



Minnesota State Zoological Board.
Zoo-Related Organizations Files.

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TRANSMITTAL - MESSAGE SLIP

TO <i>Jerry</i>	LOCATION
DATE <i>16 Nov. 1978</i>	TIME
FROM <i>1515</i>	LOCATION
TRANSMITTAL ACTION	CALL OR VISIT
<input type="checkbox"/> Review and see me	<input type="checkbox"/> NAME
<input type="checkbox"/> Review and return	<input type="checkbox"/> FROM
<input type="checkbox"/> Prepare reply for my sig.	<input type="checkbox"/> PHONE NO.
<input type="checkbox"/> Reply and send me copy	<input type="checkbox"/>
<input type="checkbox"/> For your approval	<input type="checkbox"/> Called
<input type="checkbox"/> For your information	<input type="checkbox"/> Was here to see you
<input type="checkbox"/> For signature	<input type="checkbox"/> Please call
<input type="checkbox"/> As we discussed	<input type="checkbox"/> Will call again
<input type="checkbox"/> As you requested	<input type="checkbox"/> Returned your call
<input type="checkbox"/> Take appropriate action	
<input type="checkbox"/> Notify staff	

MESSAGE

We retained a copy.

RECEIVED NOV 0 6 1978

dayton, herman, graham & getts attorneys at law

800 Midland Bank Building
Minneapolis MN 55401
(612) 339-7633

November 2, 1978

Charles K. Dayton
John H. Herman
Kathleen M. Graham
Philip W. Getts
James A. Payne
Carolyn Chalmers

International Species
Inventory System
c/o Mr. Gerard Hegstrom
General Director
Minnesota Zoological Garden
12101 Johnny Cake Ridge Road
Apple Valley, Minnesota

Re: ISIS, Inc., Our File No. 570

IN ACCOUNT WITH
DAYTON, HERMAN, GRAHAM & GETTS

For legal services rendered in connection with the above-captioned matter through October 15, 1978, including: conference with Gerard Hegstrom concerning revision to articles of incorporation and pre-incorporation agreement; correspondence with Ms. Vicki Uchida concerning contract and related matters; telephone conference with Gerard Hegstrom concerning articles of Incorporation; review and revise pre-incorporation agreement and articles of incorporation agreement pursuant to conference with Mr. Hegstrom; proofread changes; telephone conference with Jan Olson and Gerard Hegstrom concerning articles of incorporation.

Total Legal Services:		\$285.00
Expenses Incurred:		
Photocopies	\$1.65	<u>1.65</u>
Due per previous statement dated January 27, 1978		<u>\$537.80</u>
TOTAL AMOUNT DUE		<u>\$824.45</u>

PWG:mvw3

dayton, herman, graham & getts attorneys at law

800 Midland Bank Building
Minneapolis MN 55401
(612) 339-7633

October 27, 1978

Charles K. Dayton
John H. Herman
Kathleen M. Graham
Philip W. Getts
James A. Payne
Carolyn Chalmers

Mr. Gerard Hegstrom
Director, Minnesota Zoological
Garden
12101 Johnny Cake Ridge Road
Apple Valley, Minnesota

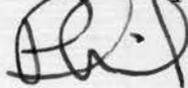
Re: ISIS, Inc., Our File 570

Dear Jerry:

I am enclosing a copy of the pre-incorporation agreement and articles of incorporation for ISIS, Inc. I will keep the originals in my file pending approval by you and the AAZPA.

If you have any questions, please call.

Sincerely,



Philip W. Getts

PWG:mv
Enclosures

AGREEMENT

This agreement, dated the _____ day of _____, 1978 between Ulysses S. Seal, a resident of the State of Minnesota ("Seal"), Dale Makey, a resident of the state of Minnesota ("Makey"), the American Association of Zoological Parks and Aquaria, a nonprofit corporation organized under the laws of the state of _____ ("AAZPA"), and the Minnesota Zoological Society, a Minnesota nonprofit corporation;

WITNESSETH:

WHEREAS, the parties to this agreement have established the International Species Inventory System to collect and distribute census data and vital statistics on wild vertebrates in captivity, to develop comprehensive management and propagation programs for captive species, and to provide necessary and useful information for the management of endangered species in their native habitats or reintroduction programs; and

WHEREAS, the parties wish to establish the International Species Inventory System as an independent organization under the direction of a board of directors; and

WHEREAS, the parties to this agreement wish to establish a nonprofit corporation to manage the International Species Inventory System and to obtain and to manage all copyrights,

trademarks, and other rights to computer programs, tradenames, publications, and other documents published as part of the International Species Inventory System program,

NOW, THEREFORE, the parties to this agreement hereby agree as follows:

1. Incorporation. The parties agree to take all necessary steps to establish a nonprofit corporation pursuant to the laws of the State of Minnesota to be known as ISIS, Inc. and to qualify said corporation for tax exempt status pursuant to Section 501 of the Internal Revenue Code. The articles of incorporation and the bylaws of ISIS, Inc. shall be adopted as provided in this agreement.

2. Assignment of Interests in Copyrights and Trademarks. The parties to this agreement shall assign to ISIS, Inc. all of their rights and interests in the following: computer programs developed for the International Species Inventory System, trademarks and service marks used on publications of the International Species Inventory System, and all materials published under the name or title "International Species Inventory System" or "ISIS." No party shall be compensated in any way for any such assignment, although nothing in this agreement shall be deemed to prevent any individual from obtaining any income tax benefit or advantage which may accrue as a result of said assignment.

3. Contract for ISIS Services. AAZPA shall enter into an agreement with ISIS, Inc. as soon as practical after the latter is incorporated, whereby ISIS, Inc. shall provide data

collection and processing services, including periodic and special reports, to any member of the AAZPA which requests such services, and the AAZPA shall pay to ISIS, Inc. a fee for rendering such services. The particular nature and scope of said services and the compensation to be paid shall be described in such agreement. The agreement shall also permit ISIS, Inc. to contract independently with any zoo, park, aquarium, or other interested party who is not a member of AAZPA and who wishes to obtain services provided by ISIS. In no event shall ISIS, Inc. provide such services at a rate less than the rate charged to any member of AAZPA for similar services.

4. Pre-incorporation Expenses. No party shall be reimbursed or receive any compensation for any expense incurred by such party as part of the process of incorporation ISIS, Inc. All expenses of incorporating ISIS, Inc., including attorneys' fees, filing fees, trademark registration fees, and the like, shall be paid by ISIS, Inc. upon the approval of the board of directors.

5. Representation on Board of Directors. The articles of incorporation and the bylaws of ISIS, Inc. shall be drafted to provide for the following ex officio members of the board of directors of ISIS, Inc.: the president, president-elect and executive director of AAZPA, the president of the American Association of Zoo Veterinarians, and three representatives chosen by the Minnesota Zoological Society.

6. Additional Directors; Terms. The bylaws shall permit the board of directors to elect up to twelve additional members. The bylaws of ISIS, Inc. shall provide that the

members of the initial board of directors who are not ex officio members shall be elected as follows: one-third of such members to an initial term of three years; one-third to an initial term of two years, and one-third to an initial term of one year. Thereafter, members of the board who are not ex officio members shall be elected for terms of three years.

7. Secretary of the Board. The bylaws of ISIS, Inc. shall provide that the executive director or other managing officer of ISIS, Inc. shall be the secretary of the board of directors but shall have no vote on matters before the board.

8. Officers. The articles of incorporation and bylaws of ISIS, Inc. shall provide for the following officers: president, vice president, secretary, and treasurer. The bylaws shall further provide that no person shall hold more than one office at any one time and that all officers shall be elected from the membership of the board of directors. The parties agree that Seal shall be the first president.

9. Action of the Board. The articles of incorporation and bylaws of ISIS, Inc. shall provide that a quorum of the board required to take action shall be a majority of members of the board, and that any action of the board may be taken by the affirmative vote of majority of those members of the board attending a meeting where a quorum is present.

10. Amendment of Articles and Bylaws. Nothing in this agreement shall prohibit or in any way limit or restrict the

power of the board of directors of ISIS, Inc. from altering or amending the articles of incorporation or bylaws of ISIS, Inc. in any manner whatever on and after the date of incorporation of ISIS, Inc., as long as the amendment is made pursuant to the procedures specified in the articles of incorporation and bylaws.

11. First Registered Office. The first registered office of ISIS, Inc. and the corporation's principal place of business shall be 12101 Johnny Cake Ridge Road, Apple Valley, Minnesota 55124.

IN WITNESS WHEREOF, the parties have set their hand
this _____ day of _____, 1978.

Ulysses S. Seal

American Association of
Zoological Parks and Aquaria

Minnesota Zoological Society

Dale Makey

ARTICLES OF INCORPORATION
OF
ISIS, INC.

We, the undersigned, for the purpose of forming a corporation under and pursuant to Minnesota Statutes, Chapter 317, known as the Minnesota Non-Profit Corporation Act, do hereby associate ourselves together as a body corporate and adopt the following Articles of Incorporation:

ARTICLE I.

The name of this corporation shall be ISIS, INC.

ARTICLE II.

The period of duration of this corporation shall be perpetual.

ARTICLE III.

The registered office of this corporation shall be Apple Valley, Minnesota. The Board of Directors shall have the power to carry on the affairs of the corporation at such other places as they may from time to time designate.

ARTICLE IV.

The corporation shall be organized and operated for scientific and educational purposes, including, without limitation, collection and distribution of census data and vital statistics on wild vertebrates in captivity, distribution of information to assist zoological institutions to develop comprehensive management and propagation programs for captive species, and to provide information for the management

of endangered species in their native habitats or in reintroduction programs, and to do all things as may be necessary and proper to carry out any of the foregoing purposes.

ARTICLE V.

This corporation shall have no capital stock and no corporate seal. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, or a corporation exempt from taxation under Section 290.05 of the Minnesota Income Tax Act or the corresponding provision of any future Income Tax Act of the State of Minnesota.

ARTICLE VI.

No director, officer or member of the corporation shall in any way be personally liable or responsible for any debt or obligation incurred by, or on behalf of, or imposed upon, the corporation.

ARTICLE VII.

The management of the affairs of the corporation shall be vested in a Board of Directors, consisting of not less than seven nor more than nineteen persons, including the following ex officio members: the president, president-elect, and executive director of the American Association of Zoological Parks and Aquaria, or any successor organization, the president of the American Association of Zoological Veterinarians, or any successor organization, and the president of the Board of Trustees of the Minnesota Zoological Society. The president of the Minnesota Zoological Society may appoint two additional members of the Board of Trustees of the Minnesota Zoological Society, as members of the board of directors of ISIS, Inc. Ex officio members shall have all of the rights, powers, and duties, including the right to vote, of regular members of the board of directors.

ARTICLE VIII.

Upon dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation in such manner, or to such organization or organizations organized and operating exclusively for charitable,

religious, educational and scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 of the corresponding provision of any future United States Internal Revenue Law, as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the courts of the State of Minnesota.

ARTICLE IX.

The number of directors constituting the first board of directors of this corporation shall be seven, and the tenure in office of such first board of directors shall be until the first annual meeting, when successors are elected and qualified. The name and address of each such first director is:

Ulysses S. Seal, Minneapolis, Minnesota;
L. David Mech, Minneapolis, Minnesota;
Paul Freeman, Minneapolis, Minnesota;
Edward J. Maruska, Cincinnati, Ohio;
Donald Farst, Brownsville, Texas;
Robert Wagner, Wheeling, West Virginia;
Robert Temple, Bristolville, Ohio.

ARTICLE X.

The name and address of each incorporator of this corporation is:

Philip W. Getts, 800 Midland Bank Building
Minneapolis, Minnesota;
Maryelva Varhley, 800 Midland Bank Building,
Minneapolis, Minnesota;
Marcia K. Haugen, 800 Midland Bank Building,
Minneapolis, Minnesota.

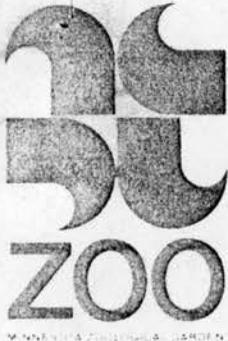
IN WITNESS WHEREOF, the incorporators have hereto
set their hands this _____ day of _____, 1978.

ATTEST:

Philip W. Getts

Maryelva Varhley

Marcia K. Haugen



12101 Johnny Cake Ridge Road
Apple Valley, MN 55124
612/432-9000

October 16, 1978

Mr. Robert Wagner, Executive Director
American Association of Zoological Parks & Aquariums
Oglebay Park
Wheeling, West Virginia 26003

Dear Bob:

I want to thank you for sending me a copy of the AAZPA statement regarding the relationship to ISIS. It helps to confirm our continuing effort to put this program on a solid base.

I am currently working with a local attorney, Mr. Phil Getts, in the preparation of the legal materials we had discussed. It should be ready shortly and when available, will be immediately forwarded to you.

One of the items we had discussed was preparing a service contract between AAZPA and ISIS. As a very first step in helping to define the services to be provided to AAZPA from ISIS, Jan Olsen has assisted me in preparing six service area descriptions. I am attaching a copy of this initial draft expecting that you may wish to refer it to the ISIS Committee for review and comment. We will continue to develop the material from this end but felt that you should have some of this initial material to react to.

If you have any questions, please contact me.

Yours very truly,

Gerard D. Hegstrom
General Director

GDH:pn

Attachment

cc: Edward J. Maruska, Director, Cincinnati Zoo
Karen Sausman
Philip W. Getts
Jan Olsen
U. S. Seal, Ph.D.

Issues

- 1) Copyright, Trademarks, Servicemark
- ✓ 2) Pre-Incorporation Agreement: MZG Signature/Part. ^(?)
OW knower
 (2) Commitment to Participate Board of Directors office
- ✓ 3) Articles of Incorporation - BoD of Div.

✓ 4) By Laws (?)

✓ 5) ^{AAZPA} Service Contract (?) ^{MZG} Service Contract (Spec)

6) Loan Agreement / Grant Contract

7) Participants + Making Groups

Steering Committee
 Operations Committee

BoD - 2 times per year
 Exec Comm.
 (operations)

AAZPA Steering Committee

Usage Committee

AAZPA Special Committee

ISIS Board

ISIS Exec.
 ISIS Operations (?)

~~AAZPA~~
 "ISIS Usage" Committee
 (Service Contract)

<u>Contract</u>	<u>Participation</u>	
Seal	AAZPA	(3)
Mahy	AAZV	(2)
(Bridgwater) ?	(3) MZC (MZS)	(1)
AAZPA	Seal	(1)
AAZV ?	0 ? Mahy	(1)
(MZG) ?	0 ? Bridgwater	(1)

} 3
 } 1 (7)
 } 3
 } (9)

ISIS EXEC ex officio w/o vote.

AT LARGE (12)
 Seal

Olsen ?
 Mustfeldt ?

Articles of Incorporation

Steering
 USDI
 IUCN
 Marine Mammals
 Zoo Rep
 Aquarior Rep

Original BoD (7)
 (Only 1 AAZV + No MZG)
 Maximum
 17 to (32)

March 31, 1978 / Loan Extension

Working Committee

1) Committee

2) Pre-incorp.

3) Articles of Incorp.) [15]
(By Laws)

4) Service Contract (Form)
(Loan Agreement)

Karen Sussman

P.O. Box 1775

Palm Desert, Calif

92260

Outline For Proposed AAZPA - ISIS Service Contract

Services to be provided by ISIS:

1. Each AAZPA member institution will be entitled to have its mammal, bird, (reptile, amphibian and fish) inventory processed, if the data is submitted to ISIS on New Inventory Data forms. All required directories and forms will be provided by ISIS.
2. Each AAZPA member institution will receive annually (February) an Inventory Report and an Acquisition/Release Report for the preceding year. The report will be submitted both on microfiche and on computer paper.
3. Each AAZPA member institution will receive the annual ISIS Species Distribution Report on microfiche. Selected portions of the report will be made available on 8 1/2" x 11" paper copy.
4. Each AAZPA member institution, the AAZPA Board of Directors, the Executive Office and all AAZPA committees can submit requests for the reports of the Pedigree/Demography/Studbook System on any species for which ISIS has data. Reports requested as part of the AAZPA service contract must be channelled through the AAZPA-ISIS Advisory Committee.
5. ISIS will enter data on any studbook specimen or potential studbook specimen, if the data is keypunch-ready, coded in the ISIS format, either on data sheets or computer coding sheets.
6. ISIS will make changes in its reports, and computer programs at the request of the AAZPA-ISIS Advisory Committee. Changes should be proposed once a year, prioritized, and will be undertaken by ISIS only if the sum cost of all changes does not exceed the contractual limit for modifications. Major program changes must be specified in a separate contract.

Outline For Proposed AAZPA - ISIS Service Contract

Services to be provided by ISIS:

1. Each AAZPA member institution will be entitled to have its mammal, bird, (reptile, amphibian and fish) inventory processed, if the data is submitted to ISIS on New Inventory Data forms. All required directories and forms will be provided by ISIS.

Cost to AAZPA \$34,000

2. Each AAZPA member institution will receive annually (February) an Inventory Report and an Acquisition/Release Report for the preceeding year. The report will be submitted both on microfiche and on computer paper.

Cost to AAZPA \$ 2,000

3. Each AAZPA member institution will receive the annual ISIS Species Distribution Report on microfiche. Selected portions of the report will be made available on 8 1/2" x 11" paper copy.

Cost to AAZPA \$ 1,000

4. Each AAZPA member institution, the AAZPA Board of Directors, the Executive Office and all AAZPA committees can submit requests for the reports of the Pedigree/Demography/Studbook System on any species for which ISIS has data. Reports requested as part of the AAZPA service contract must be channelled through the AAZPA-ISIS Advisory Committee.

Cost to AAZPA \$15,000

5. ISIS will enter data on any studbook specimen or potential studbook specimen, if the data is keypunch-ready, coded in the ISIS format, either on data sheets or computer coding sheets.

Cost to AAZPA \$ 2,000

6. ISIS will make changes in its reports, and computer programs at the request of the AAZPA-ISIS Advisory Committee. Changes should be proposed once a year, prioritized, and will be undertaken by ISIS only if the sum cost of all changes does not exceed the contractual limit for modifications. Major program changes must be specified in a separate contract.

Cost to AAZPA \$ 6,000

TOTAL COST \$60,000



American Association of Zoological Parks and Aquariums

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

RECEIVED OCT 16 1978

cc. USS Seal
G. Hogstrom

October 12, 1978

Ms. Judith Block
National Zoological Park
Washington, D.C. 20008

Dear Judith,

Everyone that was asked to accept a position on the newly-formed ISIS Committee has accepted. The Committee make-up is as follows:

Judith Block, Chair
Marvin Jones
Allegra Hamer
Alan Shoemaker
David Banks
Tom Foose
Ernest Roney, Jr.
Jan Olsen, Ex-Officio

I will be away for the next week, but upon my return we can set some goals and objectives and discuss the planning of your meeting that, hopefully, will take place in November in Minnesota.

Sincerely,

Edward J. Maruska
President

EJM:jab

cc: Robert Wagner, Executive Director
Jan Olsen, ISIS Systems Manager

OFFICERS

President
EDWARD J. MARUSKA
Director
Cincinnati Zoo

President-Elect
DON D. FARST, D.V.M.
Director
Gladya Porter Zoo

Vice-President
JUL S. CHAFFEE, D.V.M.
Director
Roeding Park Zoo

Immediate Past President
WILLIAM E. MEEKER
Director
Sacramento Zoo

Executive Director
ROBERT O. WAGNER
Oglebay Park
Wheeling, WV 26003

DIRECTORS

CHARLES H. HOESSELE
Deputy Director
St. Louis Zoological Park

SAUL L. KITCHENER
Director
San Francisco
Zoological Gardens

ROLAND LINDEMANN
President
Catskill Game Farm, Inc.

PETER KARSTEN
Director
Calgary Zoo

GEORGE B. RABB, PH.D.
Director
Chicago Zoological Park

KAREN A. SAUSMAN
Director
Living Desert Reserve

CHARLES L. BIELER
Executive Director
San Diego Zoo

WILLIAM G. CONWAY
General Director
New York Zoological Park

LOUIS R. DISABATO
Director
San Antonio Zoological
Gardens and Aquarium

dayton, herman, graham & getts attorneys at law

800 Midland Bank Building
Minneapolis MN 55401
(612) 339-7633

Charles K. Dayton
John H. Herman
Kathleen M. Graham
Philip W. Getts
James A. Payne
Carolyn Chalmers

October 13, 1978

Ms. Vicki Uchida
Minnesota Zoological Garden
12101 Johnny Cake Ridge Road
Apple Valley, MN 55124

Re: ISIS Contract, Our File 570

Dear Ms. Uchida:

I am writing to confirm the work which I will be performing for the Minnesota Zoological Society and the International Species Inventory System.

Pursuant to previous conversations which I have had with Dr. Ulysses S. Seal and Donald Bridgwater, I have drafted a pre-incorporation agreement and articles of incorporation for ISIS, Inc., a nonprofit corporation formed for the purpose of operating the International Species Inventory System. I have previously forwarded a statement for services rendered to Mr. Bridgwater, and I am attaching a photocopy for your convenience.

After reviewing the documents with Mr. Hegstrom, I will be performing the following services:

1. Revising articles of incorporation;
2. Revising pre-incorporation agreement;
3. Drafting by-laws for ISIS, Inc.;
4. Drafting a service contract for use by ISIS, Inc., and its customers;
5. Additional legal research concerning protection of trademark, servicemark, and copyright of computer program; and

Ms. Vicki Uchida
Page Two
October 13, 1978

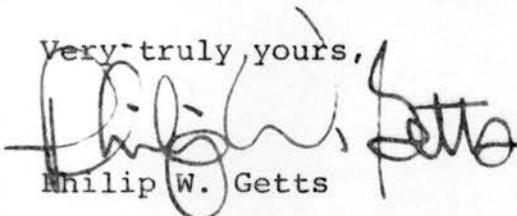
6. Miscellaneous legal research and drafting to complete the foregoing items.

My ordinary fee in matters of this kind is \$50 per hour, and I ordinarily bill clients on a monthly basis. In the instant case, I would propose the initial billing to be October 15, 1978, which would include services already rendered for which no payment has been made, and a final billing upon completion of the agreements or November 15, 1978, whichever is earlier. In the event the work extends beyond November 15, I would continue to bill on a monthly basis. Our firm's Employer Identification Number is 41-1112759.

The product of these services will consist of articles of incorporation, by-laws, pre-incorporation agreement, form service contract, and miscellaneous legal documents. In the event that a more detailed report is required, I will be happy to prepare a letter explaining the purposes and uses of each document.

If you have any questions concerning this contract, do not hesitate to call.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Philip W. Getts", is written over the typed name. The signature is fluid and cursive.

Philip W. Getts

PWG/mkh

cc: Mr. Gerard D. Hegstrom, General Director
Minnesota Zoological Garden

J. Hegstrom



American Association of Zoological Parks and Aquariums

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

September 25, 1978

*ISIS Committee
R*

- OFFICERS**
- President
EDWARD J. MARUSKA
Director
Cincinnati Zoo
- President-Elect
DON D. FARST, D.V.M.
Director
Gladys Porter Zoo
- Vice-President
PAUL S. CHAFFEE, D.V.M.
Director
Roeding Park Zoo
- Immediate Past President
WILLIAM E. MEEKER
Director
Sacramento Zoo
- Executive Director
ROBERT O. WAGNER
Oglebay Park
Wheeling, WV 26003
- DIRECTORS**
- CHARLES H. HOESSELE
Deputy Director
St. Louis Zoological Park
- SAUL L. KITCHENER
Director
San Francisco
Zoological Gardens
- ROLAND LINDEMANN
President
Catskill Game Farm, Inc.
- PETER KARSTEN
Director
Calgary Zoo
- GEORGE B. RABB, PH.D.
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- KAREN A. SAUSMAN
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- CHARLES L. BIELER
Executive Director
San Diego Zoo
- WILLIAM G. CONWAY
General Director
New York Zoological Park
- LOUIS R. DISABATO
Director
San Antonio Zoological
Gardens and Aquarium

Mr. Tom Foose
Oklahoma City Zoo
Route 1, Box 1
Oklahoma City, Oklahoma, 73111

Dear Tom:

Please accept this letter as my request that you accept a position on my ISIS Committee. This new committee will be charged with the responsibility of acting as liaison between our members and the ISIS System employees, and with studying ways in which to make ISIS more useful and workable for our members.

A.A.Z.P.A. and the State of Minnesota (Minnesota Zoological Gardens) are in the process of establishing ISIS as an incorporated entity. By incorporating, ISIS and A.A.Z.P.A. can establish a formal relationship and the incorporated entity will provide both parties with a clearer understanding of each party's responsibilities.

The A.A.Z.P.A./ISIS Committee will consist of seven members, with Janice Olsen, ISIS Systems Manager, serving on the committee in an ex-officio capacity.

I would appreciate your immediate response to this request. I will be in contact with you as soon as possible to inform you of the names of the ISIS Committee members, and with more details on the responsibilities of the committee.

Sincerely,

Edward J. Maruska,
President - A.A.Z.P.A.

EJM:mwc

C.C.: Mr. Robert O. Wagner,
Executive Director - A.A.Z.P.A.

*Smoked letters sent to: Allegan Hansen, Marvin Jones,
David Banks, Judith Block, Alan Shoemaker, + Emre Rensy.
Chairman*



American Association of Zoological Parks and Aquariums

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

9 October 1978

OFFICERS

President
EDWARD J. MARUSKA
Director
Cincinnati Zoo

President-Elect
DON D. FARST, D.V.M.
Director
Gladys Porter Zoo

Vice-President
PAUL S. CHAFFEE, D.V.M.
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San Diego Zoo

WILLIAM G. CONWAY
General Director
New York Zoological Park

LOUIS R. DISABATO
Director
San Antonio Zoological
Gardens and Aquarium

Ms. Jan Olsen, ISIS Manager
Minnesota Zoological Garden
12101 Johnny Cake Ridge Road
Apple Valley, MN 55124

Dear Jan:

I am sending you the requested AAZPA statement with relationship to ISIS. I have captioned it "V." to follow the text which you prepared for inclusion in our future publication, Zoological Park Fundamentals. I hope this is of some assistance to you and helps to clarify the AAZPA/ISIS relationship.

All best regards,

Robert O. Wagner
Executive Director

ROW/ljb

Enclosures

Copies to: Ed Maruska
Jerry Hegstrom
Karen Sausman

V. AAZPA/ISIS Relationship

The AAZPA Board of Directors is totally committed to ISIS and its programs. The Board feels that the programs offered by ISIS hold one of the significant keys to the future management of wildlife in captivity. ISIS has become an incorporated entity within the state of Minnesota to help ensure the continuation of ISIS programs and to more clearly define the relationship between the AAZPA and its members and ISIS. The Board has also established an ISIS Committee consisting of AAZPA members who have indicated an interest in the operation of the ISIS program.

ARTICLES OF INCORPORATION
OF THE
ISIS, INC.

We, the undersigned, for the purpose of forming a corporation under and pursuant to Minnesota Statutes, Chapter 317, known as the Minnesota Non-Profit Corporation Act, do hereby associate ourselves together as a body corporate and adopt the following Articles of Incorporation:

ARTICLE I.

The name of this corporation shall be ISIS, Inc.

ARTICLE II.

The period of duration of this corporation shall be perpetual.

ARTICLE III.

The registered office of this corporation shall be Apple Valley, Minnesota. The Board of Directors shall have the power to carry on the affairs of the corporation at such other places as they may from time to time designate.

ARTICLE IV.

The corporation shall be organized and operated for scientific and educational purposes, including, without limitation, collection and distribution of census data and vital statistics on wild vertebrates in captivity, distribution of information to assist zoological institutions to develop comprehensive management and propagation programs for

captive species, and to provide information for the management of endangered species in their native habitats or in reintroduction programs, and to do all things as may be necessary and proper to carry out any of the foregoing purposes.

ARTICLE V.

This corporation shall have no capital stock and no corporate seal. No part of the net earnings of the corporations shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, or a corporation exempt from taxation under Section 290.05 of the Minnesota Income Tax Act or the corresponding provision of any future Income Tax Act of the State of Minnesota.

ARTICLE VI.

No director, officer or member of the corporation shall in any way be personally liable or responsible for any debt or obligation incurred by, or on behalf of, or imposed upon, the corporation.

ARTICLE VII.

The management of the affairs of the corporation shall be vested in a Board of Directors, consisting of not less than seven nor more than thirty-two persons.

ARTICLE VIII.

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation in such manner, or to such organization or organizations organized and operating exclusively for charitable, religious, educational and scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 of the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Courts of the State of Minnesota.

ARTICLE IX.

The number of directors constituting the first Board of Directors of this corporation shall be seven, and the tenure

in office of such first Board of Directors shall be until the first annual meeting, when successors are elected and qualified. The name and address of each such first director is:

✓ Ulysses S. Seal, Minneapolis, Minnesota;

✓ ~~Donald Bridgwater~~, Apple Valley, Minnesota;

✓ ~~Dale Makey~~, Minneapolis, Minnesota;

✓ ~~DON FARRST~~, ~~STAN~~ ^{elect} ~~William W. Meeker~~, President AAZPA, ^{Brownsville Texas} Sacramento, California;

✓ Edward J. Maruska, President-elect, AAZPA, Cincinnati, Ohio;

✓ Robert Wagner, Executive Director, AAZPA, Wheeling, West Virginia;

✓ ~~Robert Temple~~, ^{MSDXX} President, AAZV, ^{5955 Stroop-Hickok Road} Bristolville, Ohio. 44402
216 - 889-3952

ARTICLE X.

The Name and address of each incorporator of this corporation is:

1. Philip W. Getts, 800 Midland Bank Building, Minneapolis, Minnesota;
2. Judi A. Bruckman, 800 Midland Bank Building, Minneapolis, Minnesota;
3. Marcia K. Haugen, 800 Midland Bank Building, Minneapolis, Minnesota.

IN WITNESS WHEREOF, the incorporators have hereto set their hands this _____ day of _____, 1977.

Attest:

Philip W. Getts

Judi A. Bruckman

Marcia K. Haugen

*Paul
② Freeman
L. David Meek*

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

On this _____ day of _____, 1977, before me, a Notary Public within and for the aforesaid County, personally appeared Philip W. Getts, Judi A. Bruckman, and Marcia K. Haugen, each to me known to be the person described in and each of whom executed the foregoing instrument and acknowledged that he or she executed the same as his or her free act and deed.

Notary Public



American Association of Zoological Parks and Aquariums

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

2 October 1978

OFFICERS

President
EDWARD J. MARUSKA
Director
Cincinnati Zoo

President-Elect
DON D. FARST, D.V.M.
Director
Gladys Porter Zoo

Vice-President
PAUL S. CHAFFEE, D.V.M.
Director
Roeding Park Zoo

Immediate Past President
WILLIAM E. MEEKER
Director
Sacramento Zoo

Executive Director
ROBERT O. WAGNER
Oglebay Park
Wheeling, WV 26003

DIRECTORS

CHARLES H. HOESSLE
Deputy Director
St. Louis Zoological Park

SAUL L. KITCHENER
Director
San Francisco
Zoological Gardens

ROLAND LINDEMANN
President
Catskill Game Farm, Inc.

PETER KARSTEN
Director
Calgary Zoo

GEORGE B. RABB, PH.D.
Director
Chicago Zoological Park

KAREN A. SAUSMAN
Director
Living Desert Reserve

CHARLES L. BIELER
Executive Director
San Diego Zoo

WILLIAM G. CONWAY
General Director
New York Zoological Park

LOUIS R. DISABATO
Director
San Antonio Zoological
Gardens and Aquarium

U. S. Seal, Ph.D.
Minnesota Zoological Garden
12101 Johnny Cake Ridge Road
Apple Valley, MN 55124

Dear Ulie:

Enclosed is our check #3520 for \$4,000 which is the third installment on our \$20,000 loan to ISIS.

Similar checks will follow early in the months of November and December.

As you know, the Board extended the payment date of the loan from 31 March 1979 to 31 March 1980. Also, please be advised that President Maruska has written to all of the proposed members of the ISIS Committee and is awaiting their responses. As soon as Mr. Maruska advises me of the committee members' acceptance, I will notify you and Jan.

All best regards,

Robert O. Wagner
Executive Director

ROW/br

Enclosure

Copies to: AAZPA Board of Directors
Jerry Hegstrom, Interim Director, Minnesota Zoological Garden

AGREEMENT

This agreement, dated the _____ day of _____, 1978 between Donald Bridgwater, a resident of the state of Minnesota ("Bridgwater"), Ulysses S. Seal, a resident of the state of Minnesota ("Seal"), Dale Makey, a resident of the state of Minnesota ("Makey"), the American Association of Zoological Parks and Aquaria, a nonprofit corporation organized under the laws of the state of _____ ("AAZPA"), the American Association of Zoo Veterinarians, a nonprofit corporation organized under the laws of the state of _____ ("AAZV"), and the State of Minnesota acting by and through the Minnesota Zoological Board ("MZB"),

WITNESSETH

WHEREAS, the parties to this agreement have established the International Species Inventory System to collect and distribute census data and vital statistics on wild veterbrates in captivity, to develop comprehensive management and propagation programs for captive species, and to provide necessary and useful information for the management of endangered species in their native habitats or reintroduction programs; and

WHEREAS, the parties wish to establish the International Species Inventory System as an independent organization under the direction of a board of directors; and

WHEREAS, the parties to this agreement wish to establish a nonprofit corporation to manage the International Species Inventory System and to obtain and to manage all copyrights, trademarks, and other rights to computer programs, tradenames, publications, and other documents published as part of the International Species Inventory System program,

NOW THEREFORE, the parties to this agreement hereby agree as follows:

1. Incorporation. The parties agree to take all necessary steps to establish a nonprofit corporation pursuant to the laws of the state of Minnesota to be known as ISIS, Inc. and to qualify said corporation for tax exempt status pursuant to section 501 of the Internal Revenue Code. The articles of incorporation and the bylaws of ISIS, Inc. shall be adopted as provided in this agreement.

2. Assignment of Interests in Copyrights and Trademarks. The parties to this agreement shall assign to ISIS, Inc. all of their rights and interests in the following: computer programs developed for the International Species Inventory System, trademarks and service marks used on publications of the International Species Inventory System, and all materials published under the name or title "International Species Inventory System" or "ISIS." No party shall be compensated in any way for any such assignment, although nothing in this agreement shall be deemed to prevent any individual from obtaining any income tax

benefit or advantage which may accrue as a result of said assignment.

3. Contract for ISIS Services. AAZPA shall enter into an agreement with ISIS, Inc. as soon as practical the latter is incorporated, whereby ISIS, Inc. shall provide data collection and processing services, including periodic and special reports, to any member of the AAZPA which requests such services, and the AAZPA shall pay to ISIS, Inc. a fee for rendering such services. The particular nature and scope of said services and the compensation to be paid shall be described in such agreement. The agreement shall also permit ISIS, Inc. to contract independently with any zoo, park, aquarium, or other interested party who is not a member of AAZPA and who wishes to obtain services provided by ISIS. In no event shall ISIS, Inc. provide such services at a rate less than the rate charged to any member of AAZPA for similar services.

4. Pre-incorporation Expenses. No party shall be reimbursed or receive any compensation for any expense incurred by such party as part of the process of incorporating ISIS, Inc. All expenses of incorporating ISIS, Inc., including attorneys' fees, filing fees, trademark registration fees, and the like, shall be paid by ISIS, Inc. upon the approval of the board of directors.

5. Representation on Board of Directors. The articles of incorporation and the bylaws of ISIS, Inc. shall be drafted

to provide for the following ex officio members of the board of directors of ISIS, Inc.: the president, president-elect, and executive director of AAZPA, the president and president-elect of AAZV, and a representative of the zoo, aquarium, or other organization where ISIS, Inc. has its principal place of business. Bridgwater, Seal, and Makey shall also be ex officio members of the board of directors for initial terms of five years each; thereafter any of these individuals may be elected for one or more subsequent terms of three years.

6. Additional Directors; Terms. The bylaws shall permit the board of directors to elect up to twelve additional members. The bylaws of ISIS, Inc. shall provide that the members of the initial board of directors who are not ex officio members shall be elected as follows: one-third of such members to an initial term of three years; one-third to an initial term of two years, and one-third to an initial term of one year. Thereafter, members of the board who are not ex officio members shall be elected for terms of three years.

7. Secretary of the Board. The bylaws of ISIS, Inc. shall provide that the executive director or other managing officer of ISIS, Inc. shall be the secretary of the board of directors but shall have no vote on matters before the board.

8. Officers. The articles of incorporation and bylaws of ISIS, Inc. shall provide for the following officers: president, vice president, secretary, and treasurer. The bylaws shall further provide that no person shall hold more

than one office at any one time and that all officers shall be elected from the membership of the board of directors. The parties agree that Seal shall be the first president.

9 . Action of the Board. The articles of incorporation and bylaws of ISIS, Inc. shall provide that a quorum of the board required to take action shall be a majority of members of the board, and that any action of the board may be taken by the affirmative vote of majority of those members of the board attending a meeting where a quorum is present.

10. Amendment of Articles and Bylaws. Nothing in this agreement shall prohibit or in any way limit or restrict the power of the board of directors of ISIS, Inc. from altering or amending the articles or incorporation or bylaws of ISIS, Inc. in any manner whatever on and after the date of incorporation of ISIS, Inc., as long as the amendment is made pursuant to the procedures specified in the articles of incorporation and bylaws.

11. First Registered Office. The first registered office of ISIS, Inc. and the corporation's principal place of business shall be the Minnesota Zoological Garden, 12101, Johnny Cake Road, Apple Valley, Minnesota 55124.

IN WITNESS WHEREOF, the parties have set their hand
this _____ day of _____, 1978.

Donald Bridgwater

Ulysses S. Seal

Dale Makey

American Association of
Zoological Parks and Aquaria

American Association of
Zoo Veterinarians

Minnesota Zoological Board

BY-LAWS
OF
SOUTHWEST AREA CITIZENS ALLIANCE, INC.
A MINNESOTA NON-PROFIT CORPORATION

ARTICLE I
NAME AND PURPOSE

The name of this corporation shall be SOUTHWEST AREA CITIZENS ALLIANCE, INC. and the purposes for which this corporation is formed shall be as provided in its Articles of Incorporation.

ARTICLE II
MEMBERSHIP

Section 1. Classes of Membership. There shall be a single class of membership in the corporation to be designated and known as General Members. Any individual shall be eligible to become a member upon the payment of such dues, initiation fee, or any other fee which the Board of Directors may require.

Section 2. Regular Meetings and Annual Meeting
The annual meeting of the members shall be held on the Third Tuesday of September at such hour and place as the Board of Directors may by resolution determine.

Section 3. Special Meetings
A special meeting of the members shall be called by the President, at such hour and place as may be set by the Board of Directors, upon the President's request, upon the passage by the Board of Directors of a resolution requesting a special meeting, or upon receipt by the President of a request in writing for a special meeting signed by not less than one-quarter of the General Membership.

Section 4. Notices
Written notice of any regular or any special meetings of the members shall be given to all members, either personally or by mail delivery addressed to each member at his address appearing on the books of the corporation, at least ten (10) days but not more than thirty (30) days before the meeting. The notice shall state the time and place of the meeting, and in the case of a special meeting, shall briefly state the nature of the business to be transacted.

Section 5. Voting
Each General Member shall be entitled to one vote.

Section 6. Action by the Members; Quorum
Any action which the members are authorized to take shall be by the affirmative vote of a majority of the members present possessing the right to vote, provided that a quorum is present. A majority of the members possessing the right to vote shall constitute a quorum.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Power
Except as otherwise provided by the Articles of Incorporation or by the By-Laws, the management of the affairs of this corporation shall be vested in the Board of Directors. The Board of Directors shall have the power and the duty to exercise general supervision over the affairs of the corporation, to receive and act upon the reports of all committees, to approve all applications for membership, to act in the capacity of any committee, to create committees, to control the funds of the corporation and to provide for the method and manner of disbursements of such funds, and to perform all other functions necessary to the conduct, management, and control of the business and affairs of the corporation.

Section 2. Number
The Board of Directors shall have not less than eight (8) nor more than thirty-two (32) members who shall be nominated and elected in accordance with these By-Laws. Any member shall be eligible for election to the Board of Directors. At the first regular meeting of the members held after adoption of these By-Laws, one-half of the total number of directors shall be elected for a term of one year, and one-half shall be elected for a term of two years. Thereafter, one-half of the total number of directors shall be elected at each annual meeting for a term of two years.

Section 3. Election
After election of the first Board of Directors, members of the Board shall be nominated and elected as provided in this paragraph. Not later than the second regular meeting of the Board prior to the annual meeting, the Nominating Committee shall nominate as many persons for election to the Board of Directors as there are vacancies on the Board. Written notice of the names and addresses

of each nominee shall be mailed to all members not later than thirty (30) days prior to the annual meeting. Additional nominations may be made from the floor by any member at the annual meeting or at any special meeting called for the purpose of electing directors. Each member shall be entitled to cast one vote for each vacancy to be filled. Cumulative voting shall not be allowed.

Section 4. Vacancies

Any vacancy on the Board of Directors occurring not less than one month prior to the annual meeting may be filled by the remaining members of the Board, even though less than a quorum. A director appointed to fill a vacancy shall be appointed in accordance with the qualifications set forth in Section 2 of this Article III and shall be appointed for the unexpired term of his predecessor in office.

Section 5. Removal

Any director may be removed from office by a majority vote of the members of this corporation entitled to vote at any regular meeting at which a quorum is present. In the event any one or more of the directors is so removed, new directors may be elected at the next regular meeting to fill the unexpired terms of the directors so removed.

Section 6. Voting Rights

Each director shall be entitled to one (1) vote on all matters before the Board of Directors. There shall be no voting by proxy.

Section 7. Organization Meetings

As soon as practicable, and within thirty (30) days after the annual meeting of the members, and after any special meeting of the members at which directors have been elected, the Board of Directors shall meet for the purposes of organizing the Board, the election of officers, and the transaction of such other business as may properly come before the meeting.

Section 8. Regular Meetings

Regular meetings of the Board of Directors shall be held on the third Wednesday of every month at an hour and place to be determined by the Board. Any member may attend any regular meeting of the Board of Directors but shall not exercise any vote on any matters to come before the meeting.

Section 9. Special Meetings

Special meetings of the Board of Directors for any purpose shall be called by the President or any two or more directors. Any member may attend any special meeting of the Board of Directors but shall not exercise any vote on any matters to come before the meeting.

Section 10. Notice of Meetings

Written notice of the time and place of any regular meeting or special meeting of the Board of Directors of the corporation shall be delivered personally to each director or sent to each director by mail addressed to the director at his address as shown on the records of the corporation at least five (5) days prior to the time of the meeting. No notice need be given of any organization meeting held immediately prior to the regular meeting of the members.

Section 11. Quorum

A majority of the members of the Board of Directors shall constitute a quorum at any meeting of the Board. The act of the majority of the Directors present and voting at any meeting at which a quorum is present shall be considered the act of the Board of Directors.

Section 12. Place

The Board of Directors shall hold its meetings at any place determined by the Board.

Section 13. Validation of Meeting

The transactions of the Board of Directors at any meeting, however called or noticed, or where ever held, shall be as valid as though a meeting duly held after call and notice if a quorum be present and if, either before or after the meeting, each voting member not present signs a written waiver of notice or a consent to the holding of such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records and be made a part of the minutes of the meeting.

Section 14. Action Without Meeting

Any action required or permitted to be taken by the Board of Directors under provisions of the law, the Articles of Association, or these By-Laws may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such directors. Any certificate or other document

filed on behalf of the corporation relating to an action taken by the Board without a meeting shall state that the action was taken by a unanimous written consent of the Board of Directors without a meeting and that the By-Laws of this corporation authorize its directors so to act.

ARTICLE IV
OFFICERS

Section 1. Officers

The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer.

Section 2. Election, Term

The officers of this corporation shall be elected from the membership of the Board of Directors annually by the Board of Directors at its organization meeting to be held as soon as practicable after the annual meeting of the members. Each officer shall hold office for a term of two (2) years, until he shall resign, be removed, or otherwise disqualified, or until his successor shall be elected and qualified.

Section 3. Duties of Elected officers

A. President. The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have supervision, direction, and control of the business and affairs of the corporation. He shall preside at all meetings of the Board of Directors and of the members. He shall be ex officio a member of all standing committees, except the Nominating Committee, and shall have the general powers, duties, and management usually vested in the office of the President of a corporation, and he shall have such other powers and duties as may be prescribed by the Board of Directors.

B. Vice-President. In the absence, disability, or refusal to act of the President, the Vice-President shall perform all the duties of the President and when so acting shall have the powers and be subject to all the restrictions upon the President.

C. Secretary. The secretary shall be secretary of the meetings of the Board of Directors, record all proceedings of such meetings in the appropriate minute book of the Corporation, be the custodian of all official documents, and records of the Corporation, and perform such other duties as may from time to time be prescribed by the Board or Miscellaneous By-Laws.

D. Treasurer. The Treasurer shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the association including accounts of any dues or contributions or other monies paid by members of the corporation. The books of account shall at all times be open to inspection by any director or by any member of this corporation. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as ordered by the Board of Directors and shall render to the President and the Board of Directors, upon request, an account of all his transactions as Treasurer, and of the financial condition of the corporation. The Treasurer shall perform such other and further duties, as may be required by law or as may be prescribed or required from time to time by the Board of Directors or the By-Laws.

Section 4. Removal of Officers

Any officer of the corporation may be removed without cause at any meeting of the Board of Directors by the affirmative vote of the majority of all directors.

Section 5. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled for the unexpired term of any meeting of the Board of Directors by the affirmative vote of a majority of all directors.

ARTICLE V
COMMITTEES

Section 1. Establishment

The Board may by resolution establish any committee, including an executive committee to manage the affairs of the corporation, for any purpose consistent with the Articles of Incorporation or these By-Laws. The chairman and members shall be appointed by the President with the approval of such committee by the Board of Directors. Each committee shall have the powers and duties specified in the resolution of the Board establishing the committee.

Section 2. Quorums, Meetings

A majority of the members of the committee shall constitute a quorum at any meeting of that committee. Each committee shall meet as often and at such time and place as shall be determined by its own resolution. Each committee shall keep written minutes of each meeting of its members, which minutes shall be submitted to the Board of Directors for its review and may be inspected at any time by any member of the corporation.

ARTICLE VI
DUES

Section 1. Annual Dues

The Board of Directors may determine from time to time the amount of initiation fees, if any, and annual dues payable.

Section 2. Payment of Dues

Annual dues shall be due and payable in full in the fifteenth day of the month following the regular annual meeting of the corporation. The Board of Directors may provide by resolution for payment of dues in installments or for discounts for prompt payment of dues. The Board of Directors may also provide by resolution for reduced dues for new members who joined the corporation during the course of its fiscal year.



Minnesota Zoological Garden
12101 Johnny Cake Ridge Road
Apple Valley, Minnesota 55124
Telephone (612) 432-9000

A Program of the American Association
of Zoological Parks and Aquariums

9 January 1977

Memo To: William E. Meeker
Edward J. Maruska
Don D. Farst, D.V.M.
Gordon Hubbell, D.V.M.
Robert O. Wagner
Paul N. Linger, Jr.

Dennis A. Meritt
Charles H. Hoessle
Saul L. Kitchener
Paul S. Chaffee, D.V.M.
Roland Lindemann

From: Janice M. Olsen, ISIS Systems Manager *jmo*

Subject: ISIS Materials for Special Board Meeting
17 - 18 January 1978

The legal documents referenced in letters of 4 and 6 January 1978
are enclosed for your review.

cc: U.S. Seal
D.D. Bridgwater
H.B. House

Dayton, Herman & Graham attorneys at law

800 Midland Bank Building Minneapolis MN 55401

Charles K. Dayton/John H. Herman/Kathleen M. Graham/Philip W. Getts/James A. Payne

(612) 339-7633

November 14, 1977

Mr. Don Bridgewater
Director
Minnesota Zoological Garden
Apple Valley, MN 55124

Re: International Species Inventory System,
Our File No. 570

Dear Don:

I have reviewed the copyright laws concerning the copyrightability of computer programs. The copyright law was extensively revised by the Copyright Act of 1976, and it is now beyond question that computer programs are subject to copyright, provided they satisfy other attributes of copyrightable material. Therefore, the program for the ISIS system can be copyrighted by its authors. Moreover, that copyright, with the exclusive right to use it, can be assigned by the authors to any other entity, including a non-profit corporation.

The mechanics for obtaining a copyright are not complex. The copyrighted material must bear the familiar C in a circle, the year of copyright, and name of the copyright owner. The copyright is to be deposited with the Register of Copyrights, the copyright itself must be registered at the same office. A recording fee of \$10.00 is required.

Thus, all our general questions are answered in the affirmative. The program may be copyrighted; the procedures are not complex; and the copyright may be assigned to a non-profit corporation. Before applying for the copyright, however, a number of specifics remain. The authors should be clearly identified, and any person whose name appears upon ISIS materials, e.g., Linda Murtfeldt, should sign written waivers of any rights to the copyrighted material. More importantly, you should identify specifically the materials to be copyrighted. You may wish, for example, to copyright the explanatory material, as well as the program itself.

Mr. Don Bridgewater
November 14, 1977
Page 2

In addition to copyrighting the computer program and certain texts which accompany it, you will undoubtedly wish to register the ISIS logo and the name itself. These procedures are not complex but should be taken in order to completely protect the ISIS system.

I will await your instructions concerning incorporation and other matters which we discussed.

If you have any questions, please call.

Sincerely,

Philip W. Getts
Philip W. Getts

PWG:jab

BYLAWS
OF THE
AMERICAN ASSOCIATION OF ZOOLOGICAL PARKS AND AQUARIUMS

ARTICLE I. Officers and Board of Directors.

Section 1. Officers and Board of Directors.

The affairs of the Association shall be managed by an elective Board of Directors of four (4) officers and nine (9) other members. The officers shall be a President, President-Elect, Vice-President and Past President. The Executive Director of the Association shall also be a member of the Board of Directors ex-officio without the right to vote, and he shall serve as Secretary of the Board of Directors.

The elective officers shall serve from the conclusion of the Annual Business Meeting closest to their election through the next Annual Business Meeting, or until their successors are elected, whichever is later. They may not serve for more than two (2) consecutive terms in the same office. The other directors shall serve from the conclusion of the Annual Business Meeting closest to their election through the next three (3) Annual Business Meetings, or until their successors are elected, whichever is later; and they may not serve two (2) full terms consecutively.

The terms of the nine (9) directors who are not officers shall overlap, with three (3) directors elected for full terms each year. To initiate this procedure, one (1) other director shall be elected for one-third (1/3) a full term, and another director for two-thirds (2/3) a full term.

The Directors may adopt such rules and regulations for the conduct of business as they deem advisable within limits of the Charter and Bylaws and may appoint such agents as they consider necessary. The Directors shall establish standing committees to assist in the management of Association affairs. No member of the Board of Directors entitled to vote shall receive compensation for service as a Director.

Section 2. Executive Committee.

The Executive Committee of the Board of Directors shall be the four (4) elective officers and the Executive Director ex-officio without the right to vote. The President shall serve as chairman of the committee. This committee shall supervise all funds and assets of the Association, prepare annual budgets and order an annual financial audit.

This committee shall transact other business between meetings of the Board of Directors only when necessary. In such matters, the Executive Committee shall have and may exercise any and all powers of the Board of Directors, but all actions shall be subject to ratification by the Board of Directors at their next meeting. The Board of Directors is expected to uphold any commitments or obligations incurred in good faith and for expediency by the Executive Committee.

Three (3) elective officers shall constitute a quorum of the Executive Committee, and three (3) votes shall be required for any official action by this committee.

Section 3. Meetings.

The Board of Directors shall hold two (2) regular meetings annually to consider adoption of the annual budget, reports and recommendations of committees, work of the Executive Director, actions of the Executive Committee and other appropriate business.

A special meeting shall be called by the President at the request in writing of seven (7) members of the Board of Directors, or by the President upon his own judgment of necessity. Notice thirty (30) days in advance shall be required for such special meetings.

A majority of the Board of Directors (seven (7) members) shall constitute a quorum for the transaction of business.

Section 4. Vacancies.

A vacancy in a directorship or any elective office except those of the President and President-Elect shall be filled by appointment by the Board of Directors. Persons filling such vacancies must meet all qualifications that would be necessary for election by the membership. Appointees 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; and the office of President-Elect shall become vacant until the next regular election.

Section 5. Absences.

Any officer or other director absent from a meeting of the Board of Directors shall notify the President or the Secretary of the reason for absence. The Board of Directors shall decide in each instance if the absence is excusable. Two consecutive unexcused absences shall disqualify any member, and his position on the Board of Directors shall be declared vacant.

Section 6. Duties of Elective Officers.

The elective officers shall perform the usual duties of their offices and such other duties as may be determined by the Board of Directors in accordance with the Bylaws. The President shall be an ex-officio member without the right to vote of all committees, except the Nominating Committee and Ethics Board.

ARTICLE II. Committees, Service Commissions and Advisors.

Section 1. Charter and Bylaws Committee.

There shall be a Charter and Bylaws Committee of nine (9) members appointed for three-year terms. The nine (9) members shall serve overlapping terms, with three (3) members appointed for full terms each year. The incoming President shall make the appointments for

full terms, fill other vacancies, and designate the chairman and vice-chairman for the year. This committee shall annually review the Charter and Bylaws of the Association and shall recommend changes, if any, to the Board of Directors in accordance with Article IX of these Bylaws.

Section 2. Nominating Committee.

There shall be a Nominating Committee of five (5) members appointed annually. The incoming President shall appoint one (1) member from the current Board of Directors and three (3) members who have not held an elective office within the previous three (3) years and have been Professional Fellow or Fellow members in good standing for five (5) years or more. The immediate Past President (or, in the event of his unavailability, the temporally closest predecessor) shall serve as a member and as chairman of the committee.

Pursuant to Article IV of these Bylaws, this committee shall submit to the membership nominations for elective offices and the Board of Directors as described in Article I, Section 1, of these Bylaws and for the Ethics Board as described in Article II, Section 5, of these Bylaws. This committee shall not nominate any of its members for such service.

Section 3. Membership Committee.

There shall be a Membership Committee of nine (9) members appointed for three-year terms. The nine (9) members shall serve overlapping terms, with three (3) members appointed for full terms each year. The incoming President shall make the appointments for full terms, fill other vacancies, and designate the chairman and vice-chairman for the year.

This committee shall review applications for membership or changes in membership status in accordance with Article VI of these Bylaws and make recommendations for action to the Board of Directors. This committee shall also review periodically, but at least once every three years, the status of all members in all membership classifications and make appropriate recommendations for action to the Board of Directors. The committee shall also promote memberships, administer the professional registration program and perform related duties.

Section 4. Accreditation Commission.

There shall be an Accreditation Commission, a committee of nine (9) Professional Fellows appointed for three-year terms. The nine (9) members shall serve overlapping terms, with three (3) members appointed for full terms each year. The incoming President shall make the appointments for full terms and fill other vacancies. He shall also designate the chairman and vice-chairman for the year, but they must have at least one year's previous service on the committee.

This committee shall establish professional standards for member institutions, subject to the approval of the Board of Directors. On the basis of those standards, the committee shall have evaluations made of institutions applying for professional recognition. Following

its review of an evaluation, this committee shall, by majority vote of its entire membership, grant or deny Accreditation or other official recognition on behalf of the Association. This committee may also from time to time advise or recommend other actions to the Board of Directors with respect to maintenance of professional standards and practices by member institutions. Appeals by applicant institutions of decisions of the Accreditation Commission may be made to the Board of Directors.

Section 5. Ethics Board.

There shall be an Ethics Board, a committee of five (5) members elected by the voting membership for three-year terms. The five (5) members shall serve overlapping terms, with at least one (1), but not more than two (2), members elected to full terms each year. Vacancies on the committee may be filled by appointments by the Board of Directors. Appointees shall serve only until the next regular election, but may stand as candidates for regular terms. This committee shall elect its chairman annually.

This committee shall establish and maintain a professional code of ethics governing members of the Association, subject to the approval of the Board of Directors. The committee shall investigate any formal written complaints of violations of the Code of Ethics and make recommendations for appropriate action to the Board of Directors.

Section 6. Other Committees.

The Board of Directors may establish standing committees not otherwise provided for in the Bylaws, and the President may establish such special committees as may be required from time to time to carry out the objectives of the Association.

All standing committees not specified in these Bylaws shall be appointed for terms of three (3) years, with one-third (1/3) of the members of each committee appointed for full terms by the incoming President, who shall also have the right to fill vacancies for unexpired terms. In the initial establishment of a standing committee, the President shall appoint the entire committee as follows: one-third (1/3) of the members to serve one-year terms, one-third (1/3) to serve two-year terms, and one-third (1/3) to serve three-year terms. The chairman and vice-chairman of a standing committee shall be designated anew each year by the incoming President.

Special committees appointed by the President shall be of such size and their members shall have such terms as he directs, but not to exceed three (3) years.

Section 7. Committee Requirements.

Chairmen of all committees must be Professional Fellows, and members of Bylaws and standing committees must be members of this Association; but nonmembers may serve on special committees. Excepting the Executive Committee, members of committees may not serve more than two (2) full terms consecutively.

Unless otherwise indicated in the Bylaws, committees will function in accordance with rules and regulations set forth by the Board of Directors; and their work is subject to the approval of the Directors.

Statements relating to terms of service in years shall be understood to mean the period from the conclusion of one Annual Business Meeting through the subsequent Annual Business Meeting(s).

Section 8. Service Commissions.

Service Commissions may be established from time to time by the Board of Directors for special purposes. Their functions and relationships to the Association will be as defined by the Board of Directors.

Section 9. Presidential Advisors.

The President may appoint such Advisors as he deems necessary to assist him in carrying out the objectives of the Association.

ARTICLE III. Executive Director.

The Board of Directors may appoint or employ an Executive Director who shall serve at their pleasure. Under the general supervision of the President and the Board of Directors, he shall be responsible for the day-to-day operations of the Association, for providing material to and coordinating the work of committees, service commissions, advisors and agents, and for promoting and conducting the programs of the Association within policy guidelines of the Board of Directors in accordance with the Charter and Bylaws.

The Executive Director shall have the authority to employ personnel for the Association as provided for by the Board of Directors or its Executive Committee and to terminate the employment of such personnel. He shall have full authority, as well as the responsibility, to supervise the work of such personnel.

He shall attend all meetings of the Board of Directors and its Executive Committee, but shall not be entitled to vote. He likewise may attend all meetings of Bylaws, standing and special committees in an ex-officio capacity without the right to vote. The Executive Director shall be bonded in an amount set forth by the Executive Committee, and the Association shall pay the cost of such bond.

ARTICLE IV. Nominations and Elections.

Section 1. Nominations.

Nominations of elective officers, other directors and members of the Ethics Board shall be made by the Nominating Committee. In addition to its own selections, the Nominating Committee must place the name of any qualifying Professional Fellow on the election ballot for position of Director or of Vice-President when that name has been submitted to the

committee not less than seventy-five (75) days prior to the Annual Business Meeting by a petition of nomination containing the signatures of at least ten percent (10%) of the number of Professional Fellow and Fellow members in good standing on December 31 of the preceding year.

All nominees must be Professional Fellows who have been Professional Fellow or Fellow members in good standing for five (5) years or more at the time of election. The Nominating Committee must offer slates with no less than two (2) candidates for every vacant position, excepting that of President-Elect, for which a single nomination can be made, and those of President and Past President, for which it shall normally automatically name the previous President-Elect and the immediately retiring President, respectively.

The chairman of the Nominating Committee shall notify each candidate of his selection, or nomination by petition, and shall secure in writing his consent to have his name placed in nomination, along with a letter from the candidate's governing authority or superior stating that he may serve, if elected, and may carry out the duties of the office, including attendance at Board of Directors or Ethics Board meetings, as appropriate, and the Annual Business Meeting of the membership. If such consent from the candidate and such letter from the candidate's governing body or superior are not received, he shall be regarded as not qualifying; and his name shall not be placed in nomination.

Section 2. Elections.

Elections of officers, other directors and members of the Ethics Board shall be by secret ballot mailed no later than sixty (60) days before the Annual Business Meeting of the membership. The Executive Director shall prepare and mail the official ballot and enclosures to all Professional Fellow and Fellow members in good standing. The ballot shall provide for votes for persons other than the official nominees. Each voting member shall mark his ballot and return it in the official envelope provided and no other, postmarked no later than thirty (30) days prior to the Annual Business Meeting. The ballots shall be returned to and tabulated by a public accounting firm designated by the Board of Directors. The accounting firm shall certify the results to the Executive Director, who shall notify the incoming officers and directors and members of the Ethics Board in writing of their election. Elections to the Board of Directors and Ethics Board shall be in order by number of votes, with vacancies for full terms being filled first and other vacancies in sequence.

ARTICLE V. Meetings.

Section 1. Annual Business Meeting.

The Association shall regularly hold one business meeting for the membership in the fall of each year, the date and place to be approved by the majority of voting members in attendance at the meeting when the selection is made. Meeting invitations must be approved by the Board of Directors before presentation to voting members for selection and

approval. The business of the annual meeting shall include reports of the Board of Directors, necessary action by the membership on resolutions and on recommendations of the Board, presentation of professional papers by members and other appropriate items.

Section 2. Special Meetings.

Special meetings to consider a specific subject may be called by the Board of Directors upon the written request of fifty (50) voting members or upon its own initiative. Notice of any special meeting shall be mailed to each member at least thirty (30) days in advance, stating time, place and information on the subject(s) to be discussed. Business which is not specified in the call for the meeting may not be transacted by the membership at a special meeting.

Section 3. Regional Meetings.

Regional meetings of the membership may be scheduled and held in various places, with the approval of the Board of Directors. The primary purpose of regional meetings is to provide for the exchange of professional information. Although business of the Association may be informally considered, no action binding on the Association may be taken at such meetings.

Section 4. Quorum.

In any mail referendum or the annual business or special meetings, a quorum shall be a majority of participating Profession Fellow and Fellow members, provided that at least fifty (50) participate.

Section 5. Conduct of Meetings.

All meetings of the membership shall be conducted subject to normal parliamentary procedures and to such other rules and regulations as may be set forth by the Board of Directors. Host organizations for meetings must meet requirements established by the Board. Management and fiscal responsibility for meetings will rest with the Association.

Section 6. Resolutions.

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 may be presented to the membership for action, either by mail ballot or during the annual business or a special meeting of the membership. Approval by a majority of qualified voting members attending such a meeting or casting a mail ballot shall be necessary for adoption. These resolutions shall be binding upon all members in all classifications, effective upon publication in an official publication of the Association or upon receipt of a copy of the resolution by the member, whichever comes first.

In emergency, a resolution may be adopted by a two-thirds (2/3) majority of the Board of Directors (nine (9) members). Such emergency resolutions become binding upon all members immediately upon notification and remain in effect until confirmed or rejected by the voting membership in a mail ballot or during the annual business or a special meeting of the membership. The Board must present emergency resolutions for ratification by the membership within ninety (90) days of their adoption.

ARTICLE VI. Membership.

Section 1. Election to Membership and Review of Status.

Any person, institution or society, or corporation, properly nominated and willing to abide by the Charter and Bylaws and all the other rules and regulations of the Association, may be elected to membership by the Board of Directors. All membership applications, other than for Associate member, shall first be reviewed by the Membership Committee, which shall make recommendations to the Board of Directors. A two-thirds (2/3) majority vote of the Board of Directors shall be necessary for election of members in any class, other than for Associate member. All members of the Association, in all membership classifications, shall be reviewed periodically, and at least every three (3) years, by the Membership Committee to determine their qualifications for continuance in their membership classification.

Section 2. Professional Fellows.

Professional Fellow members shall be persons who are employed full-time in a management capacity on the administrative, scientific, maintenance or supportive staff of a zoological park or aquarium in the Americas, as defined in Article III of the Charter. Persons applying for Professional Fellow membership shall have been employed continuously in such a capacity for at least three (3) years and shall be currently so employed and must possess at least a four-year (4) degree from an accredited institution of higher learning; OR shall have been employed at least eight (8) years in a zoological park or aquarium, as defined in Article III of the Charter, the last four (4) years of which shall have been continuous in a management capacity on the administrative, scientific, maintenance or supportive staff and shall be currently so employed. All membership applications for Professional Fellow shall first be endorsed by the written sponsorship of three (3) Professional Fellow members, two (2) of whom must be from organizations other than that of the applicant. Such sponsorships shall include written statements regarding the candidate's qualifications, attitude towards the Association and professional ethics. Professional Fellow members shall enjoy full membership privileges, including the right to vote and to hold office in this Association.

The requirement of continuous employment in the defined capacity may be waived in the event of illness, a sabbatical leave or extenuating circumstances upon the recommendation of the Membership Committee and approval of the Board of Directors.

Section 3. Fellows.

Fellow members shall be persons who are or who have been employed full-time in a management capacity on the administrative, scientific, maintenance or supportive staff of a zoological park or aquarium as defined in Article III of the Charter. Persons applying for Fellow membership shall have been employed continuously in the defined capacity for at least two (2) years. All membership applications for Fellow shall first be endorsed by the written sponsorship of three (3) Professional Fellow or Fellow members, one of whom must be from an organization other than that of the applicant. Such sponsorships shall include written statements regarding the candidate's qualifications, attitude towards the Association and professional ethics. Fellow members shall enjoy full membership privileges, excluding the right to hold elective office.

Fellow shall be a membership classification not dependent upon current employment in the field. Fellows may apply for Professional Fellow classification when qualified.

Section 4. Retirement Status of Fellows.

Professional Fellows and Fellows may retain their membership upon retirement, without payment of dues, provided they have served the Association for the last five (5) consecutive years as Professional Fellow or Fellow members. They shall enjoy all membership privileges, excluding the right to vote and hold office. Retirement means the termination of regular employment due to age or health, in accordance with the standard retirement policies of the member's employer.

Section 5. Associate Members.

Associate members shall be persons who are interested in the objectives of the Association, including various zoological park or aquarium personnel, students, persons engaged in related works and disciplines or persons with an interest in the Association's program and wishing to support it. All applications for Associate membership shall first be endorsed by a member of the Association. Applicants who qualify for another membership classification shall not be elected as Associate members. Associate members shall enjoy all membership privileges, except the right to vote and hold office.

Section 6. Institutional Members.

Institutional members shall be zoological parks or aquariums, zoological park or aquarium societies, wildlife exhibitions, game preserves, or related agencies or organizations which wish to be identified with, participate in, and offer support to the Association. All applications for Institutional membership shall first be endorsed by three (3) Professional Fellow or Fellow members from organizations other than the applicant. Such sponsorships shall include written statements regarding the current animal-care standards and exhibition programs of the institution or the philosophies and objectives of the organization.

Upon Accreditation by the Association, an Institutional member shall be entitled to vote on all questions. Such a vote is to be cast by the chief executive officer of the member organization or his authorized representative. An Institutional member cannot hold office in the Association. Applicants for Institutional membership shall be obliged to apply within two (2) years for Accreditation, if appropriate for their organization.

Section 7. Commercial Members.

Commercial members shall be companies, individuals or consultants which supply and service the zoo, aquarium or conservation fields. All applications for Commercial membership shall first be endorsed by three (3) Professional Fellow or Fellow members without a direct interest in the applicant's business. Such sponsorships shall include written statements regarding the applicant's professional ethics and value to the Association. Commercial members shall enjoy all membership privileges, except the right to vote and hold office.

Section 8. Honorary Members.

Honorary members shall be persons who are not qualified to be Professional Fellow or Fellow members and who by reason of their interest in and service to zoos or aquariums or to the Association have substantially promoted the goals for which this Association is formed, as stated in Article IV of the Charter. All candidates for Honorary membership must be sponsored by three (3) Professional Fellow or Fellow members and approved by a two-thirds (2/3) majority of the entire Board of Directors. Honorary members shall enjoy all membership privileges, except the right to vote and hold office.

ARTICLE VII. Membership Dues.

Section 1. Dues Schedule.

Annual membership dues shall be established by the Board of Directors in the following classifications:

Professional Fellow
Fellow
Associate
Commercial (in a scale appropriate to the business of the member)
Institutional (in a scale based upon annual operating expenses of the member)

There shall be no dues required of Honorary and Retired Professional Fellow or Fellow member.

Section 2. Dues Payment.

All membership dues are payable in advance for the calendar year the first of January each year. New members joining the Association after July 1 of each year shall have their first annual dues prorated to fifty percent (50%). Members in arrears of dues sixty (60) days may be expelled from membership by the Board of Directors and so notified by mail.

ARTICLE VIII. Suspension and Expulsion of Members.

The Board of Directors may, for cause, suspend or terminate any membership in any classification by a two-thirds (2/3) vote (nine (9) votes).

Sufficient cause for such suspension or termination of membership shall be violation of the Charter, Bylaws, or any rule, practice or resolution properly adopted by the Association, or any other conduct prejudicial to the interests of the Association. Such members shall be notified of the charges by registered mail to the last recorded address at least fifteen (15) days before action is to be taken by the Directors. This notification shall also include the time and place of the Board of Directors meeting, and the member involved shall have the opportunity to appear in person or by representation to present his defense of the charges before any action is taken by the Directors.

Notwithstanding the above provision, upon the written recommendation of the Ethics Board, Membership Committee or Accreditation Commission or the Executive Director, the Board of Directors, by a two-thirds (2/3) vote (nine (9) votes), may suspend or temporarily revoke the membership of an individual or organization in any class of membership. Such action may be taken through written ballots, as well as in meetings of the Board of Directors. Suspension or temporary revocation of membership status shall remain in effect during any appeal of such action, and only the Board of Directors may reinstate an individual or organization to regular status. The Board of Directors must act within a year following suspension or temporary revocation of membership to provide for a formal review of the matter, as delineated above. If reinstated, there shall be no impairment of a member's seniority.

Following action by the Board of Directors to terminate, suspend or temporarily revoke membership, the member shall be notified immediately thereafter by registered mail of the action taken; and this action becomes effective upon this notification. No public statement shall be released regarding this action until and unless a member is suspended or expelled, and any official notice thereafter shall consist only of a brief and factual statement of the action.

ARTICLE IX. Amendments.

The Charter and Bylaws Committee shall submit proposed amendments or revisions to the Board of Directors for approval. In addition, proposed amendments may be submitted to the Board of Directors by a petition signed by at least ten percent (10%) of the number of Professional Fellow and Fellow members in good standing on December 31 of the preceding year. Amendments submitted by petition do not require the approval of the Board of Directors. All proposed amendments or revisions of the Bylaws must be submitted to the Board of Directors no later than ninety (90) days prior to the Annual Business Meeting. The Board of Directors shall cause all approved proposed amendments or revisions and a ballot thereon to be printed and distributed to the voting membership no later than thirty (30) days prior to the Annual Business Meeting. The Board of Directors shall place properly proposed amendments or revisions on the agenda of the Annual Business Meeting.

Approval of a revision or amendment of the Bylaws shall require a two-thirds (2/3) majority vote of those qualified members casting ballots. A vote on a revision or amendment may be cast by mail if a ballot is properly marked and is received by the Executive Director at least one (1) week before the question on the amendment or revision is called. A member may withdraw his mail ballot prior to the question only by written request to the Executive Director.

ARTICLE X. Parliamentary Procedure.

The Board of Directors shall be the final authority in interpretation of the Charter, Bylaws and other rules of the Association. The current edition of Sturgis Standard Code of Parliamentary Procedure governs the Association in all situations not provided for in the law or in its Charter, Bylaws or adopted rules.

ARTICLE XI. Seal.

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

Adopted by Incorporators: December 14, 1971 in Wheeling, West Virginia.
Amended by Membership: October 5, 1972 in Portland, Oregon.
Amended by Membership: October 11, 1973 in Houston, Texas.
Amended by Membership: October 3, 1974 in Philadelphia, Pennsylvania.
Amended by Membership: September 18, 1975 in Calgary, Alberta, Canada.
Revised by Membership: September 22, 1977 in San Diego, California.

AAZPA CHARTER & BYLAWS**ARTICLES OF INCORPORATION
STATE OF WEST VIRGINIA**

ARTICLE I — We, the undersigned, as the elected officers and directors of the American Association of Zoological Parks and Aquariums, which was founded in 1924 as a branch of the American Institute of Park Executives, and in 1966, through merger, became a branch of the National Recreation and Park Association, an organization incorporated exclusively for charitable, scientific, and educational purposes, now, following the dissolution as a branch and separation from the National Recreation and Park Association, do agree to become a corporation by the name of AMERICAN ASSOCIATION OF ZOOLOGICAL PARKS AND AQUARIUMS.

This incorporation is in keeping with the mandate of this Association's members, who voted overwhelmingly on September 20, 1971 to become an independent corporation to better pursue and to further expand its involvement in conservation, science, and education.

ARTICLE II — The principal office and chief works of said Corporation will be located in Oglebay Park, in the City of Wheeling, in County of Ohio, and State of West Virginia, but location of operations shall not be restricted to this location.

ARTICLE III — This Corporation shall define zoological parks and aquariums as permanent-type establishments, open to and administered for the public to provide education, recreation, and cultural enjoyment through the exhibition, conservation, and preservation of the earth's fauna. Related organizations and all those interested in the work of this Corporation may participate as members, but this Corporation shall be primarily concerned with zoological parks and aquariums in the Americas, as defined above.

ARTICLE IV — The objects for which this Corporation is formed are as follows:

Section 1. To promote the welfare of zoological parks and aquariums and their advancement as public educational institutions, as scientific centers, as natural science and wildlife exhibition and conservation agencies, and as cultural and recreational establishments, dedicated to the enrichment of human and natural resources.

Section 2. To foster continued improvement of the zoological park and aquarium profession through the development and regulation of high standards of ethics, conduct, education, and scholarly attainments; to encourage and disseminate increased knowledge through meetings, reports, publications, discussions, and seminars, and the various communications media; to foster programs for professional and vocational education; and to engender cooperation among zoological parks and aquariums throughout the world and among those interested in their development.

Section 3. To aid, foster, and engage in the exchange of zoological specimens for exhibition, conservation, scientific, and preservation purposes, cooperating with governmental agencies for the health and welfare of animals and

assisting these agencies in the drafting of legislation and regulations; to respect conditions and regulations established by any country in the protection of its animal life in both importation and exportation; and to foster sound captive animal management practices and engender research and study designed to increase biological knowledge and understanding.

Section 4. To advance public education on the need for wildlife conservation and preservation; to assume leadership in the captive propagation of rare and endangered animal species; to actively participate in the international efforts of wildlife preservation; and to review periodically the status of endangered species of animals and take action, binding all members, in protecting these species.

ARTICLE V — This Corporation shall be operated exclusively for charitable, scientific, and educational purposes as defined in Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, and shall engage in any and all lawful activities within the restrictions of Section 501 (c) (3) in fulfilling the Association's objectives. The Association shall not be authorized to issue capital stock and shall use its funds only to accomplish its objectives with no part of said funds inuring to members of this Association.

ARTICLE VI — The existence of this Corporation is to be perpetual.

ARTICLE VII — Members in this Corporation shall be individuals, organizations, or companies fulfilling the requirements of membership as fixed in the Bylaws. Memberships may be withdrawn by the Board of Directors for due cause, construed to mean use of membership to work for purposes inconsistent with the objects of the Association, as set forth in Article IV.

ARTICLE VIII — Conditions of Membership. Any person, institution, or company, upon payment of dues stipulated, and willing to abide by the rules and regulations of this Corporation, may be elected to membership by the Board of Directors. Professional Fellow members shall be persons who are employed full-time in a management capacity on the staff of a zoological park or aquarium in the Americas. These persons shall have been employed continuously in the defined capacity for at least three (3) years and possess at least a four (4) year degree from an accredited institution of higher learning OR shall have been employed at least eight (8) years in a zoological park or aquarium, the last four (4) years of which shall have been continuous in a management capacity. Fellow members shall be persons who are serving or who have served full-time on the management staff of a zoological park or aquarium in the Americas. These persons shall have been employed continuously in the defined capacity for at least two (2) years. Associate members shall be nonmanagerial and part-time personnel, managerial personnel who have served less than two (2) years in zoos and aquariums, students, persons engaged in related works and disciplines, and persons with an interest in the AAZPA. Commercial members shall be companies, individuals, and consultants who supply and service the zoo, aquarium, and conservation field. Institutional members shall be zoological parks and aquariums, their societies, wildlife exhibits, game preserves, and related organizations and departments which

wish to be identified with, participate in, and offer support to AAZPA.

ARTICLE IX — The supervision, control and direction of this Association shall be vested in an elected Board of Directors.

ARTICLE X — The names of and post office addresses of the incorporators are as follows:

Gary K. Clark

635 Gage Boulevard
Topeka, Kansas 66502

Dr. Lester E. Fisher

100 West Webster Avenue
Chicago, Illinois 60614

William P. Braker

1200 South Lake Shore Drive
Chicago, Illinois 60605

Dr. Gunter Voss

67 Adelaide Street East
Toronto 210, Canada

Louis R. DiSabato

3903 North St. Mary's Street
San Antonio, Texas 78212

LaMar Farnsworth

2600 Sunnyside Avenue
Salt Lake City, Utah 84110

Ronald L. Blakely

5555-North Bickel Street
Wichita, Kansas 67212

John E. Werler

509 City Hall
Houston, Texas 77002

Robert O. Wagner

2918 W. Capitol Street
Jackson, Miss. 39209

William H. Woodin

Tucson Mountain Park
Tucson, Arizona 85703

Daniel H. Moreno

601 East 72nd Street
Cleveland, Ohio 44103

Margaret A. Dankworth

Oglebay Park
Wheeling, West Virginia 26003

ARTICLE XI — Should this Corporation, at any time, terminate or cease to exist and function, the title of all its remaining assets shall be transferred to the International Union for Conservation of Nature and Natural Resources (IUCN), an organization operating exclusively for charitable, scientific, and educational purposes, for the continuance of international programs concerned with wildlife conservation and preservation.

This instrument was prepared by George F. Beneke, Attorney at Law, Wheeling, West Virginia.

The incorporators named in the said Agreement and who have signed the same, and their successors and assigns,

are hereby declared to be from this date a Corporation by the name and for the purposes set forth in the said agreement, with the right of perpetual succession.

Given under my hand and the Great Seal of the said State, at the City of Charleston, this nineteenth day of January, Nineteen Hundred and Seventy-Two.

JOHN D. ROCKEFELLER IV
Secretary of State

BYLAWS

ARTICLE I

Section 1. Officers. The officers shall be a President, President-Elect, Vice-President, and Immediate Past President.

Section 2. Board of Directors. The affairs of the Association shall be managed by a Board of Directors, consisting of the four (4) officers and six (6) directors. The Executive Secretary (Director) shall also be a member of the Board ex officio without right to vote and shall serve as Secretary of the Board. The officers and directors shall be elected by the membership through referendum vote, having qualified for nomination as a Professional Fellow and who has been a Professional Fellow or Fellow member in good standing for a period of five (5) years at the time of election. The officers shall serve for one (1) year or until a successor is elected, and may not serve for more than two (2) consecutive terms in the same office; the directors shall serve for three (3) years or until a successor is elected and they may not serve two (2) full terms consecutively. The terms of the six (6) directors shall overlap with two (2) directors elected annually.

The Board may adopt such rules and regulations in the conduct of business as shall be deemed advisable within limits of the Charter and Bylaws and may appoint such agents as considered necessary. The Board shall establish standing committees to assist in the management of Association affairs. No elected member of the Board shall receive compensation for serving on the Board of Directors.

Section 3. Executive Committee. The Board of Directors may establish an executive committee, consisting of the officers and the executive director, ex officio, to transact business for the Board between meetings only when necessary. The President shall serve as chairman. The Executive Committee shall have and exercise the powers of the Board, but all actions shall be subject to ratification by the Board at its next meeting. The Board is expected to uphold any commitments or obligations incurred in good faith and for expediency by the Executive Committee.

Section 4. Meetings. The Board of Directors shall hold two (2) regular meetings annually. The President may, when necessary, or the Board of Directors may at the request in writing of six (6) members of the Board, call for a special meeting. A thirty (30) day notice shall be required for such special Board meetings. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

RECEIVED JUN 1 1978

DAYTON, HERMAN, & GRAHAM

800 MIDLAND BANK BLDG.

MINNEAPOLIS, MN 55401

May 31, 1978

339-7633

AMOUNT DUE \$537.80

I.S.I.S.

c/o Don Bridgwater

Director of Minnesota

Zoological Garden

Apple Valley, MN 55124

#570

PLEASE RETURN THIS PORTION WITH YOUR REMITTANCE

RETAIN THIS PORTION FOR YOUR RECORD

Balance due per previous
statement dated January 27, 1978

\$537.80

RECEIVED JUN 1 1978

DAYTON, HERMAN, & GRAHAM

800 MIDLAND BANK BLDG.

MINNEAPOLIS, MN 55401

March 28, 1978

339-7633

AMOUNT DUE \$537.80

International Species Inventory
System

c/o Mr. Don Bridgwater

Director of Minnesota Zoological
Garden

Apple Valley, MN 55124

#570

PLEASE RETURN THIS PORTION WITH YOUR REMITTANCE

RETAIN THIS PORTION FOR YOUR RECORD

March 28, 1978

Amount past due per
1/27/78 billing:

\$537.80

RECEIVED MAR 29 1978

2/2/78

RECEIVED FEB 06 1978

Jan.

make file & retain. Phil
understands that payment will
be delayed until further
decisions are made.

Jan

RECEIVED FEB 1 1978

Dayton, Herman & Graham attorneys at law

800 Midland Bank Building Minneapolis MN 55401

Charles K. Dayton/John H. Herman/Kathleen M. Graham/Philip W. Getts/James A. Payne

(612) 339-7633

January 27, 1978

International Species
Inventory System
c/o Mr. Don Brigwater
Director of Minnesota
Zoological Garden
Apple Valley, MN 55124

Re: I.S.I.S., Our File No. 570

IN ACCOUNT WITH
DAYTON, HERMAN & GRAHAM

For legal services rendered in connection with the above captioned matter, including: initial conference with Don Bridgwater and U. S. Seal concerning incorporation of I.S.I.S., and copyrighting of computer programs; legal research concerning copyrightability of computer programs; prepare memorandum to Don Bridgwater and U.S. Seal concerning copyrightability of computer programs and related matters; telephone conference with Don Bridgwater concerning incorporation of I.S.I.S. Review U.S. Seal memo outlining organization of I.S.I.S.; conference with Don Bridgwater, U.S. Seal, Jan Olson, and Brad House to discuss organization of I.S.I.S.; draft pre-incorporation agreement and articles of incorporation for I.S.I.S., Inc.

Total legal services:	\$530.00
Expense incurred for photocopies:	<u>7.80</u>
TOTAL AMOUNT DUE:	<u>\$537.80</u>

PWG:jab