vacancy existed for as little as a matter of days. If this is not to be the case, then I don't believe our wording is adequate. If this is the case, then perhaps we could add something that clarifies the point.

Finally, the issue regarding actions with a major financial impact



on institutions is going to require careful wording. What constitutes "major impact"? How many of those that have only a "minor impact" can the Board impose before they add up to a "major"? After all, ten \$100 fees have the same financial impact as one \$1000 fee, however those "minor" impositions might be approved without our input.

I hope my thoughts and explanations are clear. Please let me know if you need anything further.

Sincerely,



Timothy R. Gunther
Zoo Director

TRG/mk

cc: Charter & Bylaws Committee

MINNESOTA ZOO

Strengthening The Bond Between People and The Living Earth.

Minnesota Zoo • Apple Valley, Minnesota • 55124 • 612/431-9200

FAX MEMORANDUM

DATE: April 1, 1991

TO: Louis R. DiSabato, Chair
AAZPA Charter & Bylaws Committee

FROM: Kathryn R. Roberts, Minnesota Zoo Director &
Member of Charter & Bylaws Committee *Kathryn R. Roberts*

RE: **COMMITTEE RECOMMENDED BYLAWS CHANGE**

Per your memo of March 26th, I agree that if the President-Elect assumes the office of President early due to the death/resignation of the President, he/she would also stand for election for a regular term. Regarding the filling of other vacancies, I reiterate my support for the language proposed in your January 3, 1991 memo to the Board (attached).

If a director is appointed to fill an officer vacancy other than President, I would assume that person would serve the unexpired term and then stand for election. As a matter of practicality, I cannot recall a time when the single candidate proposed for an office was not elected!

In summary, I recommend including the language as stated in the attached. If I have misunderstood your question, give me a call at (612) 431-9333 and I can rewrite my response.

KRR/gb

cc: Charter & Bylaws Committee Members
Claudia Collier, AAZPA Board Liaison





American Association of Zoological Parks and Aquariums

EXECUTIVE OFFICE AT OCEANVIEW, WASHINGTON, D.C. 20037 (301) 242-1100

DATE: January 3, 1991

REPLY TO: Louis R. DiSabato, Chairman
Charter & Bylaws Committee
San Antonio Zoo
3903 North St. Mary's Street
San Antonio, TX 78212

TO: President Zucconi and Members of the Board
of Directors

SUBJECT: Suggested Changes to Bylaws

The Charter and Bylaws Committee offers the following suggestion for change to Article I, Section 4 of the Bylaws.

New Verbiage to be: "A vacancy in a directorship shall be filled by appointment by the Board of Directors or by special election as determined by the Board of Directors. Persons filling such vacancies must meet all qualifications that would be necessary for election by the membership. Appointees and special electees shall serve only until the next regular election, but may stand as candidates for regular terms."

"In the event of death, permanent disability, resignation or other causes vacating the office of President, the President-Elect shall become President.

"In the event of death, permanent disability, resignation or other causes vacating the office of President-Elect, the Vice-President shall become President-Elect, and the office of Vice-President shall be filled by a special election as soon as candidates have been offered by the Nominating Committee.

"In the event of death, permanent disability, resignation or other causes vacating the office of Vice-President, the office shall be filled by a special election as soon as candidates have been offered by the Nominating Committee."



North Carolina Zoological Park Robert L. Fry, Director
Department of Environment, Health, and Natural Resources
James G. Martin, Governor William W. Cobey, Jr., Secretary

April 1, 1991

Mr. Louis R. Disabato, Chairman
Charter & Bylaws Committee
San Antonio Zoo
3903 N. St. Mary's Street
San Antonio, TX 78212

Re: Committee Response to Board Response
to Committee Recommendation
Your Memo of 26 March '91

Dear Louis:

It seems to me the Board is making this uncommonly complicated.

The language we presented is clear and complete and addresses succession in each case. Obviously, if president and president-elect ascend to fill vacancies, they give up their previous post which is filled by special election in the case of vice-president or appointment pending regular election in the case of director. There would be no vacancies to which a succeeding director could revert so as to complete a previously elected term.

Concerning the questions in Claudia Collier's memo:

There is no provision for a director to move up to fill an officer's vacancy. The only officer vacancy not filled by succession is vice-president and this position is to be filled by special election.

Concerning officers succeeding to a higher position, i.e., president-elect assuming position of President, there does seem to be some ambiguity as to when they must stand for election next.

This could be clarified by modifying the language of Article I, Section 1, second paragraph:

first sentence, following the word ELECTION add the phrase: or succession to a vacancy.

In that way, the successor would only have to stand for re-election if he succeeded to a higher position more than six months before the next annual business meeting.

Continued



An Accredited Institution of The American Association of Zoological Parks and Aquariums
Route 4, Box 83, Asheboro, North Carolina 27203 Telephone (919) 879-7000 Fax (919) 879-2891

An Equal Opportunity Affirmative Action Employer

Mr. Louis R. Disabato
Page 2
April 1, 1991

In the case of the question posed by Claudia, "...if the president-elect were to take over for the president in the last three months of the term...?" With this change the individual would continue to serve through the next annual business meeting until the following annual business meeting or until successors are elected, whichever is later.

I'm not sure just how far we have to go in spelling this out. They could have solved this problem in the same manner they resolved our recommendation concerning Section V, Article 6, by invoking Article X.

Nevertheless, if they need a bylaws change, the above is my suggested remedy.

Best wishes,

A handwritten signature in cursive script, appearing to read "R. L. Fry", written over a horizontal line.

Robert L. Fry
Director

RLF:dr1

cc: Charter & Bylaws Committee

County of Monroe

NEW YORK

SENECA PARK ZOO
2222 St. Paul Street
Rochester, New York 14621-1097

Telephone:
(716) 266-6846

6591



Mr. Louis R. DiSabato, Chairman
AAZPA Charter & Bylaws Committee
c/o San Antonio Zoo
3903 North St. Mary's St.
San Antonio, TX 78212

March 29, 1991

Dear Lou:

In response to -

1. Your memo dated 3/18/91: The final conclusions of the Board that AAZPA members' mandatory participation in ISIS for Endangered, CITES I, Studbook, and SSP species and all marine mammals was rescinded until voting member ratification solves the immediate problem of ISIS. The problem remains, however, with the need for clear guidelines in Article V. 6. as to what actions require membership vs Board ratification. This need was clearly made to us by the memo from Bill Braker dated 1/14/91. My suggestion towards resolving the issue/s regarding this problem would be to allow open discussion on the subject at our committee meeting in San Diego. If September is too far away, then I would support the wording of your memo dated 12/4/90 to the President and Members of the Board of Directors - last paragraph. This is substituting the word "are" for "may be".

2. Your FAX memo dated 3/26/91: I believe your FAX memo dated 1/3/91 regarding Article I, 4. had our committees' total agreement. As to length of time - if the chairs/positions move/are filled for reason given in the article/section; I would then purpose that the person filling a new position would do so for the remaining term.



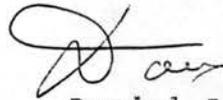
ACCREDITED BY THE AMERICAN ASSOCIATION OF ZOOLOGICAL PARKS AND AQUARIUMS

Page 2.

Then that person would be placed on the ballot for election to that position he/she is filling when election comes due.

Thank you.

Sincerely,

A handwritten signature in dark ink, appearing to read 'D. Michalowski', written in a cursive style.

Daniel R. Michalowski
Director

cc. Committee Members

SUNSET ZOOLOGICAL PARK



"The Zoo for All Seasons"

March 28, 1991

Mr. Louis R. DiSabato
Director
San Antonio Zoological Gardens & Aquarium
3903 North St. Mary's Street
San Antonio, TX 78212

Dear Louis:

In response to your memo and enclosure from Claudia Collier, I too am bewildered by the Board's request for clarification.

The recommendation offered by the Charter & Bylaws Committee seemed to accurately address the charge of the Board.

In response to Claudia's question regarding the President-elect taking over for the President, my opinion is that the President-elect would finish the term and stand for his or her own term since he or she were already President-elect.

In the case of a director being appointed to fill an officer vacancy, I believe that this person would fill the unexpired term and then stand for election. It seems apparent that any director appointed to fill an officer vacancy would be selected based on experience, term of service and ability, which would probably eliminate any newly appointed directors from assuming such duties.

My overall opinion remains the same as my letter of September 7, 1990. I hope I am on the right track. Please contact me, if you wish clarification or further comment.

Sincerely,

Donald W. Wixom
Director
Sunset Zoological Park

DWW/tlh
Enclosure

cc: Charter & Bylaws Committee



An Accredited Institution



Species Survival Plan

SUNSET ZOOLOGICAL PARK



"The Zoo for All Seasons"

September 7, 1990

Mr. Louis R. DiSabato
Director
San Antonio Zoological Gardens & Aquarium
3903 North St. Mary's Street
San Antonio, TX 78212

Dear Louie:

Thank you for your recent memo regarding our committee assignment from the board of directors.

In regard to the issues at hand, I offer the following opinions. On issue number one, perhaps our proposed amendment should allow for a "natural" progression to take place, with the Vice-President moving directly to the President-elect position and the election of a new Vice-President from either the remaining slate of candidates or perhaps a new slate prepared by the nominating committee.

The possible flaw with this is that perhaps the remaining candidate(s) had only received a small percentage of votes in the original VP election, thus representing only a minority of our memberships support. This is why we may wish to have the nominating committee submit a completely new slate of candidates.

Personally, I believe that it should not be optional for the elected VP to refuse to move up to President-elect unless there are extremely extenuating circumstances.

On the second issue, I am in agreement with you that the definition of "zoo" will be debated forever. We do, however, need to differentiate between entertainment facilities and recognized institutions.

I look forward to our meeting and discussion in Indianapolis.

Sincerely,

Donald W. Wixom
Director
Sunset Zoological Park



DWW/tlh

An Accredited Institution



Species Survival Plan

March 27, 1991



Louis R. DeSabato, Chairman
Charter & Bylaws Committee
San Antonio Zoo
3903 North St. Mary's Street
San Antonio, TX 78212

Dear Louis:

Pretty confusing correspondence from Claudia, but I'll attempt to answer the questions.

The first item she brings up is the possibility of a director moving up to fill a vacant officer position. The way we have proposed the change would not allow for this to happen but that director could be offered as a candidate by the Nominating Committee.

The second item; regarding the President-Elect taking over in the last three months of the term seems obvious to me that the election for the coming year would already have taken place and a President-Elect would already have been elected for the coming year. This basically means that yes, the person would have to stand for election and in the example stated, already would have. If appropriate wording is needed or requested, the last sentence of Paragraph 1 in Section 4 of Article 1 is perfect.

As far as the statement about approval of ISIS dues by the Board, what if ISIS says no, that they make their own dues structure and we have to live with that? There is no competitor, and we may not have a recourse if this is their position. Cetacean records should be submitted if for no other reason but that we could be accused of attempting to cover up our marine mammal collections if we don't submit records through our own organization. If people or animal rights groups want to know badly enough, they can always get the information they want through the Freedom of Information Act.

12400 S.W. 152 Street
Miami, Florida 33177
Telephone (305) 251-0401

Louis R. DeSabato

Page 2

March 27, 1991

Since there still seems to be an agreement within the Board that mandatory participation in ISIS will be a reality (although they have agreed at this point to put it up for a vote) and since it appears that they have rejected our proposed change to Article V, I would like to volunteer and express my desire to work with the committee to be established which will review the issue and recommend an action to the Board.

Perhaps the best way to clarify what does or does not need membership ratification can be included in an expanded Article X.

Let me know if I've addressed everything you wanted (or maybe more than you wanted) and if you have any questions or comments.

Sincerely yours,



Eric J. Stephens
Business Manager

ES/et

cc: R. L. Yokel
Charter & Bylaws Committee



American Association of Zoological Parks and Aquariums

EXECUTIVE OFFICE AT OGLEBAY PARK, WHEELING, WV 26003-1698 (304) 242-2160

DATE: March 26, 1991

REPLY TO: Charter & Bylaws Committee

From: Louis R. DiSabato *LRD*

Subject: Board Response to Committee Recommendation

The attached memo from Claudia Collier, Board Liaison for this committee, offers the response from the Board to our Committee.

I would appreciate a response from each of you regarding Article 1 Section 4, which the Board feels needs clarification from us.

As I read Claudia's memo, I can't help but wonder how much the Board wants us to do in this article. I feel that our suggested change covers our charge from the Board. If the President died/had to resign, it would be logical to assume that the Board would have to expect the succession of chairs to occur as we suggest, only a bit early. I therefore would assume that if the President took office early, he/she would also fill a full term thereafter. Do we feel that this should be stated in the Bylaws? Your input please.

LRD/amm

LRD - Will you write a note had to say King's early term & does not need another elect - & put in the By-laws to avoid later questions by the not-makers of detail -



American Association of Zoological Parks and Aquariums

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MEMORANDUM

RECEIVED MAR 25 1991

DATE: March 18, 1991

TO: Louis DiSabato, Chairman
Charter & Bylaws Committee

FROM: Claudia Collier *C.*

SUBJECT: Suggested Changes to Bylaws

OFFICERS

President
DAVID G. ZUCCONI

President-Elect
STEVE H. TAYLOR

Vice President
STEPHEN R. WYLIE

Immediate Past President
CHARLES H. HOESSLE

Executive Director
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ROY A. SHEA

R. GREGORY TARRY

WILLIAM P. BRAKER

WILLIAM G. CONWAY

J. STEPHEN McCUSKER

During the recent Board of Directors meeting in Greensboro, North Carolina, the board reviewed the changes to the AAZPA Bylaws your committee proposed in your mid-year report. The board has asked me to thank you for the hard and thoughtful work you and your committee did during the past six months. The board took the following action:

Approved the change in the Bylaws to Article VI, Section 2 as recommended by your committee.

There were questions regarding Article I, Section 4, and the Board is referring this item back to your committee for clarification. There was a concern regarding the possibility of a director moving up to fill an officer vacancy. Would this person then continue to follow the normal succession to which he/she was elected? For example, if the President elect were to take over for the President in the last three months of the term, would he/she automatically continue to serve his regular term as well? Or would this officer have to stand for election?

This board felt that Article X covered board interpretation of the bylaws and reserved the right to make general decisions regarding what actions were appropriate to put before the general membership. However, we also felt that any item that had a major financial impact on institutional members, other than dues, would be offered to the membership for a vote.

Finally, the board voted that their "1990 actions requiring mandatory participation in ISIS for certain species be rescinded and, further, that a new motion to similar effect require mandatory participation in ISIS so long as the AAZPA Board approves ISIS fees insofar as they apply to AAZPA members, that we defer mandatory ISIS participation until such time as this approval has been given and that the Board or its representatives specifically address with ISIS the revision of fees for aquariums and defer mandatory ISIS participation for cetacean records until the Board's next meeting, concurrently appointing a committee to review the concerns of institutions which object to the new ISIS fees and make recommendations to the Board; but in the meantime, when ISIS participation becomes mandatory that the submission of cetacean records be to the extent required by federal regulations and, finally, that the Board seek voting member ratification of this revised resolution.

Again the board wishes to express their gratitude to you and your committee for your work on this matter.

If you have any questions regarding these items, feel free to give me a call.

cc: Bob Wagner
Board of Directors



American Association of Zoological Parks and Aquariums

EXECUTIVE OFFICE AT OGLEBAY PARK, WHEELING, WV 26003-1698 (304) 242-2160

DATE: March 18, 1991
REPLY TO: Louis R. DiSabato, Chairman
Charter & Bylaws Committee
San Antonio Zoo
3903 North St. Mary's Street
San Antonio, TX 78212
TO: AAZPA Charter & Bylaws Committee
SUBJECT: Committee report to mid year Board meeting.

Following the AAZPA mid year Board meetings in Ashboro N.C. I received the enclosed memo from Bill Conway concerning the "ISIS problem". The memo cover letter explains Bill's comments (or does it?)

I do feel that Bill succeeded in separating the issues and also succeeded in presenting the committee's concern on this issue (see pg. 1-A 1).

I will leave each of you to read his very thoughtful comments and deductions.

Bob Fry who so gallantly stood in for me and the committee at the meetings called to say that the Board has not to his knowledge, accepted our recommendations, but let's wait to hear from President Dave Zucconi on Bob Wagner.

I would be pleased to hear from any of the committee in response to the enclosed.

LRD/amm

*I am now
completely lost with
this issue*

NEW YORK ZOOLOGICAL SOCIETY

OFFICE OF THE GENERAL DIRECTOR

March 11, 1991



RECEIVED MAR 15 1991

Mr. Louis DiSabato
San Antonio Zoological Garden
3903 North St. Mary Street
San Antonio, Texas

Dear Louis:

Here is a copy of the final memo I presented to the AAZPA Board on the ISIS problem. In essence, the Board adopted the memo's concluding recommendations, including taking the question of mandatory ISIS participation to the membership for ratification. Many thanks for your help. Several members of the Charter and ByLaws Committee may be confused about the nature of the Board's original action, which referred to ISIS participation for certain species. Perhaps you could clarify the matter or circulate this note and my memo.

All best,

A handwritten signature in cursive script that reads "Bill", with a horizontal line underneath.

William Conway

(Enc.)

American Association of Zoological Parks and Aquariums

MEMORANDUM

Date: March 6, 1991

To: AAZPA Board of Directors
From: William Conway
Subject: **ISIS PARTICIPATION AND FEES**

The issues in brief:

1. At its 1990 mid-winter meeting, **the AAZPA Board voted to make participation in ISIS mandatory for some species.** ISIS was in a transitional stage and implementation did not take place until after the St.Louis meeting in August when the Board took further action.
2. At nearly the same time, **the ISIS Board changed the institutional ISIS fee structure from one based upon: a. number of animal records entered; b. 0.1% of an institution's AOP and c. plus a fee minimum of \$100/participant to one based upon zoo/aquarium attendance.**
3. Subsequently, several AAZPA institutions protested one or both of these actions (ISIS has received 19 letters, AAZPA has received several complaints) and the Charter and By-Laws Committee has questioned the AAZPA Board's action.

The AAZPA Board seeks to review its action and redress any inequities or improprieties that have become evident in the new policy.

The most troublesome issues are developed below and options presented for the Board's consideration:

- A. **Did the Board act within its powers in making ISIS participation mandatory?**
 1. The Charter and By-Laws Committee believes that the Board acted incorrectly and will make recommendations to resolve ambiguities that they see in the By-Laws.

Resolution of this question is not within my writ, nor does it resolve underlying concerns. Just as important is:

B. **Was the Board's action in making ISIS mandatory consistent with the expressed policies and directions of the AAZPA, the intent of its membership and relevant past actions of the Association?**

1. **Yes.** There is no doubt that mandated participation by AAZPA institutions in the ISIS record system is consistent with the most fundamental objectives of the Association. Conservation is the oft-expressed "highest priority of the AAZPA" and full participation in ISIS is necessary to fulfill the obligations of that priority. The Board's action is consistent with the Association's commitment to the highest quality of animal care, the obligatory record programs of such care and the propagation and long-term conservation of wild species represented by the SSP (But see * below).

The Board's action was consistent with and pursuant to Article IV of the Charter and ByLaws (objects of the corporation), with the thrust of such basic AAZPA programs as the Accreditation Program (where importance of ISIS participation is such as to be nearly mandatory) and the Code of Ethics (which were separately approved by the membership) and also with the tenets of the Long Range Plan.

2. **No.** Nevertheless, the Board erred in mandating participation in a program whose fee structure was not inherently subject to approval and regular review by the Board. In so acting, the Board failed to protect Institutional Members against the possibility of inequitable or unreasonable ISIS fees and assessments. **Thus the problem seems one of fees, more than mandatory participation for certain species in ISIS.**

*Notwithstanding the necessity of ISIS-type records, programs and the analyses they make possible to responsible long-term animal care and propagation, some aquarium officials are against entering their marine mammal data in ISIS. They believe that:

- a. Such biological information should be treated as proprietary.
- b. Current aquarium record requirements and practices are adequate for care and management.
- c. Placement of their records in ISIS would subject them to unreasonable harassment from ill-informed animal rights activists.

C. **Was the Board's action equitable to AAZPA institutional members?**

1. **No.** While the Board's action was equitable in itself, the ISIS attendance-based fee scale, which Board action had the effect of endorsing, proved inequitable upon application:
 - a. Small collections with high attendance experienced disproportionate increases in ISIS fees, now mandated by AAZPA.
 - b. Aquarium collections for which ISIS is not yet able to provide broad services were faced with higher fees disproportionate to benefit.

D. **Have any ameliorating actions taken place since Indianapolis?**

1. **Yes.** ISIS has revised its fee basis to a maximum rate of 0.1% of annual budget (80% of AAZPA's charge) thereby responding to the plight of small collections with high attendance.
2. **Yes.** ISIS has revised its aquarium fee structure so that even large aquariums can now participate at \$500/annum.

E. **OPTIONS. To let its 1990 action stand would be unresponsive to legitimate concerns. The Board's resolution requires amendment or replacement. Several of the following mutually dependent actions might be considered:**

1. Revise the Board's ISIS participation resolution by requiring **mandatory participation only so long as AAZPA's Board approves ISIS fees** insofar as they apply to AAZPA member institutions—and incorporate this understanding within a new resolution. (The Board failed to review these fees properly at its first opportunity in Indianapolis).
2. Defer mandatory ISIS participation until such time as this approval has been given.
3. Specifically address, with ISIS, the revision of fees for aquariums which do not receive services, in most instances, consistent with those accorded zoos. (This revision may already have been satisfactorily implemented).
4. Further defer mandatory ISIS participation for cetacean records until the Board's next meeting, requiring the

listing of cetaceans in ISIS in the meantime at least at the level of reporting required by federal regulations.

Concurrently, appoint a committee to review the concerns of institutions which object to entering marine mammals (specifically cetaceans) into ISIS and to make recommendations to the Board.

It is unclear why ISIS participation would subject aquariums to any more harassment than current federal reporting requirements whose records are available to the public—unless aquariums are not reporting accurately, e.g. ignoring animals captured or born until after a lengthy accession period. It is unlikely that many aquarists are familiar with the genetic and demographic management, master-planning, SSP collaboration and basic research underlying long-term mammal propagation programs and the critical importance of ISIS to them. This may require special discussion and explanation.

5. Refer all or part of the ISIS question to the membership or, alternatively, seek member ratification of a revised resolution.

I thank Bill Braker, Louis DiSabato, Nate Flesness, Jerry Lentz, George Rabb, Bob Wagner, Charles Wilson, Steve Wylie and Dave Zucconi for helpful discussions and suggestions. This report is not representative of any single point of view—including mine.



American Association of Zoological Parks and Aquariums

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RECEIVED MAR 10 1991

OFFICERS

15 March 1991

President
DAVID G. ZUCCONI

President-Elect
STEVE H. TAYLOR

Vice President
STEPHEN R. WYLIE

Immediate Past President
CHARLES H. HOESSLE

Executive Director
ROBERT O. WAGNER

Dear Colleague:

Enclosed is a synopsis of some of the items addressed by the AAZPA Board of Directors during its recent meeting in Greensboro, North Carolina, which have a direct impact upon our members.

A similar report will be published in the April edition of COMMUNIQUE and in a later edition as part of the condensed Board of Directors' Meeting minutes.

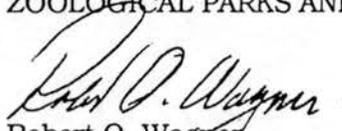
Because of the importance of these issues, we wanted to get the information to you in as timely a fashion as possible. If you have any questions, feel free to contact any member of the Board of Directors. We ask that you share this information with members of your staff.

DIRECTORS

Most sincerely,

TED A. BEATTIE
DENNIS A. MERITT, JR., Ph.D.
CHRISTEN M. WEMMER, Ph.D.
CLAUDIA E. COLLIER
ROY A. SHEA
R. GREGORY TARRY
WILLIAM P. BRAKER
WILLIAM G. CONWAY
J. STEPHEN McCUSKER

AMERICAN ASSOCIATION OF
ZOOLOGICAL PARKS AND AQUARIUMS


Robert O. Wagner
Executive Director

ROW/ljb

Enclosure

Copies to: AAZPA Board of Directors
AAZPA Conservation Center

Committee Members.

Note - This arrived just as this mailing
was being sent to you.

Loise

MANDATORY ISIS PARTICIPATION

During its meeting in Greensboro, North Carolina, the Board unanimously voted that its 1990 actions requiring AAZPA members' mandatory participation in ISIS for Endangered, CITES I, Stud-book, and SSP species and all marine mammals be rescinded. There was a new motion requiring mandatory participation in ISIS, with the caveat that there must be AAZPA Board approval of ISIS fees as they apply to AAZPA members. It was further moved that the Board would defer mandatory ISIS participation until such time as approval of ISIS fees has been given and the Board or its representatives have specifically addressed with ISIS the revision of fees for aquariums and the concerns of institutions which objected to the new ISIS fees. Mandatory ISIS participation for cetacean records was deferred until the Board's next meeting. When ISIS participation becomes mandatory, the inclusion of cetacean records will only be to the extent required by federal regulations. AAZPA President David Zucconi is presently appointing a committee to study these matters and to make recommendations to the Board of Directors. Voting member ratification of these revisions will be sought.

HONORS & AWARDS

The Board of Directors unanimously supported the recommendation of the Honors & Awards Committee to discontinue the Silver and Gold Propagator's Certificate program. The committee will continue to process the nominations for propagator's certificates which were received on or before 9 March 1991. The committee continues to study the development of an Honors & Awards program for those involved in science and research projects in AAZPA member institutions. Additionally, the committee strongly encourages more participation in the Honors & Awards program by medium and smaller AAZPA institutions.

AAZPA DELEGATION TO CITES

The next meeting of the Parties to the Convention on International Trade in Endangered Species of Wild Fauna and Flora (CITES) will be held in Japan. Several member institutions send staff members to CITES, and those persons participate as a part of the AAZPA delegation. Because of the wide variety of matters addressed at CITES meetings, the AAZPA needs more volunteers to participate as part of its delegation. The AAZPA Board of Directors is prepared to provide some financial assistance to those persons interested in participating in those cases when their institutions cannot provide all of the necessary funds. For more information, contact Kris Vehrs, AAZPA's Government Affairs Officer at (301) 907-7777.

RALSTON PURINA BIG CAT SURVIVAL FUND

During its first meeting since Ralston Purina provided AAZPA the \$200,000 donation, the Board determined that the funds would be available for projects/programs involving felids. Those wishing to submit applications must apply for those funds through the CEF grant guidelines which were published in the November 1990 edition of COMMUNIQUÉ, pages 17-18. For more details, contact Dr. Michael Hutchins, AAZPA's Director of Conservation and Science at (301) 907-7777.

REGISTERED ANIMAL SUPPLIER CLASSIFICATION

The Board voted to continue the moratorium on the processing of membership applications for the Registered Animal Supplier classification.

GIANT PANDA MORATORIUM

The Board voted unanimously to continue the moratorium restricting its members' participation in the importation of giant pandas.



American Association of Zoological Parks and Aquariums

EXECUTIVE OFFICE AT OGLEBAY PARK, WHEELING, WV 26003-1698 (304) 242-2160

DATE: March 4, 1991

REPLY TO: Louis R. DiSabato, Chairman
Charter & Bylaws Committee
San Antonio Zoo
3903 North St. Mary's Street
San Antonio, TX 78212

hate - Fry
DiSabato

TO: Charter and Bylaws Committee

SUBJECT: Proposed Bylaws Changes

I have received this memo from Bill Conway which quite effectively outlines some of the problems which face the board with regard to ISIS mandatory participation in the directive laid out at the last mid-year board meeting. Conway will present this to the board for their consideration in North Carolina.

Bob Fry who, of course, is hosting the meeting, has agreed to represent the Charter & Bylaws Committee at the board meetings since I cannot be in attendance.

Please forward any response to Conway, Fry and the chairman with a copy to me, as well.

LRD:jcl

Charter & Bylaws Committee Members:

Charles Wilson, Robert Fry, Eric Stephens, Mark Reed, Timothy Gunther, Kathryn Roberts, Dan Michalowski, Don Wixom

American Association of Zoological Parks and Aquariums

(DRAFT ONLY)

MEMORANDUM

Date: Thursday, February 28, 1991

To: AAZPA Board of Directors
From: William Conway
Subject: **ISIS PARTICIPATION AND FEES**

The issues in brief:

1. At its 1990 mid-winter meeting, **the AAZPA Board voted to make participation in ISIS mandatory for some species.** ISIS was in a transitional stage and implementation did not take place until after the St.Louis meeting in August when the Board took further action.
2. At nearly the same time, **the ISIS Board changed the institutional ISIS fee structure from one based upon number of animal records entered to one based upon zoo/aquarium attendance.**
3. Subsequently, several AAZPA institutions protested one or both of these actions (ISIS has received 19 letters, AAZPA has received several complaints) and the Charter and By-Laws Committee has questioned the AAZPA Board's action.

The AAZPA Board seeks to review its action and redress any inequities or improprieties that have become evident in the new policy.

The most troublesome issues are developed below and options presented for the Board's consideration:

A. Should participation in ISIS be mandatory and did the Board act within its powers in making it mandatory?

1. Under the Charter and By-Laws, the Board appears to have acted within its responsibilities. However, resolution of this "legality" question is not within my writ, nor does it resolve the "Should" part of the question or underlying member concerns. Just as important is:

B. Was the Board's action consistent with the expressed policies and directions of the AAZPA, the intent of its membership and relevant past actions of the Association?

1. Yes. There is no doubt that mandated participation by AAZPA institutions in the ISIS record system is consistent with the most fundamental objectives of the Association. Conservation is the oft-expressed "highest priority of the AAZPA" and full participation in ISIS is necessary to fulfill the obligations of that priority. The Board's action is consistent with the Association's commitment to the highest quality of animal care, the obligatory record programs of such care and the propagation and long-term conservation of wild species represented by the SSP (But see ① below).

The Board's action was consistent with and pursuant to Article IV of the Charter and ByLaws (objects of the corporation), with the thrust of such basic AAZPA programs as the Accreditation Program (where importance of ISIS participation is such as to be nearly mandatory) and the Code of Ethics (which were separately approved by the membership) and also with the tenets of the Long Range Plan.

2. No. Nevertheless, the Board erred in mandating participation in a program whose fee structure was not fully subject to approval and regular review by the Board (and which in fact was changed by ISIS after the Board action). In so acting, the Board failed to protect Institutional Members against the possibility of inequitable or unreasonable ISIS fees and assessments.

① Notwithstanding the necessity of ISIS-type records, programs and the analyses they make possible to responsible long-term animal care and propagation, some aquarium officials are against entering their marine mammal data in ISIS. They believe that:

- a. Such biological information should be treated as proprietary.
- b. Current aquarium record requirements and practices are adequate for care and management.

c. Placement of their records in ISIS would subject them to unreasonable harassment from ill-informed animal rights activists.

C. Was the Board's action equitable to AAZPA institutional members?

1. **No.** While the Board's action was equitable in itself, the ISIS attendance-based fee scale, which Board action had the effect of endorsing, proved inequitable upon application:
 - a. Small collections with high attendance experienced disproportionate increases in ISIS fees, now mandated by AAZPA.
 - b. Aquarium collections for which ISIS is not yet able to provide broad services were faced with higher fees disproportionate to benefit.

D. Have any ameliorating actions taken place since Indianapolis?

1. **Yes.** ISIS has revised its fee basis to a maximum rate of 0.1% of annual budget (80% of AAZPA's charge) thereby responding to the plight of small collections with high attendance.
2. **Yes.** ISIS has revised its aquarium fee structure so that even large aquariums can now participate at \$500/annum.

E. OPTIONS. To let its 1990 action stand would be unresponsive to legitimate concerns. The Board's resolution requires amendment or replacement. Several of the following options might be considered:

1. Revise the Board's ISIS participation action by requiring **mandatory participation only so long as AAZPA's Board approves ISIS fees** insofar as they apply to AAZPA member institutions—and incorporate this understanding within a new resolution.
2. Defer mandatory ISIS participation until such time as this approval has been given.
3. Specifically address, with ISIS, the revision of fees for aquariums which do not receive services, in most instances, consistent with those accorded zoos. (This revision may already have been satisfactorily implemented).

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4. Further defer mandatory ISIS participation for cetacean records until the Board's next meeting, requiring the listing of cetaceans in ISIS in the meantime at least at the level of reporting required by federal regulations.

Concurrently, appoint a committee to review the concerns of institutions which object to entering marine mammals (specifically cetaceans) into ISIS and to make recommendations to the Board.

It is unclear why ISIS participation would subject aquariums to any more harassment than current federal reporting requirements whose records are available to the public—unless aquariums are not reporting accurately, e.g. ignoring animals captured or born until after a lengthy accession period. It is unlikely that many aquarists are familiar with the genetic and demographic management, master-planning, SSP collaboration and basic research underlying long-term mammal propagation programs and the critical importance of ISIS to them. This may require special discussion and explanation.

5. Refer all or part of the ISIS question to the membership.

I thank Bill Braker, Louis DiSabato, Nate Flesness, Jerry Lentz, George Rabb, Bob Wagner, Charles Wilson, Steve Wylie and Dave Zucconi for helpful discussions and suggestions. This report is not representative of any single point of view—including mine.

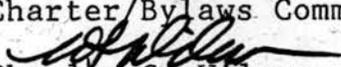
Copies of this draft have been FAXED to all those who helped, and to Bob Fry who will represent C&B at the Board Meeting, in order to solicit further corrections and suggestions. **Please call me at (212) 220-5100.**



MEMPHIS ZOO

TO: Louis DiSabato, Chairman
Charter/Bylaws Committee

DATE: February 28, 1991

FROM: 
Charles G. Wilson, Vice Chairman
Charter/Bylaws Committee

After reviewing all the committee members' comments again, as well as comments from the Board members and Bob Wagner, I would like to make the following observations:

1. The committee comments appear unanimous that the Board's action regarding mandatory ISIS participation was done without proper consideration for the members as a whole, in accordance with the committee's interpretation of Article V. 6. Support by committee is apparent to recommend amending.
2. The committee comments appear unanimous regarding the proposed amendments to Article I. 4, and consensus appears to be in favor of amending Article VI. 2.

Several things have become apparent to me since I spoke with Bill Conway today. I should also like to note that I appreciate very much the comments of 13 February 1991 by Bob Wagner, but I strongly disagree with his statement (next to last paragraph) that "the major thrust of all this is the question of mandating participation in ISIS...." There are two major questions:

1. Did the Board act incorrectly in passing this action without seeking membership ratification? The committee feels "yes". I now would recommend the Board instruct our committee to prepare amendment language which would clarify Article V. 6 in its entirety so that the Board in the future would have clear guidelines in determining what actions require membership ratification. Operant word being ratification (not simply approval) and the need to clarify the difference, if any, between a resolution and an action.



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City of Memphis
Richard C. Hackett—Mayor



Memphis Park Commission
Bob Brame—Director



Memphis Zoo & Aquarium
Charles G. Wilson—Director

Accredited by the American Association of Zoological Parks and Aquariums

TO: Louis DiSabato
From: Charles Wilson

February 28, 1991

Page 2

2. Did the Board act in a fiduciarly responsible manner in mandating membership (and the fees that are required) in ISIS, when the Board has absolutely no control over the dues structure of ISIS (an independent corporation)? I believe the answer is no, that the Board would be wise in rescinding the requirement and that the Board should appoint a special committee to prepare recommendations about such action, as well as details of any impact foreseeable on the members, institutions and our association.

Bill Conway has observed (and I believe he is right) that the mandatory requirement for AAZPA members to be in ISIS, under current conditions of ISIS setting the dues, is unacceptable. Bill suggested that perhaps the Board could negotiate a written agreement with ISIS regarding dues for AAZPA members and that under those conditions in which AAZPA has some control over ISIS dues only for AAZPA members, that the Board could again consider this matter. I think Bill Conway is right on target. There would still be the question of referral to the membership for ratification.

There are other cans of worms that are crawling about over the mandatory ISIS requirement, but are not necessarily, I believe, the responsibility of Charter and Bylaws. Nonetheless, I want to express them because it could in fact be relevant. In addition to the potential and real economic impact of mandatory ISIS dues impacting small (budget and collection) institutions with large attendances, I have heard that some institutions holding marine mammals object to providing such data to ISIS. Apparently they fear such data could be accessed by critics and used publicly against them. This argument is without substance. All institutions holding marine mammals are required by federal regulation to submit virtually the same data to the Marine Mammal Office, and that data is even now publicly available under the Freedom of Information Act. If the AAZPA is to seriously pursue conservation in a scientific and professional manner, then all its members should conduct themselves in such a manner by providing appropriate and valuable scientific data. It seems hypocritical to provide data to the federal agencies and refuse to provide at least the same data to AAZPA (via ISIS).

In conclusion, I can see that it could be unworkable for the Board to submit all actions to the membership for ratification. But there clearly is a need for the Board to adopt (or provide for the adoption of) rules and regulations to determine what Board actions require member ratification (see Article I. 1, paragraph 4).

cc: Charter/Bylaws Committee members

February 28, 1991



William Conway, Director
New York Zoological Park
185th Street & Southern Boulevard
Bronx, New York 10460

Dear Mr. Conway:

This is in response to the copy of the letter from Louis DiSabato to yourself that I was copied as a member of the Charter & Bylaws Committee.

In reference to the comment that has been made that the action taken by the Board didn't affect the entire membership so the question raised is without merit; I submit that if every Institution member is affected, then each of its Professional Fellow members is ultimately affected which is certainly the entire voting membership. This is too large of a group to dismiss on a technical point. Louis' comment regarding Article V, Section 6, Resolutions brings the argument to an even better light.

Our committee members were provided with copies of Bob Wagner's letter to the Board of 13 February, to keep us informed and for purposes of clarification. In this letter, Mr. Wagner states that the major thrust of his response to our question is centered on Article VII, Section 1, concerning membership dues. This is a specific power granted to the Board in a separate Article and should have no precedent setting ability with any other Article. I really don't think that this is an appropriate response to the question being raised.

Finally, I would think the Board would be concerned enough about a point raised by its own Charter and Bylaws Committee on an action taken that it would try to remedy the situation based on that Committee's recommendation alone. Trying to justify an action as being legal has nothing to do with the perception

12400 S.W. 152 Street
Miami, Florida 33177
Telephone (305) 251-0401

the general membership has of its Board members and their ability to represent its members fairly. Sticking to your guns because what you have done may be legal must be accompanied by a willingness to hear that a mistake may have been made and that that a change may be in order.

Our committee brought this to the attention of the Board not because nine members of AAZPA had a problem, but because after it was brought to our attention by other members, it became clear (at least to us) that the Board had not acted properly.

Just by the fact that at least two of the current Board members feel "sand-bagged" by ISIS is enough to look at the question again.

If the proposed change is not appropriate, or does not solve the problem, I'm sure the Charter and Bylaws Committee would happily and diligently work on a number of other versions with input from the Board as a critical component.

I hope this finds you well and please feel free to contact me if you have questions or comments.

Sincerely,



Eric J. Stephens
Business Manager

EJS/et

cc: Louis Di Sabato



North Carolina Zoological Park Robert L. Fry, Director
Department of Environment, Health, and Natural Resources
James G. Martin, Governor William W. Cobey, Jr., Secretary

25 February, 1991

Mr. Louis Disabato, Chairman
Charter & Bylaws Committee, AAZPA
San Antonio Zoo
3903 North St. Mary's Street
San Antonio, TX 78212

RE: Your Letter of 21 February 1991, Proposed Changes

Dear Louis:

A quick note concerning the letter from Wagner to the Board.

Setting aside the issue of Article 5, Section 6, a short comment on Wagner's concerns over Article VII, Section 1:

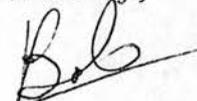
By setting out the authority to set fees as a specific Board of Directors decision, the full membership, when passing the Bylaws, clearly wanted to make this business an exception to the general guidelines of membership vote on matters affecting them. A further indication that the membership wants to pass on major issues except when they have specifically indicated otherwise.

A further comment: Since Article V, Section 6 principally affects institutions, not individuals, a good case can be made for whatever impacts on all institutions affects virtually all members.

This has all developed into an interesting debate.

Hope all is going well with you.

Sincerely,


Robert L. Fry

RLF/cpj

cc: Charter & Bylaws Committee Members



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American Association of Zoological Parks and Aquariums

EXECUTIVE OFFICE AT OGLEBAY PARK, WHEELING, WV 26003-1698 (304) 242-2160

DATE: February 21, 1991
 REPLY TO: Louis R. DiSabato, Chairman
 Charter & Bylaws Committee
 San Antonio Zoo
 3903 North St. Mary's Street
 San Antonio, TX 78212

TO: Charter and Bylaws Committee
 SUBJECT: Proposed Changes to Bylaws

TO: KK
 Good Grief!

I have enclosed a memo from Bob Wagner to the Board which Bob very kindly shared with me. After reviewing its contents, I called Bob and had a lengthy discussion which he anticipated.

My reason for calling him was to share with him the fact that I wished to copy in each of you committee members for information and clarification. We both agreed that perhaps that approval should come from President Dave Zucconi.

In discussion with Dave he clearly expressed his willingness for the dissemination of the memo to the committee, but he and I agreed that I must request you to treat the memo as confidential since the Board has yet to consider it and, as a group, should be given the opportunity to react to it before the entire membership might be discussing the memo.

I, therefore, do request that you as well as I do abide by Dave's request, that is, to hold this memo and Bob's memo as confidential correspondence.

LRD:jcl

Board members: Charles Wilson, Robert Fry, Eric Stephens, Mark Reed, Tim Gunther, Kathryn Roberts, Dan Michalowski, Don Wixom



American Association of Zoological Parks and Aquariums

Executive Office, Oglebay Park, Wheeling, WV 26003-1698
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13 February 1991

RECEIVED FEB 19 1991

MEMO TO: AAZPA BOARD OF DIRECTORS

FROM: ROBERT WAGNER, EXECUTIVE DIRECTOR *R. Wagner*

SUBJECT: CHARTER & BYLAWS

OFFICERS

President
DAVID G. ZUCCONI

President-Elect
STEVE H. TAYLOR

Vice President
STEPHEN R. WYLIE

Immediate Past President
CHARLES H. HOESSELE

Executive Director
ROBERT O. WAGNER

As you know, the Charter & Bylaws Committee is proposing a number of amendments to the Association's Bylaws. The most important of these deals with Article V, Meetings, Section 6, Resolutions. In general, the Charter & Bylaws Committee members feel that the Board of Directors overstepped its authority in mandating participation in ISIS for various species of wildlife without taking that action to the voting members for their consideration and approval. The proposed amendment would have the effect of forcing such action on future Boards.

BACKGROUND

Those of us involved in the compilation of the Association's Bylaws are aware that Section 6, Resolutions, deals with such resolutions being offered at Association meetings. Indeed, all of the sections under Article V deal with meetings.

In reviewing the matter, I requested Kris Vehrs to lend her legal expertise to the issue and sought counsel and advice from George Rabb, who was chairman of the Charter & Bylaws Committee when Article V, Meetings, was initially being considered. I asked George to provide his historical perspective on the matter. George has not yet responded. Kris' response focused on the weakness of the words "may" and "shall." She stated she felt the Board acted legally, but was concerned how such actions of the Board may be viewed by the members and encouraged that AAZPA seek other legal and expert counsel.

I then took the matter to AAZPA general counsel, Ginsburg, Feldman and Bress. I provided them the Bylaws, accreditation materials, the Charter & Bylaws Committee recommendations for amendments, Kris' response, and a summary of the question at hand. Ira Kasdan asked about a conflict of interest regarding the question, reminding me that their firm also represented Anheuser-Busch, Sea World, Busch Gardens, and Florida Cypress Gardens. I informed him at that time that I was unaware of any concerns being expressed by those organizations or their staff members. Kasdan provided a detailed, but draft response. However, the matter has become muddled since the distribution of the draft response because senior staff representatives of Anheuser-Busch informed Ira Kasdan in late January or early February that they were opposed to the Board's action, thus requiring Ira to inform me that Ginsburg, Feldman and Bress would have to withdraw from official action on the matter

DIRECTORS

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WILLIAM P. BRAJER

WILLIAM C. CONWAY

J. STEPHEN MCCUSKER

based upon the conflict of interest between two clients. Similarly, they have informed Anheuser-Busch that they cannot represent them in this matter. Therefore, as the response from Ginsburg, Feldman and Bress is only a draft, it cannot be used as our official, legal counsel's response. The draft states that it is clear the Board was legal in its action and that, even if some feel the language in Article V, Section 6, restricts the Board's authority without acquiescence of the voting membership, the matter dealing with the ISIS issue does not impact upon the entire membership, thus making the argument regarding the Board's authority moot. Upon receiving legal counsel's draft response, I noted a number of other areas in the Bylaws which should probably be cited in any legal opinion and sent them to Ira. His firm's letter withdrawing from the review and my response to his draft crossed in the mail. He returned those materials to me unopened.

The major thrust of my response deals with Article VII, Membership Dues and Services, Section 1, ~~Dues and Services~~, to wit: "Annual membership dues and services shall be established by the Board of Directors for each membership classification." It is clear that the assessment of dues and providing services to each of the various membership classifications impacts directly upon every member of AAZPA; yet the Bylaws clearly give such authority solely to the Board of Directors.

I have been advised that several members of the Charter & Bylaws Committee intend to take the petition route on the question as set forth in Article IX, Amendments, if the Board of Directors rejects the recommendations of the Charter & Bylaws Committee. Amendments may be submitted to the Board of Directors by a petition signed by at least ten percent (10%) of the number of voting members as of 31 December of the preceding year. It is important to note that amendments submitted by petition do not require approval of the Board.

The major thrust of all this is the question of mandatory participation in ISIS by AAZPA members who hold certain specified species of wildlife in captivity. Subsequent to the Board's mandate, the ISIS Board of Trustees established a new method of assessment of fees for participation. According to Nate Flesness' recent report, the ISIS Board of Trustees has allowed the retention of the former ISIS fee of .1% of an institution's annual operating budget. Without a doubt, this matter will have a positive impact in some areas. On the other hand, I fail to see how such action will help an aquarium or oceanarium that has a few marine mammals as part of its collection.

Sorry for the length of this memo, but the issue is an important one and will occupy a considerable portion of the Board's discussions in Greensboro.

ROW/ljb

Copies to: David Jenkins
Kris Vehrs



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MEMORANDUM

RECEIVED JAN 11 1991

To: AAZPA President Zucconi, Board of Directors, Louis
Di Sabato, Kris Vehrs
From: William Conway'

Subject: SUGGESTED CHANGES TO BYLAWS; MR.
DISABATO'S MEMO DATED 3 JANUARY.

Date: January 8, 1991

OFFICERS

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Immediate Past President
CHARLES H. HOESSLE

Executive Director
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Louis' thoughtful report suggests the following comments:

Page 2. Article II, Section 2. Institution.

Delete the sentence: "Their collections shall be comprehensive and not mere holdings of domestic or semi-domestic animals or meager collections of wild animals."

Replace with: Their collections shall be scientifically organized, significant and with evidence of regular annual reproduction of an appropriate proportion of their species.

DIRECTORS Article V, Section 6. Resolutions.

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J. STEPHEN McCUSKER

The Charter and Bylaws Committee has identified an inconsistency in this Section which might be interpreted (as Louis notes) so that resolutions and actions of the Board which affect the entire membership would have to be presented to the membership for approval. The Board's action to make ISIS participation mandatory is the case in point. However, the point may be moot since the Board's resolution, strictly speaking, did not affect the "entire membership" but, only those membership entities which own collections, primarily institutional members.

Nevertheless, the drafters of the Bylaws certainly could not have wanted the Board to pass the enormous number of items which it acts upon, which do affect the entire membership, past that membership. That would be unworkable. Now, more responsive, language is needed for Article V, Section 6. The wordage presented by the Committee needs more work.

Some Bylaws require that Boards seek the membership's approval before changing member dues or classifications. In any event, this area needs special thought.

All best,

A handwritten signature in black ink that reads "Bill". The signature is written in a cursive style with a large, prominent "B" and a long horizontal stroke at the end.

William Conway



American Association of Zoological Parks and Aquariums

Executive Office, Oglebay Park, Wheeling, WV 26003-1698
(304) 242-2160 Fax: 304-242-2283

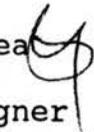
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M E M O

RECEIVED FEB - 4 1991

January 28, 1991

TO: Louis DiSabato

FROM: Roy Shea 

cc: Bob Wagner
AAZPA Board of Directors
Kris Vehrs

RE: Comments on Suggested Changes of Bylaws

OFFICERS

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J. STEPHEN McCUSKER

- (1) Vacancies - Your suggestions are well drafted and would eliminate the problem we encountered recently.
- (2) Definition of Institution - It is my understanding that our concern here is to deal with hotels, etc. displaying animals which are applying for institutional membership.

We are an association to "promote the welfare of zoological parks and aquariums." We need to be sensitive to our definition of a zoo/aquarium--I'm sure it's not just merely anyone holding an animal captive.

I support your language which defines the primary business purpose of exhibition as our best approach to clarifying this important issue.

To the extent we feel that hotels, etc. have similar value or support to the purposes of zoos and aquariums, we can consider them under a related organization membership, which could require some changes in this section or perhaps creation of a new member classification.

- (3) Member Vote - The Board was "sandbagged" on the recent issue of mandatory participation in ISIS. At the time of board action, two things were fact:

- (a) ISIS was the only comprehensive system available to support the valid needs of AAZPA and its important programs.
- (b) The fee structure at that time was not new; and it generally was thought to be fair to participating organizations and was controllable, based on species in the system.

I'm not sure we should be looking at revisions in the bylaws solely from this unfortunate incident. The Board can re-address this issue at its March meeting and can consider whether it "affects the entire membership" and whether the new fee structure calls for a reconsideration of the mandatory participation requirement.

Thanks for your continued efforts on this issue. You have provided good leadership and advice.

RS/ga



American Association of Zoological Parks and Aquariums

EXECUTIVE OFFICE AT OGLEBAY PARK, WHEELING, WV 26003-1698 (304) 242-2160

DATE: January 15, 1991

REPLY TO: Louis R. DiSabato, Chairman
Charter & Bylaws Committee
San Antonio Zoo
3903 North St. Mary's Street
San Antonio, TX 78212

TO: President Zucconi

SUBJECT: Mid-year Report
Charter and Bylaws Committee

Dear President Dave:

The Charter and Bylaws Committee was convened at the Indianapolis AAZPA Conference and considerable time was given to provide the Board of Directors with a clear recommendation regarding bylaws Article I, Section 4. Vacancies. See memo of January 3, 1991.

Additionally, a change was offered for Article VI, Section 2. Institution. Both of these changes were in response to the concern of the board that a need existed, and this committee agreed to some extent.

A further issue was discussed which resulted in a further suggestion by the committee. This has to do with the announcement by the board that ISIS participation was to become mandatory for all member institutions as a result of action taken by the board. The committee wished to voice its concern with regard to this action and the effect it would have on certain institutions.

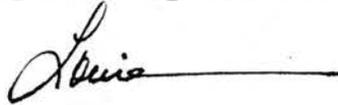
Several of the committee members had been contacted by AAZPA members with regard to this action having been taken without their having an opportunity for discussion or vote. As a result of the above, the committee offered a suggested change to the bylaws Article V, Section 6. Resolutions. which was mailed

(over)

to each Board member. We recommend action by the Board on the above.

I would like to commend the Charter and Bylaws Committee for their input and concern in these matters and thank them for their prompt reply to my correspondence.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Claudia", followed by a horizontal line extending to the right.

LRD:jcl

cc: Charter & Bylaws
Board Liaison, Claudia Collier

SUNSET ZOOLOGICAL PARK



"The Zoo for All Seasons"

January 4, 1990

TO: Louis DiSabato, Chairman
AAZPA Charter & Bylaws Committee

FROM: Don Wixom, Director 
Sunset Zoological Park

SUBJECT: Memo to President Zucconi and Members of the Board of Directors

In regard to your FAX of January 3, 1991, I find your compilation of material to be complete and very well stated.

It will be interesting to see what reaction the Board will have to our recommendations, especially regarding mandatory ISIS participation. Are you planning to attend the midyear meeting to gauge responses and answer questions?

Thank you for your efforts in preparing the materials for the Board. My best regards to you and your staff for 1991. Happy Zoo Year!

tlh



An Accredited Institution



Species Survival Plan



American Association of Zoological Parks and Aquariums

EXECUTIVE OFFICE AT OGLEBAY PARK, WHEELING, WV 26003-1698 (304) 242-2180

DATE: January 3, 1991

REPLY TO: Louis R. DiSabato, Chairman
 Charter & Bylaws Committee
 San Antonio Zoo
 3903 North St. Mary's Street
 San Antonio, TX 78212

President Zucconi and Members of the Board of Directors

SUBJECT: Suggested Changes to Bylaws

The Charter and Bylaws Committee offers the following suggestion for change to Article I, Section 4 of the Bylaws.

Verbiage to be: "A vacancy in a directorship shall be filled by appointment by the Board of Directors or by special election as determined by the Board of Directors. (Persons filling such vacancies must meet all qualifications that would be necessary for election by the membership. Appointees and special electees shall serve only until the next regular election, but may stand as candidates for regular terms."

In the event of death, permanent disability, resignation or other causes vacating the office of President, the President-Elect shall become President.

In the event of death, permanent disability, resignation or other causes vacating the office of President-Elect, the Vice-President shall become President-Elect, and the office of Vice-President all be filled by a special election as soon as candidates have been offered by the Nominating Committee.

In the event of death, permanent disability, resignation or other causes vacating the office of Vice-President, the office shall be filled by a special election as soon as candidates have been offered by the Nominating Committee."

*This looks fine to me & support it moving forward.
 Kathryn Roberts
 (all 3 pages)*

President Zucconi and Members of the Board
January 3, 1991
Page 2

Further, the Committee offers the following suggestion for change to Article VI, Section 2. Institution.

New verbiage to be: "Institution members shall be zoological parks, aquariums, wildlife parks and oceanariums as defined in Article III of the Charter of the Association. They shall be so defined as having the primary business of exhibition, conservation, and preservation of the earth's fauna in an educational and scientific manner. Their collections shall be comprehensive and not merely holdings of domestic or semi-domestic animals or meager collections of wild animals. (The last two paragraphs of this section have not been duplicated because they have not been changed or deleted.)

There is another important issue which has been brought to the attention of the Charter and Bylaws Committee by way of a number of association members since the Indianapolis Conference, and the committee wishes to go on record as being quite concerned with the action of the Board. This has to do with the recent announcement by the Board that ISIS participation is to become mandatory as a result of action taken by the Board without membership vote. It is the opinion of all responding members of the Charter and Bylaws Committee that the Board review this action in light of Article V, Section 6 of the Bylaws which clearly states "Resolutions and action affecting the entire membership must be presented to the Board of Directors and approved by a majority"...."before they may be presented to the membership for action,"... "Approval by a majority of qualified members attending such a meeting or casting a mail ballot shall be necessary for adoption."

The committee further suggests that for the sake of clarity in the Bylaws that Section V, Article 6. Resolutions. be amended as follows: substitute the words "may be" for the word "are" in paragraph 1, line 3. The paragraph, therefore, would read as follows: "Resolutions and actions affecting the entire membership must be presented to the Board of Directors and approved by a majority of the Board of Directors (seven (7) members) before they are

President Zucconi and Members of the Board
January 3, 1991
Page 3

presented to the membership for action, either by
mail ballot or during the Annual Business Meeting or
a special meeting of the membership." Note: all
else remains the same.

Respectfully,



Louis R. DiSabato
Chairman

LRD:jcl



SAN ANTONIO ZOOLOGICAL GARDENS & AQUARIUM

3903 N. ST. MARY'S ST. SAN ANTONIO, TEXAS 78212 PHONE (512) 734-7184

LOUIS R. DI SABATO — ZOO DIRECTOR
OPERATED BY THE SAN ANTONIO ZOOLOGICAL SOCIETY

EXECUTIVE COMMITTEE

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Ramon Bosquez
Walter N. Corrigan
Rugeley Ferguson
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George C. Nixon
Mrs. Robert E. Keiso
Robert B. Mitchell
Lewis J. Moorman, Jr.
John E. Newman, Jr.

Glenn Reed
Iris Sanchez Stewart
Frates Seeligson
Louis H. Stumberg
Gilbert F. Vazquez

F A X MESSAGE

DATE: January 3, 1991 # PAGES
(including cover) 4

TO: Charter & Bylaws Committee: Charles Wilson, Robert Fry,
Eric Stephens, Mark Reed, Timothy Gunther, Kathryn Roberts
Dan Michalowski, Don Wixom

FROM: Louis DiSabato, Chairman
Charter & Bylaws Committee

Following are the changes to the Bylaws that I intend to send to President Zucconi and the members of the Board of Directors. Please review and respond back to me via FAX, if possible, as soon as you are able.

Thank you for your diligence in this matter.

IF YOU HAVE TRANSMISSION TROUBLE, PLEASE CALL 512-734-7184.

SAN ANTONIO ZOO FAX #: 512-734-7291

** TRANSMIT CONFIRMATION REPORT **

Journal No. : 003
Receiver : 127347291/373784
Transmitter : MN ZOOLOGICAL GARDEN
Date : Jan 3, 91 16:31
Time : 00'50
Mode : NORM
Document : 01 Pages
Result : O K

MINNESOTA ZOO

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December 19, 1990

Mr. Louis R. DiSabato, Chairman
Charter & Bylaws Committee
San Antonio Zoo
3903 North St. Mary's Street
San Antonio, TX 78212

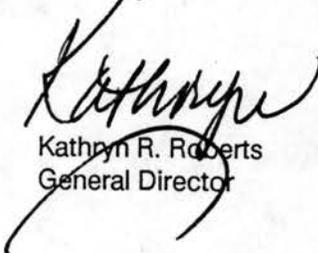
Dear Louis:

Regarding the AAZPA bylaw changes as summarized in your December 4 memo, I want to add my vote for the new language in Article 1, Section 4, Vacancies.

Regarding a change to Article VI, Section 2 of the Charter, I have no objection to a change in wording.

Finally, I agree that the memo regarding mandatory ISIS participation be sent to the board.

Sincerely,



Kathryn R. Roberts
General Director

gb



December 12, 1990



Louis R. DiSabato, Chairman
Charter & Bylaws Committee
San Antonio Zoo
3903 North St. Mary's Street
San Antonio, Texas 78212

Dear Louis:

The proposal you've prepared regarding Section V, Article 6 looks fine. Should we say somewhere in your first paragraph that the reason the entire subject was brought up was as a result of a number of different zoo directors and staff approaching Charter and Bylaws Committee members with their concerns? That may not be necessary or it may make a bigger impact knowing this just isn't our committee raising the questions. You know the best on how to read the Board.

Did you plan on submitting the three different language changes together or were you going to submit them as they become finalized? Should we look for the Board to discuss the proposed changes at the mid-year meeting or at some other time?

Hope this finds you well, I'll talk to you later.

Sincerely yours,

Eric Stephens
Business Manager

ES:et

12400 S.W. 152 Street
Miami, Florida 33177
Telephone (305) 251-0401



North Carolina Zoological Park
Department of Environment, Health, and Natural Resources
James G. Martin, Governor

Robert L. Fry, Director

William W. Copey, Jr., Secretary

11 December, 1990

Mr. Louis R. DiSabato, Chairman
Charter & Bylaws Committee
San Antonio Zoo
3903 North St. Mary's Street
San Antonio, Texas 78212

RE: Proposed Bylaw Changes, Your letter of 4 Dec., 1990

Dear Louis:

In response to your request for consensus concerning bylaw changes, your letter left me a little confused:

The committee concurs with new verbiage for Article 1, Section 4, Vacancies. I reaffirm my concurrence with that topic.

The committee is split on clarification of the Charter by changing Article 1, Section 4. I believe this is intended to refer to clarification of the Charter by changing Article VI, Section 2 (or else I'm really confused).

I will change my 23 October Do Not Concur to Concur in a suggested change, but ask that my concerns with the suggested new language be addressed in the proposed change. Regardless of the outcome of my suggestions, I will still Concur.

Concerning the issue of Article V, Section 6, I Concur with the language of the proposed memorandum to the Board.

Wishing all at San Antonio a Merry Christmas and Happy New Year!

Sincerely,

Robert L. Fry

RLF/cpj

cc: Charter & Bylaws Committee Members



An Accredited Institution of The American Association of Zoological Parks and Aquariums
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American Association of Zoological Parks and Aquariums

EXECUTIVE OFFICE AT OGLEBAY PARK, WHEELING, WV 26003-1698 (304) 242-2160

DATE: December 4, 1990

REPLY TO: Louis R. DiSabato, Chairman
Charter & Bylaws Committee
San Antonio Zoo
3903 North St. Mary's Street
San Antonio, TX 78212

TO: Charter and Bylaws Committee

SUBJECT: Proposed Bylaws Changes

All respondents to my letter of October 10, 1990 with regard to the proposed Bylaws changes are thus:

1. All agree with the new verbiage for Article 1, Section 4 Vacancies.
2. The respondents are split 5 members for clarification of the Charter by changing Article 1, Section 4 and 3 members who feel that the Charter's Article III is sufficient.

At this time I would like to suggest a consensus be provided to the Board by asking the 3 members who do not suggest an amendment to Article 1, Section 4 please reconsider and let me know if they are willing to allow a suggestion for change. I await those responses.

With regard to the discussion on Article V, Section 6: ALL respondents are in agreement that Board action taken with regard to this section was done without proper consideration for the members as a whole. Further, that the Board should again review this section as it affects their decision on ISIS.

I propose that the attached memorandum from the committee chair be submitted to the President and the Board of Directors concerning Article V, Section 6.

LRD:jcl
Attachment

EB - Do I
have to say "OK" or
what?



American Association of Zoological Parks and Aquariums

EXECUTIVE OFFICE AT OGLEBAY PARK, WHEELING, WV 26003-1698 (304) 242-2160

DATE: December 4, 1990

REPLY TO: Louis R. DiSabato, Chairman
Charter & Bylaws Committee
San Antonio Zoo
3903 North St. Mary's Street
San Antonio, TX 78212

TO: President and Members of the Board of
Directors

SUBJECT: Mandatory ISIS Participation

There has been much concern among the members of the Charter and Bylaws Committee concerning the recent announcement that ISIS participation will become mandatory as a result of action taken by the Board without membership vote.

It is the opinion of all responding members of the Charter and Bylaws Committee that the Board review this action in light of Article V, Section 6 of the Bylaws which clearly states "Resolutions and action affecting the entire membership must be presented to the Board of Directors and approved by a majority"...."before they may be presented to the membership for action,"... "Approval by a majority of qualified members attending such a meeting or casting a mail ballot shall be necessary for adoption."

The committee further suggests that for the sake of clarity in the Bylaws that Section V, Article 6. Resolutions be amended as follows: substitute the words "may be" for the word "are" in paragraph 1, line 3. The paragraph, therefore, would read as follows: Resolutions and actions affecting the entire membership must be presented to the Board of Directors and approved by a majority of the Board of Directors (seven (7) members) before they are presented to the membership for action, either by mail ballot or during the Annual Business Meeting or a special meeting of the membership. Note: all else remains the same.

LRD:jcl

*DATE -
Have you seen
this?
KMK*

County of Monroe

NEW YORK



SENECA PARK ZOO
2222 St. Paul Street
Rochester, New York 14621-1097

Telephone:
(716) 266-6846

6591

Mr. Louis R. DiSabato, Chairman
AAZPA Charter & Bylaws Committee
c/o San Antonio Zoo
3903 N. St. Mary's St.
San Antonio, TX 78212

November 13, 1990

Dear Lou:

In summary and per communications of others on the AAZPA Charter and Bylaws Committee:

1. I am in complete agreement with your "suggested" changes to Bylaws Article I, Section 4. Vacancies.

2. With Charter Article III; no changes are necessary to Article VI, Section 2.

3. Article V, Section 6 the word "may" needs to be changed as to true intent. From the various communications regarding the "may" or "may be"; I agree with Eric Stephens that the word "are" would be a good substitute.

Besides the above, I am not pleased with the AAZPA Board action which was taken in reference to ISIS. The new dues formula will be very costly for our institution and is totally unfair.

Thank you.

Sincerely,

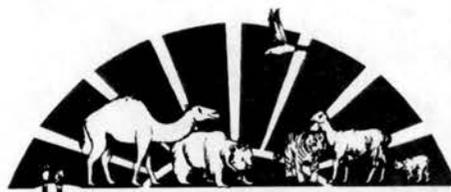
Daniel R. Michalowski
Director

cc. Committee People ✓



ACCREDITED BY THE AMERICAN ASSOCIATION OF ZOOLOGICAL PARKS AND AQUARIUMS

SUNSET ZOOLOGICAL PARK



"The Zoo for All Seasons"

November 5, 1990

Mr. Louis R. DiSabato
Director
San Antonio Zoo
3903 North St. Mary's Street
San Antonio, TX 78212

Dear Louis:

In regard to your memo of proposed changes to Article III of the Charter, Article VI, Section 2 of the bylaws and Article I, Section 5 of the bylaws, I feel that we should go ahead and present these to the board. The new verbiage seems fine.

On the matter of board interpretation of Article V, Section 6, I am in agreement with Charlie Wilson, of our committee, that the word "may" indicates that actions and resolutions must be approved by the board before it is permitted to be presented to the entire membership.

With all due respect to the board, I feel that Article V, Section 6 is in need of further review and discussion. There is an obvious difference of opinion by the board and others.

I will look forward to your comments on this issue.

Sincerely,

Donald W. Wixom
Director
Sunset Zoological Park

DWW/tlh

cc: ✓ Charter & Bylaws Committee



An Accredited Institution



Species Survival Plan

November 5, 1990



Louis R. DiSabato, Chairman
Charter & Bylaws Committee
San Antonio Zoo
3903 North St. Mary's Street
San Antonio, Texas 78212

Dear Louis:

This is in response to Charles Wilson's letter to you of October 31, 1990.

I believe the intent of the first sentence of Article V, Section 6 is directed at the Board to come to some kind of agreement (not necessarily a unanimous one) on a proposed resolution or action so they are not submitting every proposal to the membership. Once the Board agrees on a resolution or action it is then to be submitted to the membership for its approval.

If this is the general feeling of the Charter & Bylaws Committee as a whole, and if new wording is to be proposed, it can be done quite simply by substituting the word "are" for the words "may be" in the current wording.

I would appreciate hearing the members' comments on this interpretation.

Please contact me at your convenience for more discussion or if you have questions.

Sincerely yours,

A handwritten signature in cursive script, appearing to read "Eric Stephens".

Eric Stephens
Business Manager

ES/et

12400 S.W. 152 Street
Miami, Florida 33177
Telephone (305) 251-0401



North Carolina Zoological Park
Department of Environment, Health, and Natural Resources
James G. Martin, Governor

Robert L. Fry, Director

William W. Cobey, Jr., Secretary

1 November, 1990

Mr. Louis R. DiSabato, Chairman
Charter & Bylaws Committee
San Antonio Zoo
3903 North St. Mary's Street
San Antonio, Texas 78212

RE: Tim Gunther Ltr of 29 October 1990
Re Article V, Section 6

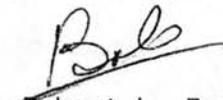
Dear Louis:

I fully agree with Tim's interpretation of Article V, Section 6. It is clear from the complete wording of Section 6 that the Board may adopt no resolutions affecting the general membership without ratification by a majority of the membership.

The wording does not give the Board an option in the matter. As written the Section should be clear to the Board. If it is not, they should seek a legal clarification.

I support Tim's request that we find a means to have this clarified for the Board and Executive Director.

Sincerely,



Robert L. Fry

RLF/cpj

cc: Charter & Bylaws Committee



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City of Memphis



TENNESSEE

RICHARD C. HACKETT - Mayor
JAMES E. BROUGHTON - Chief of Staff

MEMPHIS PARK COMMISSION
BOB BRAME - Director

Memphis Zoo and Aquarium



October 31, 1990

Louis R. DiSabato, Chairman
Charter and Bylaws Committee
San Antonio Zoo
3903 North St. Mary's St.
San Antonio, Texas 78212

Dear Louis,

The purpose of this letter is to register concern that the AAZPA Board of Directors appears to be acting in violation of the Bylaws of the association, Article V, Section 6. This observation is based on the following:

1. The enclosed letter from President Zucconi indicates that the Board interprets the word "may" in Article V, Section 6, as an option that the Board may (or may not, as a choice) present it for membership approval.
2. I interpret the word "may" in the context that the resolutions and actions must be approved by the Board before it is permitted to be presented to the membership. I believe there are other members of our committee who agree with this latter interpretation based on their comments at Indianapolis.

I think it would be appropriate for all members of our committee to comment to you regarding their interpretation of Article V, Section 6. If a majority of the committee feel similarly concerned, then I believe this should be expressed to the Board. Obviously, if the committee was unanimous and the Board disagreed, it would technically end there in accordance with Article II, Section 1.



To: Louis R. DiSabato

October 31, 1990

Page 2

If the committee feels an amendment to clarify Article V, Section 6, is needed, then it would, I believe, need to be submitted in accordance with Article IX.

Please feel free to contact me if I may be of additional assistance.

Sincerely,



Charles G. Wilson, Vice-Chairman
Charter and Bylaws Committee

cmw

enclosures

copy: Eric Stephens
Robert L. Fry
Dan Michalowski
Tim Gunther
Don Wixom
Mark Reed
✓ Kathryn Roberts



COUNTY OF BERGEN
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BERGEN COUNTY ZOOLOGICAL PARK
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William D. McDowell
County Executive

Charles A. Nurnberger
Department Director
Timothy Gunther
Zoological Park Director

October 29, 1990

Louis R. DiSabato, Chairman
Charter & Bylaws Committee
San Antonio Zoo
3903 North St. Mary's Street
San Antonio, TX 78212

Dear Louis:

In reference to your letter dated 10 October 1990, I feel the changes to Article I, Section 4 of the Bylaws regarding vacancies are fine. Regarding Article VI, Section 2, I feel the proposed changes should be included and presented to the Board.

On another matter I would like to express my concerns, as have other Committee members, regarding the issue of Board actions as stated in Article V, Section 6. In recent correspondence that I had with President Zucconi, he indicated that in Section 6 of that Article the phrase, "before they may be presented to the membership for action," provides the Board with a choice of whether to present them or not. I, on the other hand, interpret the phrase as providing the Board with permission to proceed with such presentation.

I would appreciate your input as to how and by whom this Section should be interpreted, and if a clear interpretation cannot be provided, should an ammendment be proposed to clarify the Section?

I look forward to your response.

Sincerely,

Timothy R. Gunther
Zoo Director

cc: Charter & Bylaws Committee



SEDGWICK COUNTY ZOO & BOTANICAL GARDEN



October 26, 1990

Louis R. DiSabato
Charter & Bylaws Committee
San Antonio Zoological Gardens & Aquarium
3903 N. St. Mary's Street
San Antonio, TX 78212

Dear Louis:

I have no problem with the suggested changes to Bylaws Article 1, Section 4. Let us hope it will not be required in the future if approved and everybody lives forever.

The second suggested change (Article VI, Section 2) however, presents a problem. Like you, I believe that any change be well thought out and absolutely necessary. While I feel that Article VI, Section 2 is weak in definition, I feel Article III of the Charter more so. I think at this time we do not need the change. I believe this because, under the accreditation process, those borderline facilities we discussed at Indianapolis would fail. I do believe that if there is a significant number of people that also question the second change and have concerns about Section 3 of the Charter then advice should be sought from the board. I did like the verbiage of the suggested change, but if we tackle the definition of a zoo we should be given a strong mandate from the board.

Now on to Eric's comment concerning the September issue of Communique. While his statement is not completely correct (they are only requiring member institutions to list animals that are Endangered Species, Appendix I Cities species, all AAZPA SSP species and all marine animals) this does cause one to think. It first appeared to me not to meet the definition "actions affecting the entire membership" because this only affects institutional members. However, after talking with Eric, and more reflection (remembering the institutional accreditation mandatory requirement that had to be adopted by the membership), I started wondering. While I'm sure we all believe this to be a most beneficial and important decision to increase species management capabilities and one that I believe will be followed, what happens if one zoo does not? Institutional expulsion? Ethics violations filed? Do Professional Fellows at that institution lose their P.R. standing and or membership? A case (a very weak one) can be made that the potential is there for this being an example of an "action affecting the entire membership." It will

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page 2, cont.
October 26, 1990

be interesting to hear about the others' comments. I did speak to George Felton on the phone but was unable to reach Bob Wagner or Kristin Vehrs as they were out of town. Personally, I feel that the time will come that mandatory 100% participation in ISIS will be discussed, but participation at that level should probably be a Bylaws vote.

Hope you had a great trip to Africa and I will be contacting you later about my situation here when it unfolds to the point where you could help me.

Sincerely,



Mark C. Reed
Assistant Director

11/2

Kris returned my call this am., and in hindsight since she was at the Board Mtg, voiced some concern too.

MCR



American Association of Zoological Parks and Aquariums

EXECUTIVE OFFICE AT OGLEBAY PARK, WHEELING, WV 26003-1698 (304) 242-2160

DATE: October 10, 1990
REPLY TO: Louis R. DiSabato, Chairman
Charter & Bylaws Committee
San Antonio Zoo
3903 North St. Mary's Street
San Antonio, TX 78212

SUBJECT: Recap of Committee meeting deliberations regarding charge by the Board of Directors regarding Article III of Charter, Article VI Section 2 of the Bylaws, and Article I, Section 5 of the Bylaws

I have laid out on the enclosed pages the changes to the bylaws as we discussed them at our meeting and have underlined the changes but have not indicated deletions.

Please review these changes and make comments if necessary. When I have received your concurrence and/or changes, I will forward the proposed changes to President Zucconi and the Board.

Since I will be in Africa from Oct. 14 through Nov. 2, I will suggest that we establish Nov. 2 as the deadline for your response.

Sincerely,

LRD:jcl

cc: Charter & Bylaws Committee Members
Robert Wagner, Executive Director
President Zucconi
Claudia Collier, Board Liaison
Chris Vehrs, Legislative

Suggested Changes to Bylaws Article I, Section 4. Vacancies.

New verbage to be: "A vacancy in a directorship shall be filled by appointment by the Board of Directors or by special election as determined by the Board of Directors. Persons filling such vacancies must meet all qualifications that would be necessary for election by the membership. Appointees and special electees shall serve only until the next regular election, but may stand as candidates for regular terms."

"In the event of death, permanent disability, resignation or other causes vacating the office of President, the President-Elect shall become President.

"In the event of death, permanent disability, resignation or other causes vacating the office of President-Elect, the Vice-President shall become President-Elect, and the office of Vice-President shall be filled by a special election as soon as candidates have been offered by the Nominating Committee.

"In the event of death, permanent disability, resignation or other causes vacating the office of Vice-President, the office shall be filled by a special election as soon as candidates have been offered by the Nominating Committee."

Suggested Changes to Article VI, Section 2. Institutions.

Following the committee meeting in Indianapolis, Vice Chairman Wilson and I conferred by phone regarding this request from the Board. In discussion, Charles and I reviewed the above mentioned section as well as Article III of the Charter and agreed that perhaps, and I emphasize the word; we really do not need a change to this section. We further might suggest to this committee and to the Board that the Membership Committee also review the Charter to determine if as we see it, Article III is not sufficient in its explanation of Zoological Park when coupled with Article VI, Section 2 of the Bylaws. If, on the other hand, the committee wishes to offer to the Board a change to the Bylaws, the following offering can be made:

Section 2. Institution.

Institution members shall be zoological parks, aquariums, wildlife parks and oceanariums as defined in Article III of the Charter of the Association. They shall be so defined as having the primary business of exhibition, conservation, and preservation of the earth's fauna in an educational and scientific manner. Their collections shall be comprehensive and not merely holdings of domestic or semi-domestic animals or meager collections of wild animals. (The last two paragraphs of this section have not been duplicated because they have not been changed nor deleted.)

*Note - Full
Kavanaugh*

October 16, 1990



Louis R. DiSabato, Chairman
Charter & Bylaws Committee
San Antonio Zoo
3903 North St. Mary's Street
San Antonio, Texas 78212

Dear Louis:

The proposed change to the Bylaws Article 1, Section 4 looks fine.

It would be my opinion that the change to Article VI, Section 2 clarifies everything a little more and should be proposed to the Board.

There was another item discussed at some length at our meeting concerning Article V, Section 6 that I don't see mentioned in your recap.

The general discussion centered around the Board making decisions that affected the entire membership without asking for and receiving a confirmation vote of the members. Certain examples were offered and even joked about such as the recent special election for President-Elect.

A more serious action taken recently, appeared in the September issue of Communique, reference mandatory participation in ISIS. Article V, Section 6 specifically mentions "...actions affecting the entire membership must be presented to the Board of Directors...." The section continues, "...Approval by a majority of qualified members attending such a meeting or casting a mail ballot shall be necessary for adoption."

I understand that coincidentally, ISIS recently altered its dues structure, payments are now based on attendance rather than the number of animals held. (Copy attached.) In the case of Miami Metrozoo this represents a savings in our payments, but I can't imagine that each institution would be that fortunate.

It was brought up at this same discussion in Indianapolis that the Board had not asked us to review this Section, but it appears that we may need to make the Board aware of this for our clarification if nothing else.

12400 S.W. 152 Street
Miami, Florida 33177
Telephone (305) 251-0401

Louis R. DiSabato, Chairman
Page 2
October 16, 1990

Mr. Wagner and Ms. Collier were both present during the discussion so it shouldn't really be a surprise that there are some questions being raised by the membership and some of these questions are being directed to members of our committee, myself being one.

Please give me your thoughts on this and if other committee members feel this way too.

Hope your Africa trip was enjoyable and I'm sure we'll talk later.

Take care,



Eric Stephens
Business Manager

cc: Charter & Bylaws Committee Members

Attachment



American Association of Zoological Parks and Aquariums

Executive Office, Oglebay Park, Wheeling, WV 26003-1698
(304) 242-2160 Fax: 304-242-2283

◆ A nonprofit, tax-exempt organization dedicated to the advancement of zoological parks and aquariums for conservation, education, scientific studies and recreation. ◆

October 24, 1990

BB

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WILLIAM G. CONWAY

J. STEPHEN McCUSKER

Charles G. Wilson, Vice-Chairman
Charter and Bylaws Committee
Memphis Zoo & Aquarium
2000 Galloway
Memphis, TN 38112-9990

Dear Chuck:

Thanks for your Oct. 16 letter, regarding ISIS fees and mandatory participation.

In order of your questions:

- I don't see how an AAZPA institution can provide the required data and not be an ISIS participant;
- yes, all AAZPA members must subscribe to ISIS at the full rate -- which is the only rate available (except for aquariums and facilities not open to the public) -- even if they choose to provide no more than the required data;
- according to the Board's actions (in August, then again in September), I don't see how an accredited AAZPA institution could provide the required data and not be a full participant in ISIS (excepting those mentioned above), in terms of fees;
- the key word, I think, in Article V, Section 6, is "may": "--- before they may be presented to the membership ---" Were it not for that word, there probably would be no need for a Board of Directors, since all decisions of importance would simply be submitted to the membership for a vote. Obviously this is an interpretation as applied by the Board, and the Charter and Bylaws Committee could, if it wished, recommend that the Board consider alternative interpretations or revised wording;
- you are correct in that the Board (Indianapolis) reaffirmed its mandatory requirement for certain species after reviewing the new ISIS fee structure. This structure was adopted by the ISIS Board, after the AAZPA Board had confirmed (St. Louis, August

1990) the initial mandate (Kansas City, March 1989) .
for registering certain species;

- my interpretation of Article II, Section I, and Article IX should not be considered authoritative -- but it appears to me that the C&B Committee is not prohibited from initiating a study or review without a specific charge from the Board.

Quite honestly, this is the best assessment I can give you at this time and I hope it has provided some clarification.

Best regards,



David G. Zucconi, President
AMERICAN ASSOCIATION OF
ZOOLOGICAL PARKS & AQUARIUMS

DGZ:jo

cc: B. Wagner, Exec. Dir., AAZPA
N. Flesness
E. Stephens
L. DiSabato
Bd. of Directors

City of Memphis



TENNESSEE

RICHARD C. HACKETT - Mayor
JAMES E. BROUGHTON - Chief of Staff

MEMPHIS PARK COMMISSION
BOB BRAME - Director



Memphis Zoo and Aquarium

October 16, 1990

David G. Zucconi, AAZPA President
Tulsa Zoological Park
5701 E. 36th St. North
Tulsa, OK 74115

Dear President Dave,

In the September, 1990, Communique under the Executive Director's Report (page 4), there is a paragraph which I need clarified regarding the Board of Directors taking action which requires AAZPA members to provide ISIS with certain species data.

The Questions are :

1. Does this mean that an AAZPA institution can provide the required data and not be a member of ISIS?
2. Does this mean that all AAZPA members are required to fully join ISIS and specifically provide the data listed?
3. Is it possible to be an accredited AAZPA member, provide the specified data, and not be a full dues paying member of ISIS?

As an additional but related area of concern, while at the Indianapolis Conference I was approached independently by two zoo directors who questioned me, as Vice-chairman of Charter and Bylaws, regarding the interpretation of Article V, Section 6, of the Bylaws. The question they asked was essentially how can the Board take this kind of action and not further seek the memberships' approval as is so clearly stated in Article V, Section 6, ("Resolutions and actions affecting the entire membership...")?

It is my understanding that the Board took such action before ISIS issued its new dues structure, and the Board further approved the action in Indianapolis after reviewing ISIS new dues program. Where this all rests I'm not sure, and it certainly appears confusing. Your clarification would be most helpful.



2000 Galloway • Memphis, Tennessee 38112-9990 • (901) 726-4787
Accredited by the American Association of Zoological Parks and Aquariums.

David G. Zucconi,
AAZPA President

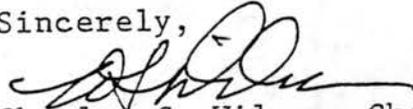
October 16, 1990

Page 2

The Charter and Bylaws Committee reviewed the question of Article V, Section 6, and I believe the committee members may be interested in addressing it, but it is unclear at present as to whether we can independently, as a committee, make comment or whether the committee needs to be asked to do so by the Board. Article II, Section 1, states we shall annually review the Charter and Bylaws and shall recommend changes, if any. However, this issue appears to be more of an interpretation issue at this time. Your clarification would again be helpful.

Please feel free to contact me if I may be of any assistance.

Sincerely,



Charles G. Wilson, Chairman
Board of Regents

cc: Louis DiSabato
Steve Taylor
Bob Wagner

David - It is possible that the
ISIS dues (based on attendance)
will be more than AAZPA
dues (based on budget)! There
are quite a few popularly attended
but low budgeted zones.



American Association of Zoological Parks and Aquariums

EXECUTIVE OFFICE AT OGLEBAY PARK, WHEELING, WV 26003-1698 (304) 242-2160

DATE: August 22, 1990

REPLY TO: Louis R. DiSabato, Chairman
Charter & Bylaws Committee
San Antonio Zoo
3903 North St. Mary's Street
San Antonio, TX 78212

TO: Charter & Bylaws Committee

SUBJECT: Charter and Bylaws Amendments

*Sept 23
2 pm
Western board room*

For total clarification, I enclose a copy of a memo from Claudia Collier, our committee's board liaison. As you can see, our committee has been charged with two assignments:

1. The board has already voted, approved, and mailed ballots to change the normal progression of officers due to Paul Chaffee's unfortunate illness. We are asked to offer a bylaws amendment to provide for such.

I would like to hear from each of you regarding such need; and if there is a need, a suggested change would be welcomed.

2. Definition of a zoo. This is, and probably always will be debated. Article III of the Articles of Incorporation and Article VI, Section 2 of the Bylaws define a zoo quite specifically. In the Bylaws, a zoo is defined as an institution, i.e. ... "members shall be zoological parks, aquariums, wildlife parks and oceanariums as defined in Article III of the Charter...". They shall have regular and predictable visiting hours which are convenient to the general public and which constitute more than a token opening. Their collections shall be comprehensive and not merely holdings of domestic or semi-domestic animals or meager collections of wild animals...".

The wording and context of this section was painstakingly chosen to effectively describe what the Charter & Bylaws Committee and the Board felt that a zoo should be. Our charge from the Board at present is to ensure that our member institutions serve the original intent of the association. Apparently, there has been some confusion by certain factions as to what a zoo is (see paragraph 3 of Claudia's letter).

I call your attention to Article VI, Section 4, Related Organizations, and ask that you review this section before the meeting in Indianapolis. It appears that some precaution is necessary to guard against organizations that hold animals such as hotels, amusements parks, etc.

MEMO to Charter & Bylaws Committee
August 22, 1990
Page 2

In my opinion, both of these issues require discussion at our upcoming meeting in Indianapolis. As an additional reminder then, the Charter & Bylaws Committee will meet at 2:00 p.m. on 23 September, 1990 in the Boardroom at the Westin. I look forward to seeing you all.



LRD:jcl
cc: Claudia Collier
President Hoessle
President-Elect Zucconi
Robert Wagner



American Association of Zoological Parks and Aquariums

EXECUTIVE OFFICE AT OGLEBAY PARK, WHEELING, WV 26003 - 1698
(304) 242-2160; FAX: (304) 242-2283

RECEIVED AUG 26 1990

MEMORANDUM

DATE: August 14, 1990

TO: Louis DiSabato, Chairman
Charter and Bylaws Committee

FROM: Claudia Collier, Board Liaison *Claudia*

SUBJECT: Charter and Bylaws Amendments

As a result of the recent AAZPA Board Meeting in St. Louis, the Charter and Bylaws Committee has been charged with two assignments.

The board vacancy that may result from Paul Chaffee's recent illness has brought to the boards attention that the bylaws do not have any provisions for filling a "President-elect" vacancy. As this is a critical position, the board felt the bylaws should be amended to provide a provision for filling a vacancy in this office.

In addition, the recent increase in exotic animal displays in hotels, amusement parks, and other entertainment facilities prompted some concern by the board regarding the definition of a zoo as stated in Article III of the Articles of Incorporation and Article VI, Section 2 of the Bylaws. The board would like your committee to review the definition and propose an amendment to the bylaws that would ensure our member institutions serve the original intent of the Association.

As a point of clarification, the boards concern was over new facilities that may seek membership, not with any of our existing member institutions.

As you know, the Charter and Bylaws Committee is scheduled to meet in Indianapolis on Sunday afternoon. I will be at that meeting if you have any questions. In the mean time, feel free to give me a call if I can be of assistance.

cc: Charlie Hoessle
Bob Wagner

OFFICERS

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President-Elect
DAVID G. ZUCCONI

Vice President
PAUL S. CHAFFEE, D.V.M.

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DENNIS A. MERITT, JR. Ph.D.

CHRISTEN M. WEMMER Ph.D.

CLAUDIA E. COLLIER

ROY A. SHEA

R. GREGORY TARRY



American Association of Zoological Parks and Aquariums

EXECUTIVE OFFICE AT OGLEBAY PARK, WHEELING, WV 26003-1698 (304) 242-2160

DATE: August 15, 1990

REPLY TO: Louis R. DiSabato, Chairman
Charter & Bylaws Committee
San Antonio Zoological Gardens & Aquarium
3903 North St. Mary's Street
San Antonio, TX 78212

TO: Charter & Bylaws Committee

SUBJECT: Scheduled Meeting/Annual Conference - Indianapolis

A meeting of present and new members of the Charter & Bylaws Committee has been scheduled for Sunday, September 23 at 2:00 p.m. in the Boardroom at the Westin Hotel.

I hope that each of you will be able to attend the meeting. The Charter & Bylaws Committee reacts to the need for change as is necessary and whenever the president or board of directors requests consideration on certain issues. Your thoughts regarding committee action will be most welcomed.

Regards,

LRD:jcl

cc: Board Liaison

Enclosure: 1989-90 committee member list

1989-90 CHARTER & BYLAWS COMMITTEE

Louis R. DiSabato, Chairman
San Antonio Zoological Gardens &
Aquarium
3903 North St. Mary's Street
San Antonio, TX 78212

Charles Wilson, Vice Chairman
Memphis Zoological Garden and
Aquarium
2000 Galloway Avenue
Memphis, TN 38112

Robert Fry, Director
North Carolina Zoological Park
Route 4, Box 83
Asheboro, NC 27203

Eric Stephens, Business Manager
Metrozoo-Miami
12400 S.W. 152 Street
Miami, FL 33177

Mark Reed, Assistant Director
Sedgwick County Zoo
5555 Zoo Boulevard
Wichita, KS 67212

Timothy Gunther
Box 319, RR #4
Greenwood Lake, NY 10925

Kathryn Roberts, Director
Minnesota Zoological Garden
12101 Johnny Cake Ridge Road
Apple Valley, MN 55124

Dan Michalowski, Director
Seneca Park Zoo
2222 St. Paul Street
Rochester, NY 14621

Mr. Don Wixom, Director
Sunset Zoo
Manhattan, KS 66502



American Association of Zoological Parks and Aquariums

EXECUTIVE OFFICE AT OGLEBAY PARK, WHEELING, WV 26003 - 1698
(304) 242-2160; FAX: (304) 242-2283

30 May 1990

MEMO TO: LOUIS R. DISABATO, CHAIRMAN, CHARTER & BYLAWS COMMITTEE
FROM: ROBERT WAGNER, EXECUTIVE DIRECTOR *R. Wagner, Committee*
SUBJECT: RECENT CORRESPONDENCE REGARDING THE BYLAWS AS THEY RELATE
TO SSP ANIMALS

OFFICERS

President
CHARLES H. HOESSLE

President-Elect
DAVID G. ZUCCONI

Vice President
PAUL S. CHAFFEE, D.V.M.

Immediate Past President
PALMER E. KRANTZ, III

Executive Director
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DIRECTORS

SUSAN M. ENGFER

STEVE H. TAYLOR

STEPHEN R. WYLIE

TED A. BEATTIE

DENNIS A. MERITT, JR., Ph.D.

CHRISTEN M. WEMMER, Ph.D.

CLAUDIA E. COLLIER

ROY A. SHEA

R. GREGORY TARRY

Many thanks for providing me copies of correspondence between you and Eric Stephens. It is my opinion that the Charter & Bylaws Committee has not been called into action with respect to the sale or other movement of SSP animals.

The subject has come before the Board on a couple of occasions, but the Board has always held firm that the animals involved in SSP programs remain the property of those providing them - be they institutions or individuals. For confirmation, please see page 6 of the May 1990 edition of COMMUNIQUE.

As you know, there are those in our membership who hold that endangered/threatened species, as well as specimens involved in SSP programs, should not have a monetary value placed upon them and they should never be sold. Others are just as vociferous in stating that their governing authorities may not allow the expenditure of huge sums of money for captive propagation programs if there was never any possibility to recoup at least a portion of the investment. Be that as it may, the Board has again held that ownership of SSP animals remains with the participating institutions or individuals.

Again, thank you for providing me copies of the above-noted correspondence. I am providing copies of this to all those you copied in so that they will also be advised of the Board's position on the matter.

ROW/ljb

Copies to: AAZPA Charter & Bylaws Committee
Charles Hoessle
David Zucconi