



Minnesota State Zoological Board.  
Zoo-Related Organizations Files.

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# Minnesota Zoological Society

555 Wabasha Street • Saint Paul, Minnesota 55102

Telephone 612 222-1706



MEMO: February 22, 1980  
TO: Minnesota Zoological Society Board of Directors  
FROM: Karla Williams , Acting Director

The enclosed articles and by-laws are a retyped version of former copies with the recently approved changes incorporated.

Please destroy all other copies and carefully examine this copy so there will be no confusion as to what we are operating with.

Also, add the following information to your list of committee persons .

Nominating Committee:

Narvel M. Brooks, Jr.  
2014 3rd Ave. No.  
Mpls., MN 55405  
w. 553-4910 w. 377-4659

THANK YOU!

A handwritten signature in black ink, appearing to read "Karla", is written over the printed text "THANK YOU!". The signature is fluid and cursive, with a long, sweeping tail that extends downwards and to the right.

June 10, 1975

RESTATED  
ARTICLES OF INCORPORATION  
OF  
MINNESOTA ZOOLOGICAL SOCIETY

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, all of whom are citizens of the United States, do hereby associate themselves together for the purpose of forming a nonprofit corporation under the Minnesota Nonprofit Corporation Act (Minnesota Statutes, 1971, Ch. 317), and to that end have adopted, signed and acknowledged the following restated Articles of Incorporation:

ARTICLE I

The name of the corporation shall be  
MINNESOTA ZOOLOGICAL SOCIETY.

ARTICLE II

This corporation shall be organized for the following charitable, educational and scientific purposes:

To assist and support the Minnesota Zoological Garden in the accomplishment of its purposes whether through rendering financial assistance or performing services or otherwise and to do all other acts and things incidental to the furtherance of the authorized objectives of said Garden.

ARTICLE III

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 II 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 in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other activities not permitted to be carried on (a) 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 (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE IV

The Corporation shall have perpetual existence.

#### ARTICLE V

The principal office of the Corporation shall be located in the City of St. Paul, Ramsey County, Minnesota, or such other place as the Board of Directors may determine.

#### ARTICLE VI

The property, affairs and business of the Corporation shall be managed and controlled by a Board of Directors of twenty one (21) members, who shall be elected by class as hereinafter provided, fourteen (14) of whom shall be elected by Class I members and seven (7) by Class II members.

The term of office, powers, authority and duties of the Directors, and the times and places of their meetings, shall be as set forth in the Bylaws of the Corporation.

#### ARTICLE VII

There shall be two classes of voting members. Class I shall be dues paying members whose qualifications and manner of becoming members shall be prescribed by the Bylaws.

Class II members shall be the members from time to time of the Minnesota Zoological Board, or other persons selected by said Board to act in the place of members of said Board. The total numbers of said Class shall not exceed the number of members of said Board.

Each class shall vote as a class for the election of the number of Directors assigned for that Class and on the amendment of the Articles of Incorporation. No amendment shall be adopted without the approval of both Classes.

The manner of appointment or election of members of Class II, and the manner of voting by each Class, shall be prescribed by the Bylaws.

#### ARTICLE VIII

There shall be no personal liability of members for corporate obligations.

#### ARTICLE IX

The Corporation shall have no capital stock.

#### ARTICLE X

Upon dissolution of the Corporation, the Board of Directors shall, after adding or making provisions for the payment of all of the liabilities of the Corporation, distribute the assets to the Minnesota Zoological Garden.

ARTICLE XI

These Articles of Incorporation shall be subject to amendment or repeal, and new Articles may be made, by the affirmative vote of a majority of the members of the Society in attendance at an annual meeting, or at a special meeting called for that expressly stated purpose, except as stated in the new Article VII.

The names and addresses of the persons who were the initial incorporators of the Corporation on the 6th day of June, 1961, were as follows:

Archibald G. Bush	St. Paul, Minnesota
Stanley E. Hubbard	St. Paul, Minnesota
Raymond M. Schneider	St. Paul, Minnesota
Thomas Moore, Sr.	Minneapolis, Minnesota
Roy W. Larsen	Minneapolis, Minnesota
David Paper	St. Paul, Minnesota
Harry L. Holtz	St. Paul, Minnesota
Adolf T. Tobler	St. Paul, Minnesota
Fred Manley	St. Paul, Minnesota
Reuel D. Harmon	St. Paul, Minnesota
William H. Oppenheimer	St. Paul, Minnesota

The fifteen persons who constituted the first Board of Directors, commencing the 6th day of June, 1961, their addresses, and their tenures in office, were as follows:

Donald C. Dayton	Minneapolis	1 year
Thomas Moore	Minneapolis	1 year
Roy W. Larsen	Minneapolis	1 year
Fred W. Manley	St. Paul	1 year
Reuel D. Harman	St. Paul	1 year
J. G. Ordway	St. Paul	2 years
Adolf T. Tobler	St. Paul	2 years
Harry L. Holtz	St. Paul	2 years

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Oliver Skellet	St. Paul	2 years
B. H. Ridder, Sr.	St. Paul	2 years
Archibald G. Bush	St. Paul	3 years
Stanley E. Hubbard	St. Paul	3 years
Raymond M. Schneider	St. Paul	3 years
David Paper	St. Paul	3 years
W. H. Oppenheimer	St. Paul	3 years

IN WITNESS WHEREOF, the undersigned, present officers of the Corporation, have executed these restated Articles of Incorporation this \_\_\_\_\_ day of \_\_\_\_\_, 1975, and declare themselves the new incorporators of this Corporation:

_____	Signed	_____	Term of Office
_____		_____	
_____		_____	
_____		_____	

Notarial acknowledgment.

BYLAWS  
OF THE  
MINNESOTA ZOOLOGICAL SOCIETY

ARTICLE I

NAME

The name of this organization, which is a nonprofit corporation organized and existing under the laws of the State of Minnesota, shall be "The Minnesota Zoological Society".

ARTICLE II

MEETING OF THE SOCIETY

Section 1. PLACE OF MEETINGS OF THE SOCIETY.

Meetings of members of the Society shall be held at such place as the Board of Directors may from time to time designate.

Section 2. DATE OF ANNUAL MEETING OF THE SOCIETY.

The annual meeting of the Society shall be held on the second Tuesday of June or at such other time and at such place as may be designated by the Board of Directors.

Section 3. SPECIAL MEETINGS OF THE SOCIETY.

Special meetings of the Society may be called by the President or by a majority of the members of the Board of Directors by written request to the Secretary.

Section 4. NOTICE OF MEETINGS OF THE SOCIETY.

Notice of each annual and special meeting of the Society stating the time and place, and if a special meeting, the purpose thereof, shall be sent to all members by mail at least ten (10) days prior to the date of the meeting.

Section 5. BUSINESS TO BE TRANSACTED.

No business shall be transacted at any special meeting of the Society except that stated in the notice of meeting.

Section 6. QUORUM AND ADJOURNMENT OF THE SOCIETY.

At all meetings of the Society, a minimum of 20 members present and entitled to vote shall constitute a quorum. If such quorum is not present, the members present may adjourn the meeting from time to time without notice until the requisite quorum shall be present.

On all matters requiring voting by Classes, 20 Class I members shall constitute a quorum and a majority of Class II members shall constitute a quorum unless the vote of Class II members be cast by the Secretary of the Minnesota Zoological Board as hereinafter provided, in which case a quorum of that Class shall be deemed to be present.

Section 7. MANNER OF VOTING.

Each member shall, at every meeting of the Society, be entitled to one vote. Votes may be cast by written proxy filed with the Secretary. Class II members may authorize the Secretary of the Minnesota Zoological Board to cast their votes on any matter upon which they shall vote as a Class, which vote may be cast by proxy as herein provided.

Section 8. ORGANIZATION OF MEETINGS OF THE SOCIETY.

At all meetings of the Society, the President or, in his absence, the Vice President, shall act as Chairperson, and the Secretary or, in his absence, any person appointed by the President, shall act as Secretary.

ARTICLE III

CLASS I MEMBERSHIPS

Section 1.

This Article shall apply only to Class I members as designated in the Articles of Incorporation and shall relate to sub-classes of said Class.

Section 2. QUALIFICATIONS, ELIGIBILITY AND NUMBERS OF MEMBERS.

Any person or organization, upon presenting suitable identification and upon payment of dues, may become a member of the Society. There shall be no limit as to the number of members.

Section 3. CLASSES OF MEMBERSHIP.

The Society shall offer the following classes of membership: A. Individual. B. Family. C. Donor. The Board of Directors may, in its discretion, delete or establish new classes of membership. The Board shall set the dues which must be paid for the various classes of membership.

Section 4. RIGHTS AND PRIVILIGES OF MEMBERS.

Each membership shall be entitled to one (1) vote on each issue which shall come before the membership for decision. Any individual holding or participating in any class of membership shall be entitled to participate in any and all activities of the Society and to hold any office in the society. No property rights shall attach to memberships. Any member may inspect all books and records of the Society for any proper purpose at any reasonable time.

Section 5. TERMINATION OF MEMBERSHIP.

Membership shall be terminated upon failure to pay dues annually; no specific action shall be required of a member to effect termination of his membership.

ARTICLE IV

BOARD OF DIRECTORS

Section 1.

This Section relates only to the election of those Directors who are elected by Class I members.

A. NOMINATION OF DIRECTORS.

A Nominating Committee of five members, not more than three of whom shall reside in the seven-county Metropolitan Area, and not more than three of whom shall be members of the existing Board of Directors, shall be appointed annually by the President, with the approval of the Board, for the purpose of nominating candidates for election as Directors of the Society. The list of all persons nominated shall be submitted to the Secretary not less than 90 days prior to the annual meeting. Nominations may be made also by members of the Society by the filing of a petition containing the signatures of a minimum of five Society members. Such petition must be filed with the Secretary no later than 60 days prior to the date of the annual meeting. The Committee may, in its discretion, nominate only as many candidates as there are vacancies to be filled.

B. ELECTION BY MAIL.

Directors shall be elected by mail ballot, as follows: not later than 30 days prior to the date of the annual meeting, the Secretary of the Society shall prepare a ballot to such form as the Board may prescribe, containing the names of all persons who have been nominated pursuant to Section 1 of this Article. Said ballot shall be mailed to each member of the Society as shown on the records of the Society as of the date of mailing. Each member shall vote for one (1) candidate for each vacancy to be filled and shall return his ballot to the Secretary not later than 15 days prior to the annual meeting. The Secretary shall certify to the President the names of those persons receiving the largest number of votes for each position to be filled. The results of the election shall be announced by the President at the annual meeting.

C. RESIGNATION OF DIRECTORS.

Any member of the Board of Directors may resign at any time by giving written notice to the Secretary of the Society. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise provided therein, acceptance of such resignation shall not be necessary to make it effective. If any member of the Board of Directors who, within a 12 month period, is absent from three consecutive scheduled Board meetings or one-half of the total number of Board meetings, their membership on the Board of Directors shall be considered terminated unless the President chooses to intervene.

D. VACANCIES ON THE BOARD OF DIRECTORS.

A vacancy on the Board of Directors shall be filled by the Board at any regular or special meeting. The person selected to fill such vacancy shall serve for the unexpired portion of the term of the vacant office.

Section 2.

This section relates to Directors elected by Class II members. The Secretary of the Minnesota Zoological Board shall certify in writing the names of all persons elected as Directors by the Class II members of the incorporation, who shall be subject to removal by a vote of a majority of the members of said Class and shall hold office until their resignation or removal, and until their successors are elected and qualified. The members of said Class may, from time to time, determine the time, place and manner of election of Directors, and the certificates of said Secretary shall be conclusive as to matters stated therein.

Section 3.

This section relates to Directors generally.

A. ORGANIZATION OF BOARD OF DIRECTORS.

At all meetings of the Board of Directors, the President, or in his absence, the Vice President, shall act as Chairperson, and the Secretary, or in his absence, any person appointed by the President shall act as Secretary.

B. PLACE OF MEETINGS OF BOARD OF DIRECTORS.

Meetings of the Board of Directors shall be held at such places as the Board may from time to time designate.

C. ANNUAL MEETINGS OF BOARD OF DIRECTORS.

The Annual Meeting of the Board of Directors shall be held at the same place and immediately prior to the Annual Meeting of the Membership.

D. REGULAR MEETINGS OF BOARD OF DIRECTORS.

Regular meetings of the Board of Directors shall be held at least quarterly at a time and place designated by the Board. Notices of such meetings shall be given each Director at least ten (10) days before the day on which the meeting is to be held.

E. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS.

Special meetings of the Board of Directors shall be held upon written request of any Director stating the purpose or object thereof. Notice of each meeting shall be mailed to each member of the Board of Directors, addressed to him at his residence or usual place of business, at least three (3) days before the day on which the meeting is to be held. Every such notice shall state the time, place, and purpose of the meeting. No business other than that stated in the notice shall be transacted at such meetings without the unanimous consent of the members of the Board.

F. QUORUM AND ADJOURNMENT OF BOARD OF DIRECTORS.

Seven voting members of the Board of Directors in office at the time of any regular or special meeting shall constitute a quorum for the transaction of business at such meeting, and the act of a majority of such quorum shall be the act of the Board. In the absence of a quorum, a majority of the Directors present may adjourn the meeting from time to time until a quorum is present. Notice of any adjourned meeting need not be given.

G. WAIVER OF NOTICE.

Notice of any meeting need not be given to any member of the Board of Directors if such notice shall have been waived by him in writing or by telegram, or if he shall attend such meeting in person.

ARTICLE V

OFFICERS

Section 1. OFFICERS.

The officers of the Society, all of whom shall be Directors, shall be a President, a Vice President, a Secretary, and a Treasurer, with such other officers as may be appointed in accordance with Section 4 of this Article.

Section 2. NOMINATION OF OFFICERS.

Nominations for officers shall be made by a Nominating Committee of five members of the Board of Directors, appointed by the Executive Committee. The Committee may, in its discretion, nominate only one (1) person for each office to be filled. Additional nominations may be made from the floor at the time of election.

Section 3. ELECTION AND TERM OF OFFICE OF OFFICERS.

Officers shall be elected annually by the Board of Directors for terms

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of one year. Each officer, except such officers as may be appointed in accordance with the provisions of Section 4 of this Article, shall continue in office until his successor shall have been duly elected and qualified in his stead or until he shall resign and his resignation shall have become effective.

Section 4. SUBORDINATE OFFICERS.

The Board of Directors may appoint such other officers as it may deem necessary, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time direct.

Section 5. RESIGNATION OF OFFICERS.

Any officer may resign at any time by giving written notice to the President or to the Secretary of the Society. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein. Acceptance of such resignation shall not be necessary to make it effective.

Section 6. OFFICER VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled for the unexpired portion of the term by appointment by the Board of Directors at any regular or special meeting.

Section 7. PRESIDENT.

The President shall preside at all meetings of the Society and of the Board of Directors. He shall do and perform such duties as may be from time to time assigned him by the Board of Directors. He may sign and execute all authorized contracts or other obligations in the name of the Society.

Section 8. VICE PRESIDENTS.

The Vice Presidents shall, in the absence of the President, perform the duties of that office.

Section 9. SECRETARY.

The Secretary shall perform the duties customarily required by that office, including correspondence in the name of the Society, and appropriate management of legal matters.

Section 10. TREASURER.

The Treasurer shall perform the duties customarily required by that office.

ARTICLE VI

OPEN MEETINGS

All meetings of the Directors or of any committee shall be open to any member of the Society. Any member who shall request notice of meetings of all or any of the Boards or Committees shall be notified of such meetings.

ARTICLE VII

COMMITTEES

Section 1. STANDING COMMITTEES.

These will be:

- A. Executive Committee
- B. Membership Services Committee
- C. Membership Procurement
- D. Finance Committee
- E. Volunteer Services Committee (V.S.C.)
- F. Education/Conservation/Research Committee
- G. Fund Raising Committee
- H. Publicity
- I. Project Screening Committee

Except for the chairmanships mentioned above, the President will appoint from the general membership, or from the Board of Directors, all members and chairmen, the terms of service for all of whom will be one calendar year, or less, as the President may direct.

Section 2. SPECIAL AND AD HOC COMMITTEES.

The President may appoint Special or Ad Hoc Committees for any purpose, the terms of service to extend from the date of appointment for one calendar year, or until such date as the Committee may be disbanded by the President. Special or Ad Hoc Committees may be reappointed by the President on their anniversary.

ARTICLE VIII

FISCAL AGENT

The Board of Directors may appoint a fiscal agent. In case of such appointment, the securities or properties held or owned by the Corporation shall be in the exclusive custody and control of said fiscal agent with full power to hold the legal title to such securities and properties as may be so transferred to it, and when authorized by the Board of Directors from time to time to invest and reinvest available funds of the corporation in such securities as the Society may approve and when so authorized to sell, transfer, convey and otherwise dispose of the properties of the Society, both real and personal. Said fiscal agent shall advise the Board of Directors and the Society from time to time as to the assets held by it, shall receive and disburse all income and principal funds as directed by the Board of Directors, and shall account to the Society and the Board of Directors from time to time for all assets held and funds received and disbursed. The fiscal agent shall also perform such other services for the Society as may from time to time be agreed upon.

The fiscal agent shall be entitled to reasonable compensation for his services.

The net income of the Society shall be deposited in a separate account to be disbursed by the fiscal agent under such general rules and regulations as the Board of Directors may from time to time fix and determine.

#### ARTICLE IX

#### CONTRACTS, CHECKS, BANK ACCOUNTS, ETC.

##### Section 1. CONTRACTS, ETC. - HOW EXECUTED.

The Board of Directors may authorize any officer or officers, agent or agents of the Society, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society; such authority may be general or confined to specific instances and, unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Society by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or to any amount.

##### Section 2. LOANS.

No loans or other indebtedness shall be contracted on behalf of the Society unless specifically authorized by the Board of Directors.

##### Section 3. CHECKS, DRAFTS, ETC.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Society shall be signed by such person or persons in such manner as shall be from time to time determined by the Board of Directors.

##### Section 4. DEPOSITS.

All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies, or other depositories as the Board of Directors may designate, or if there be a

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fiscal agent with him, and shall be disbursed under such rules and regulations as the Board of Directors may from time to time determine.

ARTICLE X

FISCAL YEAR

The fiscal year of the Society shall be June 1 through May 31.

ARTICLE XI

AMENDMENT OF BYLAWS

The Bylaws of the Society shall be subject to amendment or repeal, and new Bylaws may be made by the Board of Directors at a special meeting called for that expressly stated purpose.

MINNESOTA ZOOLOGICAL SOCIETY  
BOARD OF DIRECTORS MEETING

*File*

DATE: September 4, 1975

TIME: 7:30 p.m. - 10:30 p.m.

PLACE: Arts and Science Building  
Members Lounge

AGENDA

I. Old Business.

- A. Minutes of July 10 meeting.
- B. Treasurer's report - Liza Nagle.
- C. Executive Committee Report - Larry Freeman.
- D. Zoo Update - Don Bridgwater or Bob Bonowitz.
- E. Committee Reports.
  - 1. Horse Show Update - Karla Williams.
  - 2. Resolutions Committee - Denny Albrecht.
  - 3. Species Conservation Committee - Ken Corbin.
  - 4. Other.

F. Ratification of Bylaws.

G. Other.

II. New Business.

- A. Ratification of Amendments to Bylaws to allow for changeover of the Board.
- B. Other.

BOARD OF DIRECTORS MEETING  
of the  
MINNESOTA ZOOLOGICAL SOCIETY

July 10, 1975

The meeting was called to order at 8:00 p.m. on July 10, 1975 at the St. Paul Arts and Science Center by president Larry Freeman.

The following directors were present: Larry Freeman, Dennis Albrecht, Liza Nagle, Richard Abraham, Ron Johnson, Karla Williams, Maurie Scroggins, Mary McGee, Dave Dunn, Paul Zollman and Clough Cullen.

The following Zoological Garden staff members were also present: Donald Bridgwater, Beverly Rongren, Bob Bonowitz.

Larry Freeman mentioned that he was disappointed in the attendance with only ten of twenty-seven members attending (two members called indicating they would not attend). The minutes of the last board meeting and the annual dinner meeting were approved.

Liza Nagle gave a modified treasurer's report indicating that the current financial position is still quite favorable.

Larry then reported the resignation of Linda Weiss and said that he would replace Linda with one of the people nominated earlier for the board of directors.

Committee reports were then presented.

Research Awards Program

Larry Freeman read Elmer Birney's report on the Research Award Program in which seven eligible applicants were found and four awards were given on the following subjects:

- Evolution of Warblers
- Subterranean Behavior of Pocket Gophers
- Fledgling Behavior of Broadwinged Hawks
- Interspecie Aggression of Blackbird

Upon completion or November 1, the winners will make a report on their progress or results of their particular project.

With no other committee leaders present to give reports, Larry moved to the new business and a discussion of Jean Steiner's salary. Larry said she had done an exceptional job and recommended a \$50.00 increase in salary. Paul Zollman seconded, and the motion passed unanimously. Karla Williams then made a motion to reconsider additional benefits including pay, hospitalization and sick leave program in three months. After a brief discussion, the motion was amended to allow the executive committee to review the entire fringe benefit package. Liza Nagle seconded, and the motion passed.

A brief discussion of the annual dinner was then held, and all agreed that it was a very enjoyable evening.

(over)

Larry reported that the speaker's bureau was to be reinstated in a month or so and that it would be an excellent learning session for anyone whether they wish to belong to the speaker's bureau itself or not. Interested parties should call the society office.

The society has again agreed to man the MZG booth at the fair which will be in the same location as last year and will be a non-mechanized booth (no projectors, etc.). A booth is being prepared by the MZG at a cost of \$850.00. The booth rental will run \$350.00 and tickets for those manning the booth will run \$120-150. Don Bridgwater asked that the society consider picking up part of these costs and, after a brief discussion, Karla Williams moved that the MZS provide manpower and the cost of the tickets. Liza Nagle seconded and the motion passed. Ron Johnson then moved that the MZS, in the spirit of cooperation with the MZG, pick up 50% of the cost of the booth rental at the State Fair. Liza Nagle again seconded, and the motion passed.

There followed a discussion of board participation in the various events and committees, particularly the upcoming horseshow, which Larry Freeman strongly urged. He reported that the goal for the horseshow ticket sales was \$20,000 of which the society board would be responsible for \$3,000 and a "phonathon", to be developed, would be responsible for \$4,500. Packets will be sent out on August 15 to all society members. Dennis Albrecht will chair the overall ticket sales.

Larry then discussed the need for committee chairman. We need chairmen for the Member's Activity Committee, a Volunteer Coordinator, and the Membership Committee. Dennis Albrecht will chair the Resolution Committee and Ken Corbin will chair the Endangered Species Committee.

The bylaws were then discussed with Don Bridgwater leading the discussion. Karla Williams moved to delete the requirement that not more than three members of the nominating committee be from the seven county area. Mary McGee seconded. Paul Zollman disagreed as he felt that it was important that outstate members be involved. The motion was defeated. Several other modifying changes were made to the bylaws and, due to the lateness of the year, it was decided that the board members would review these changes and again discuss both bylaws and Articles of Incorporation at the next board meeting.

The meeting was adjourned.

Respectfully submitted,

Dennis Albrecht  
Secretary, MZS

Minutes of the Executive Committee Meeting held Wednesday, August 20, 1975

In attendance: Larry Freeman, Paul Zollman, Ken Corbin, Dennis Albrecht, Liza Nagle.

The meeting began with a discussion of benefits for MZS employed personnel, in this case Jean Steiner. It was determined that we would propose to the Board of Directors twelve sick days per year retroactive to June 1, 1975. There would be no pay for unused sick days upon termination. Sick days may not be contiguous with vacation (i.e., employee must work one day between vacation and sick day).

Larry will check out the cost of a hospitalization plan and according to earlier agreement there would be ten vacation days per year.

Larry then asked Liza to prepare a budget based on information received from each committee chairman as well as information from past year's budgets.

It was also determined that we would drop the "Other Zoo" committee for the time being as there is little we can do in that regard presently.

Discussion of the Membership Activities committee followed with Larry suggesting that we should all keep our eyes open for a possible chairman so that we can get membership activities on track again this fall.

A discussion of the Membership Drive committee was brought up with Larry suggesting that our next drive would begin in late 1976 with another campaign just prior to the zoo opening. We discussed the need for benefits for our members and being a state organization, is difficult for the MZG to be specific at this time. However, there are two areas which are pretty much guaranteed at this time. The first area would be the board room at the garden which would be available to the society for after hours use. Secondly an orientation theatre that will be built at the garden will also be available to the society for our programs. Other possibilities included a number of free passes for members, whereupon Ken Corbin suggested the possibility of an after hours pass for members. This would be once or twice a year wherein society members would get a free pass after the zoo had closed to the public. Apparently a number of zoos around the country do this for their volunteer groups. These benefits will have to be approved by the attorney general.

The St. Paul career guidance and training program has received our application for a student to work 20 hours a week in the society office. This is part of a federally funded project to get students into the real world of career development.

Larry reported that the society had received the services of Bob Rees as editor for the ZooNews. Mr. Rees is a professional writer and has a number of ideas about improving our monthly newsletter.

Denny Albrecht will see to it that the new members of the executive committee receive their copies of AAZPA newsletter.

Larry then reported that Colonel Hammerbeck and Helen McMillan had resigned from the board due to a lack of time. Jan Humphrey and Gary Woeltge have been nominated to replace the resignees.

Lastly, the executive committee agreed to allow phone transfer of funds between savings and checking account to facilitate ease of our financial dealings.

Denny Albrecht, Secretary

WHEREAS, the members of the Minnesota Zoological Society desire to reorganize

the Society; and

WHEREAS, the board of directors of the Society

to carry out the desires of the members to the amended articles

of incorporation; and

WHEREAS, adoption of the proposed amendments to the by-laws of the

best interest of the Minnesota Zoological Society;

NOW, THEREFORE, it is

RESOLVED, that the proposed amendments to the by-laws of the Minnesota

**MINNESOTA ZOOLOGICAL SOCIETY**

**REVISED BY-LAWS**

**PROPOSED SECTION RE ELECTION OF DIRECTORS**

**BY CLASS I MEMBERS**

Five directors shall be elected by Class I members for terms commencing on July 1, 1976 and terminating on June 30, 1977; the remaining five directors elected by Class I members shall be elected for terms commencing on July 1, 1976 and terminating on June 30, 1978. Thereafter, all directors elected by Class I members shall be elected for terms of two years.

terminating on June 30, 1978.

WHEREAS, a majority of the directors having voted in favor of the

resolution, it is duly

ADOPTED.

ATTEST: \_\_\_\_\_

Secretary

WITNESS:

President

RESOLUTION AMENDING BY-LAWS

WHEREAS, the members of the Minnesota Zoological Society desire to reorganize the Society; and

WHEREAS, the board of directors desires to revise the by-laws of the Society to carry out the desires of the membership and to conform to the amended articles of incorporation; and

WHEREAS, adoption of the proposed amended by-laws is deemed to be in the best interest of the Minnesota Zoological Society,

NOW, THEREFORE, IT IS

RESOLVED, that the proposed amendments to the by-laws of the Minnesota Zoological Society be, and they are hereby, adopted;

FURTHER RESOLVED, that the terms of office of all present members of the board of directors whenever elected shall terminate on June 30, 1976; and

FURTHER RESOLVED, that the secretary of the Society in preparing the ballot for the election of the directors to be elected prior to the 1976 annual meeting shall determine by lot which persons shall be candidates for those directors' terms commencing on July 1, 1976 and terminating on June 30, 1977, and which persons shall be candidates for those director's terms commencing on July 1, 1976 and terminating on June 30, 1978.

WHEREFORE, a majority of the directors having voted in favor of the resolution, it is duly

ADOPTED.

This \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_.

\_\_\_\_\_  
Secretary

WITNESS:

\_\_\_\_\_  
President

BYLAWS  
OF  
THE MINNESOTA ZOOLOGICAL SOCIETY

ARTICLE I  
NAME

The name of this organization, which is a nonprofit corporation organized and existing under the laws of the State of Minnesota, shall be "Minnesota Zoological Society".

ARTICLE II

MEETING OF THE SOCIETY

Section 1. PLACE OF MEETINGS OF THE SOCIETY.

Meetings of members of the Society shall be held at such place as the Board of Directors may from time to time designate.

Section 2. DATE OF ANNUAL MEETING OF THE SOCIETY.

The annual meeting of the Society shall be held on the second Tuesday of June or at such other time and at such place as may be designated by the Board of Directors.

Section 3. SPECIAL MEETINGS OF THE SOCIETY.

Special meetings of the Society may be called by the President or by a majority of the members of the Board of Directors by written request to the Secretary.

Section 4. NOTICE OF MEETINGS OF THE SOCIETY.

Notice of each annual and special meeting of the Society stating the time and place, and if a special meeting, the purpose thereof, shall be sent to all members by mail at least ten (10) days prior to the date of the meeting.

Section 5. BUSINESS TO BE TRANSACTED.

No business shall be transacted at any special meeting of the Society except that stated in the notice of meeting.

Section 6. QUORUM AND ADJOURNMENT OF THE SOCIETY.

At all meetings of the Society, a minimum of 20 members present and entitled to vote shall constitute a quorum. If such quorum is not present, the members present may adjourn the meeting from time to time without notice until the requisite quorum shall be present.

On all matters requiring voting by Classes, 20 Class I members shall constitute a quorum and a majority of Class II members shall constitute a quorum unless the vote of Class II members be cast by the Secretary of the Minnesota Zoological Board as hereinafter provided, in which case a quorum of that Class shall be deemed to be present.

Section 7. MANNER OF VOTING.

Each member shall, at every meeting of the Society, be entitled to one vote. Votes may be cast by written proxy filed with the Secretary. Class II members may authorize the Secretary of the Minnesota Zoological Board to cast their votes on any matter upon which they shall vote as a Class, which vote may be cast by proxy as herein provided.

Section 8. ORGANIZATION OF MEETINGS OF THE SOCIETY.

At all meetings of the Society, the President or in his absence, the Vice President, shall act as Chairperson, and the Secretary, or in his absence, any person appointed by the President, shall act as Secretary.

ARTICLE III

CLASS I MEMBERSHIPS

Section 1. This Article shall apply only to Class I members as designated in the Articles of Incorporation and shall relate to sub-classes of said Class.

Section 2. QUALIFICATIONS, ELIGIBILITY AND NUMBERS OF MEMBERS.

Any person or organization, upon presenting suitable identification and upon payment of dues, may become a member of the Society. There shall be no limit as to the number of members.

### Section 3. CLASSES OF MEMBERSHIP.

The Society shall offer the following classes of membership: A. Individual, B. Family, C. Donor. The Board of Directors may in its discretion delete or establish new classes of membership. The Board shall set the dues which must be paid for the various classes of membership.

### Section 4. RIGHTS AND PRIVILEGES OF MEMBERS.

Each membership shall be entitled to one (1) vote on each issue which shall come before the membership for decision. Any individual holding or participating in any class of membership shall be entitled to participate in any and all activities of the Society and to hold any office in the Society. No property rights shall attach to membership. Any member may inspect all books and records of the Society for any proper purpose at any reasonable time.

### Section 5. TERMINATION OF MEMBERSHIP.

Membership shall be terminated upon failure to pay dues annually; no specific action shall be required of a member to effect termination of his membership.

## ARTICLE IV.

### BOARD OF DIRECTORS

Section 1. This section relates only to the election of those Directors who are elected by Class I members.

#### A. NOMINATION OF DIRECTORS.

A nominating Committee of five members, not more than three of whom shall reside in the seven-county Metropolitan Area, and not more than three of whom shall be members of the existing Board of Directors, shall be appointed annually by the President, with the approval of the Board, for the purpose of nominating candidates for election as Directors of the Society. The list of all persons nominated shall be submitted to the Secretary not less than 90 days prior to the annual meeting. Nominations may be made also by members of the Society by the filing of a petition containing the signatures of a minimum of five Society members. Such petition must be filed with the Secretary no later than 60 days prior to the date of the annual meeting. The Committee may in its discretion nominate only as many candidates as there are vacancies to be filled.

B. ELECTION BY MAIL.

Directors shall be elected by mail ballot, as follows: not later than 30 days prior to the date of the annual meeting, the Secretary of the Society shall prepare a ballot in such form as the Board may prescribe, containing the names of all persons who have been nominated pursuant to Section 1 of this Article. Said ballot shall be mailed to each member of the Society as shown on the records of the Society as of the date of mailing. Each member shall vote for one (1) candidate for each vacancy to be filled and shall return his ballot to the Secretary not later than 15 days prior to the annual meeting. The Secretary shall certify to the President the names of those persons receiving the largest number of votes for each position to be filled. The results of the election shall be announced by the President at the annual meeting.

C. RESIGNATION OF DIRECTORS.

Any member of the Board of Directors may resign at any time by giving written notice to the Secretary of the Society. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise provided therein, acceptance of such resignation shall not be necessary to make it effective.

D. VACANCIES ON THE BOARD IF DIRECTORS

A vacancy on the Board of Directors shall be filled by the Board at any regular or special meeting. The person selected to fill such vacancy shall serve for the unexpired portion of the term of the vacant office.

Section 2. This section relates to Directors elected by Class II members. The Secretary of the Minnesota Zoological Board shall certify in writing the names of all persons elected as Directors by the Class II members of the Corporation, who shall be subject to removal by a vote of a majority of the members of said Class and shall hold office until their resignation or removal, and until their successors are elected and qualified. The members of said Class may from time to time determine the time, place and manner of election of Directors, and the certificates of said Secretary shall be conclusive as to matters stated therein.

Section 3. This section relates to Directors generally.

A. ORGANIZATION OF BOARD OF DIRECTORS.

At all meetings of the Board of Directors, the President, or in his absence the Vice President, shall act as Chairperson, and the Secretary, or in his absence any person appointed by the President, shall act as Secretary.

B. PLACE OF MEETINGS OF BOARD OF DIRECTORS.

Meetings of the Board of Directors shall be held at such places as the Board may from time to time designate.

C. ANNUAL MEETINGS OF BOARD OF DIRECTORS.

The Annual Meeting of the Board of Directors shall be held at the same place and immediately prior to the Annual Meeting of the Membership.

D. REGULAR MEETINGS OF BOARD OF DIRECTORS.

Regular meetings of the Board of Directors shall be held at least quarterly at a time and place designated by the Board. Notices of such meetings shall be given each Director at least ten (10) days before the day on which the meeting is to be held.

E. SPECIAL MEETINGS OF BOARD OF DIRECTORS.

Special meetings of the Board of Directors shall be held upon written request of any Director stating the purpose or object thereof. Notice of each meeting shall be mailed to each member of the Board of Directors, addressed to him at his residence or usual place of business, at least three (3) days before the day on which such meeting is to be held. Every such notice shall state the time, place and purpose of the meeting. No business other than that stated in the notice shall be transacted at such meeting without the unanimous consent of the members of the Board.

F. QUORUM AND ADJOURNMENT OF BOARD OF DIRECTORS.

Seven voting members of the Board of Directors in office at the time of any regular or special meeting shall constitute a quorum for the transaction of business at such meeting, and the act of a majority of such quorum shall be the act of the Board. In the absence of a quorum, a majority of the Directors present may adjourn

the meeting from time to time until a quorum is present. Notice of any adjourned meeting need not be given.

G. WAIVER OF NOTICE.

Notice of any meeting need not be given to any member of the Board of Directors if such notice shall have been waived by him in writing or by telegraph, or if he shall attend such meeting in person.

ARTICLE V.

OFFICERS

Section 1. OFFICERS.

The officers of the Society, all of whom shall be Directors, shall be a President, a Vice President, a Secretary, and a Treasurer, with such other officers as may be appointed in accordance with Section 4 of this Article.

Section 2. NOMINATION OF OFFICERS.

Nominations for officers shall be made by a Nominating Committee of five members of the Board of Directors, appointed by the Executive Committee. The Committee may in its discretion nominate only one (1) person for each office to be filled. Additional nominations may be made from the floor at the time of election.

Section 3. ELECTION AND TERM OF OFFICE OF OFFICERS.

Officers shall be elected annually by the Board of Directors for terms of one year. Each officer, except such officers as may be appointed in accordance with the provisions of Section 4 of this Article, shall continue in office until his successor shall have been duly elected and qualified in his stead or until he shall resign and his resignation shall have become effective.

Section 4. SUBORDINATE OFFICERS.

The Board of Directors may appoint such other officers as it may deem necessary, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time direct.

Section 5. RESIGNATION OF OFFICERS.

Any officer may resign at any time by giving written notice to the President or to the Secretary of the Society. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein. Acceptance of such resignation shall not be necessary to make it effective.

Section 6. OFFICER VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled for the unexpired portion of the term by appointment by the Board of Directors at any regular or special meeting.

Section 7. PRESIDENT.

The President shall preside at all meetings of the Society and of the Board of Directors. He shall do and perform such duties as may be from time to time assigned him by the Board of Directors. He may sign and execute all authorized contracts or other obligations in the name of the Society.

Section 8. VICE PRESIDENTS.

The Vice Presidents shall, in the absence of the President, perform the duties of that office.

Section 9. SECRETARY.

The Secretary shall perform the duties customarily required by that office, including correspondence in the name of the Society, and appropriate management of legal matters.

Section 10. TREASURER.

The Treasurer shall perform the duties customarily required by that office.

Section 11. EXECUTIVE COMMITTEE.

The Directors shall appoint an executive committee with statutory powers.

ARTICLE VI.OPEN MEETINGS

All meetings of the Directors or of any committee shall be open to any member of the Society. Any member who shall request notice of meetings of all or any of the Boards or Committees shall be notified of such meetings.

ARTICLE VII.COMMITTEES

The following committees shall be permanent committees of the Society: Budget and Finance Committee, Membership Committee, Education Committee, Species Conservation Committee, Zoological Research Committee, Zoo Liaison Committee. Special committees may be established from time to time by the President. The President shall appoint all committee members and shall appoint the chairman of each committee.

ARTICLE VIII.FISCAL AGENT

The Board of Directors may appoint a fiscal agent. In case of such appointment the securities or properties held or owned by the Corporation shall be in the exclusive custody and control of said fiscal agent with full power to hold the legal title to such securities and properties as may be so transferred to it, and when authorized by the Board of Directors from time to time to invest and reinvest available funds of the Corporation in such securities as the Society may approve and when so authorized to sell, transfer, convey and otherwise dispose of the properties of the Society, both real and personal. Said fiscal agent shall advise the Board of Directors and the Society from time to time as to the assets held by it, shall receive and disburse all income and principal funds as directed by the Board of Directors, and shall account to the Society and the Board of Directors from time to time for all assets held and funds received and disbursed. The fiscal agent shall also perform such other services for the Society as may from time to time be agreed upon.

The fiscal agent shall be entitled to reasonable compensation for his services.

The net income of the Society shall be deposited in a separate account to be disbursed by the fiscal agent under such general rules and regulations as the Board of Directors may from time to time fix and determine.

#### ARTICLE IX.

##### CONTRACTS, CHECKS, BANK ACCOUNTS, ETC.

###### Section 1. CONTRACTS, ETC. - HOW EXECUTED.

The Board of Directors may authorize any officer or officers, agent or agents of the Society, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society; such authority may be general or confined to specific instances and, unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Society by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or to any amount.

###### Section 2. LOANS.

No loans or other indebtedness shall be contracted on behalf of the Society unless specifically authorized by the Board of Directors.

###### Section 3. CHECKS, DRAFTS, ETC.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Society shall be signed by such person or persons in such manner as shall be from time to time determined by the Board of Directors.

###### Section 4. DEPOSITS.

All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies, or other depositories as the Board of Directors may designate, or if there be a fiscal agent with him, and shall be disbursed under such rules and regulations as the Board of Directors may from time to time determine.

ARTICLE X.

FISCAL YEAR

The fiscal year of the Society shall be June 1 through May 31.

ARTICLE XI.

AMENDMENT OF BYLAWS

The Bylaws of the Society shall be subject to amendment or repeal, and new Bylaws may be made by the Board of Directors at a special meeting called for that expressly stated purpose.

5/1/75

RESTATED  
ARTICLES OF INCORPORATION  
OF  
MINNESOTA ZOOLOGICAL SOCIETY

1 KNOW ALL MEN BY THESE PRESENTS:

2 That the undersigned, all of whom are citizens of the United  
3 States, do hereby associate themselves together for the purpose of  
4 forming a nonprofit corporation under the Minnesota Nonprofit Corporation  
5 Act (Minnesota Statutes, 1971, Ch. 317), and to that end have adopted,  
6 signed and acknowledged the following restated Articles of Incorporation:

7 ARTICLE I

8 The name of the corporation shall be

9 MINNESOTA ZOOLOGICAL SOCIETY.

10 ARTICLE II

11 Section 1.

12 ~~This corporation shall be organized exclusively for charitable,~~  
13 ~~educational, and scientific purposes, including, without limitation:~~

14 A. ~~To make distributions to organizations that qualify as~~  
15 ~~exempt organizations under Section 501(c)(3) of the~~  
16 ~~Internal Revenue Code of 1954 (or the corresponding provisions~~  
17 ~~of any future United States Internal Revenue Law);~~

18 B. ~~To foster and promote interest and education in zoology~~  
19 ~~and related sciences;~~

20 C. ~~To assist in the development and/or management of~~  
21 ~~Minnesota zoological parks and gardens;~~

22 D. ~~To exert every appropriate influence toward the protection~~  
23 ~~and preservation of the fauna and flora of Minnesota;~~

24 E. ~~To cooperate with other organizations having similar~~  
25 ~~interests and goals.~~

1 Section-2-

2 Subject-to-the-provisions-of-the-Statutes-of-the-State-of  
3 Minnesota,-to-take,-receive,-and-hold-real-and-personal-property,  
4 including-the-principal-and-interest-of-any-money-or-other-fund-that  
5 is-given,-conveyed,-bequeathed,-devised-to-or-otherwise-vested-in-the  
6 Corporation,-in-trust-for-a-purpose-consistent-with-the-purposes-set  
7 forth-in-these-restated-Articles-of-Incorporation,--

8 Section-3-

9 To-do-all-other-acts-necessary-or-expedient-for-the-administra--  
10 tion-of-the-affairs-and-attainment-of-the-objectives-of-the-Corporation,  
11 whether-similar-or-dissimilar-to-the-matters-hereinabove-specifically-  
12 set-forth.

13 This corporation shall be organized for the following charitable,  
14 educational and scientific purposes:

15 To assist and support the Minnesota Zoological Garden in the  
16 accomplishment of its purposes whether through rendering financial assis-  
17 tance or performing services or otherwise and to do all other acts and  
18 things incidental to the furtherance of the authorized objectives of  
19 said Garden.

20 ARTICLE III

21 No part of the net earnings of the Corporation shall inure  
22 to the benefit of, or be distributable to, its members, Directors,  
23 officers, or other private persons, except that the Corporation shall  
24 be authorized and empowered to pay reasonable compensation for services  
25 rendered and to make payments and distributions in furtherance of the  
26 purposes set forth in Article II hereof. No substantial part of the  
27 activities of the Corporation shall be the carrying on of propaganda,

1 or otherwise attempting, to influence legislation, and the Corporation shall  
2 not participate in, or intervene in (including the publishing or distribution  
3 of statements) any political campaign on behalf of any candidate for public  
4 office. Notwithstanding any other provision of these Articles, the Corporation  
5 shall not carry on any other activities not permitted to be carried on (a) by  
6 a corporation exempt from Federal income tax under Section 501(c)(3) of the  
7 Internal Revenue Code of 1954 (or the corresponding provision of any future  
8 United States Internal Revenue Law) or (b) by a corporation, contributions  
9 to which are deductible under section 170(c)(2) of the Internal Revenue Code  
10 of 1954 (or the corresponding provision of any future United States Internal  
11 Revenue Law).

12 ARTICLE IV

13 The Corporation shall have perpetual existence.

14 ARTICLE V

15 The principal office of the Corporation shall be located in  
16 the City of St. Paul, Ramsey County, Minnesota, or such other place as the  
17 Board of Directors may determine.

18 ARTICLE VI

19 The property, affairs and business of the Corporation shall  
20 be managed and controlled by a Board of Directors of fifteen (15) members,  
21 who shall be elected by class as hereinafter provided, ten (10) of whom shall  
22 be elected by Class I members and five (5) by Class II members. The ~~number,~~  
23 term of office, powers, authority and duties of the Directors, and the times  
24 and places of their meetings, shall be as set forth in the Bylaws of the  
25 Corporation.



1 ~~organization or organizations under Section 501(c)(3) of the Internal~~  
 2 ~~Revenue Code of 1954 (or the corresponding provision of any future~~  
 3 ~~United States Internal Revenue Law), as the Board of Directors shall~~  
 4 ~~determine. Any assets not so disposed of shall become the property~~  
 5 ~~of the Minnesota Zoological Board, created by Minnesota Laws, 1969,~~  
 6 ~~Chapter 868.~~

7 ARTICLE X.

8 Upon the dissolution of the Corporation, the Board of  
 9 Directors shall, after adding or making provisions for the payment of  
 10 all of the liabilities of the Corporation, distribute the assets to  
 11 the Minnesota Zoological Garden.

12 ARTICLE X~~7~~ XI.

13 These Articles of Incorporation shall be subject to amendment  
 14 or repeal, and new Articles may be made, by the affirmative vote of a  
 15 majority of the members of the Society in attendance at an annual  
 16 meeting, or at a special meeting called for that expressly stated  
 17 purpose, except as stated in the new Article VII.

18 The names and addresses of the persons who were the initial  
 19 incorporators of the Corporation on the 6th day of June, 1961, were  
 20 as follows:

Archibald G. Bush	St. Paul, Minnesota
Stanley E. Hubbard	St. Paul, Minnesota
Raymond M. Schneider	St. Paul, Minnesota
Thomas Moore, Sr.	Minneapolis, Minnesota
Roy W. Larsen	Minneapolis, Minnesota
David Paper	St. Paul, Minnesota
Harry L. Holtz	St. Paul, Minnesota
Adolf T. Tobler	St. Paul, Minnesota
Fred Manley	St. Paul, Minnesota
Reuel D. Harmon	St. Paul, Minnesota
William H. Oppenheimer	St. Paul, Minnesota

The fifteen persons who constituted the first Board of Directors, commencing the 6th day of June, 1961, their addresses, and their tenures in office, were as follows:

Donald C. Dayton,	Minneapolis	1 year
Thomas Moore,	Minneapolis	1 year
Roy W. Larsen,	Minneapolis	1 year
Fred W. Manley,	St. Paul	1 year
Reuel D. Harmon,	St. Paul	1 year
J. G. Ordway,	St. Paul	2 years
Adolf T. Tobler	St. Paul	2 years
Harry L. Holtz	St. Paul	2 years
Oliver Skellet,	St. Paul	2 years
B. H. Ridder, Sr.,	St. Paul	2 years
Archibald G. Bush,	St. Paul	3 years
Stanley E. Hubbard,	St. Paul	3 years
Raymond M. Schneider,	St. Paul	3 years
David Paper,	St. Paul	3 years
W. H. Oppenheimer,	St. Paul	3 years

IN WITNESS WHEREOF, the undersigned, present officers of the Corporation, have executed these ~~restated~~ Articles of Incorporation this            day of           , 1975, and declare themselves the new incorporators of this Corporation:

_____	Signed	Term of Office
_____		
_____		
_____		

Notarial acknowledgment

5/1/75

21  
(14-7)

BYLAWS  
OF  
MINNESOTA ZOOLOGICAL SOCIETY

ARTICLE I  
NAME

1           The name of this organization, which is a nonprofit corpor-  
2           ation organized and existing under the laws of the State of Minnesota,  
3           shall be "Minnesota Zoological Society".

~~ARTICLE II~~

OBJECTS-AND-PURPOSES-

6           ~~The principal purposes of the Society shall be to foster and~~  
7           ~~promote interest and education in zoology and related sciences, to assist~~  
8           ~~in the development and/or management of Minnesota zoological parks and~~  
9           ~~gardens, to exert every appropriate influence toward the protection and~~  
10          ~~preservation of the fauna and flora of Minnesota, and to cooperate with~~  
11          ~~other organizations having similar interests and goals.~~

ARTICLE III II

MEETINGS OF THE SOCIETY

14          Section 1. PLACE OF MEETINGS OF THE SOCIETY.

15                       Meetings of members of the Society shall be held at such place  
16                       as the Board of Directors may from time to time designate.

17          Section 2. DATE OF ANNUAL MEETING OF THE SOCIETY.

18                       The annual meeting of the Society shall be held on the second  
19                       Tuesday of June or at such other time and at such place as may be designated  
20                       by the Board of Directors.

21          Section 3. SPECIAL MEETINGS OF THE SOCIETY.

22                       Special meetings of the Society may be called by the President  
23                       or by a majority of the members of the Board of Directors by written  
24                       request to the Secretary.

1        Section 4. NOTICE OF MEETINGS OF THE SOCIETY.

2                Notice of each annual and special meeting of the Society,  
3        stating the time and place, and if a special meeting, the purpose thereof,  
4        shall be sent to all members by mail at least ten (10) days prior to the  
5        date of the meeting.

6        Section 5. BUSINESS TO BE TRANSACTED.

7                No business shall be transacted at any special meeting of the  
8        Society except that stated in the notice of meeting.

9        Section 6. QUORUM AND ADJOURNMENT OF THE SOCIETY.

10               At all meetings of the Society, a minimum of 20 members present  
11        and entitled to vote shall constitute a quorum. If such quorum is not  
12        present, the members present may adjourn the meeting from time to time  
13        without notice, other than announcement at the meeting, until the requisite  
14        quorum shall be present.

15               On all matters requiring voting by Classes, 20 Class I members  
16        shall constitute a quorum and a majority of Class II members shall con-  
17        stitute a quorum unless the vote of Class II members be cast by the  
18        Secretary of the Minnesota Zoological Board as hereinafter provided, in  
19        which case a quorum of that Class shall be deemed to be present.

20        Section 7. MANNER OF VOTING.

21               Each member shall, at every meeting of the Society, be entitled  
22        to one vote. Votes may be cast by written proxy filed with the Secretary.  
23        Class II members may authorize the Secretary of the Minnesota Zoological  
24        Board to cast their votes on any matter upon which they shall vote as a Class,  
25        which vote may be cast by proxy as herein provided.

1 Section 8. ORGANIZATION OF MEETINGS OF THE SOCIETY.

2 At all meetings of the Society, the President or in his absence,  
3 the Vice President, shall act as Chairman, and the Secretary, or in his  
4 absence, any person appointed by the President, shall act as Secretary.

5 ARTICLE ~~IV~~ III

6 CLASS I MEMBERSHIPS

7 Section 1. This Article shall apply only to Class I members  
8 as designated in the Articles of Incorporation and shall relate to  
9 sub-classes of said Class.

10 Section ~~1~~ 2. QUALIFICATIONS, ELIGIBILITY AND NUMBERS OF MEMBERS.

11 Any person or organization, upon presenting suitable identifica-  
12 tion and upon payment of dues, may become a member of the Society. There  
13 shall be no limit as to the number of members.

14 Section ~~2~~ 3. CLASSES OF MEMBERSHIP.

15 The Society shall offer the following classes of membership:

16 A. Individual, B. Family, C. Donor. The Board of Directors may  
17 in its discretion delete classes or establish new classes of membership.  
18 The Board shall set the dues which must be paid for the various classes  
19 of membership.

20 Section ~~3~~ 4. RIGHTS AND PRIVILEGES OF MEMBERS.

21 Each membership shall be entitled to one (1) vote on each issue  
22 which shall come before the membership for decision. Any individual  
23 holding or participating in any class of membership shall be entitled  
24 to participate in any and all activities of the Society and to hold any  
25 office in the Society. No property rights shall attach to membership.  
26 Any member may inspect all books and records of the Society for any proper  
27 purpose at any reasonable time.

1 Section 4- 5. TERMINATION OF MEMBERSHIP.

2 Membership shall be terminated upon failure to pay dues  
3 annually; no specific action shall be required of a member to effect  
4 termination of his membership.

5 ARTICLE V- IV.

6 BOARD OF DIRECTORS

7 Section 1. GENERAL-POWERS-

8 ~~The property, affairs and business of the Society shall be~~  
9 ~~managed by a Board of Directors.~~ This section relates only to the  
10 election of those Directors who are elected by Class I members.

11 Section 2. --NUMBER, QUALIFICATIONS AND TERMS OF DIRECTORS-

12 ~~The Board of Directors shall consist of twenty-seven~~  
13 ~~Directors elected from the membership at large. --The twenty-seven~~  
14 ~~Directors shall be elected for and shall serve for terms of three years,~~  
15 ~~with nine Directors elected each year.~~

15 ~~..... In order better to advise the Board of Directors in their~~  
17 ~~management of the property, business and affairs of the Society, the~~  
18 ~~President, with the approval of the Board, shall appoint, with special~~  
19 ~~consideration given to representation from other biological organizations,~~  
20 ~~not more than seven additional Directors who shall serve terms of three~~  
21 ~~years.~~

22 Section 3- A. NOMINATION OF DIRECTORS.

23 A Nominating Committee of five members, not more than three of  
24 whom shall reside in the seven-county Metropolitan Area, and not more than  
25 three of whom shall be members of the existing Board of Directors, shall be  
26 appointed annually by the President, with the approval of the Board, for  
27 the purpose of nominating candidates for election as Directors of the  
28 Society. The list of all persons nominated shall be submitted to the

1 Secretary not less than 90 days prior to the annual meeting. Nomi-  
2 nations may be made also by members of the Society by the filing of  
3 a petition containing the signatures of a minimum of five Society  
4 members. Such petition must be filed with the Secretary no later  
5 than 60 days prior to the date of the annual meeting. The Committee  
6 may in its discretion nominate only as many candidates as there are  
7 vacancies to be filled.

8 ~~Section-4-~~ B. ELECTION BY MAIL.

9 Directors shall be elected by mail ballot, as follows:  
10 not later than 30 days prior to the date of the annual meeting, the  
11 Secretary of the Society shall prepare a ballot in such form as the  
12 Board may prescribe, containing the names of all persons who have been  
13 nominated pursuant to Section 3 of this Article. Said ballot shall be  
14 mailed to each member of the Society as shown on the records of the Society  
15 as of the date of mailing. Each member shall vote for one (1) candidate  
16 for each vacancy to be filled and shall return his ballot to the Secre-  
17 tary not later than the third day prior to the annual meeting. On the  
18 second day prior to the annual meeting, the Secretary shall certify  
19 to the President the names of those persons receiving the largest  
20 number of votes for each position to be filled. The results of the  
21 election shall be announced by the President at the annual meeting.

22 ~~Section-5-~~ C. RESIGNATION OF DIRECTORS.

23 Any member of the Board of Directors may resign at any time by  
24 giving written notice to the Secretary of the Society. Such resignation  
25 shall take effect at the date of the receipt of such notice or at any  
26 later time specified therein and, unless otherwise provided therein,  
27 acceptance of such resignation shall not be necessary to make it effective.

1 Section-6- D. VACANCIES ON BOARD OF DIRECTORS.

2 A vacancy on the Board of Directors shall be filled by the  
3 Board at any regular or special meeting. The person selected to fill  
4 such vacancy shall serve for the unexpired portion of the term of the  
5 vacant office.

6 Section 2. This section relates to Directors elected by Class II members.

7 The Secretary of the Minnesota Zoological Board shall certify  
8 in writing the names of all persons elected as Directors by the Class II  
9 members of the Corporation, who shall be subject to removal by a vote of  
10 a majority of the members of said Class and shall hold office until their  
11 resignation or removal, and until their successors are elected and quali-  
12 fied. The members of said Class may from time to time determine the time,  
13 place and manner of election of Directors, and the certificates of said  
14 Secretary shall be conclusive as to matters stated therein.

15 Section 3. This section relates to Directors generally.

16 Section-7- A. ORGANIZATION OF BOARD OF DIRECTORS.

17 At all meetings of the Board of Directors, the President, or  
18 in his absence, the Vice President, shall act as Chairman, and the  
19 Secretary, or in his absence any person appointed by the President, shall  
20 act as Secretary.

21 Section-8- B. PLACE OF MEETINGS OF BOARD OF DIRECTORS.

22 Meetings of the Board of Directors shall be held at such  
23 places as the Board may from time to time designate.

24 Section-9- C. ANNUAL MEETINGS OF BOARD OF DIRECTORS.

25 Immediately after the adjournment of the annual meeting of the  
26 Society, the Board of Directors shall meet, at the same place at which  
27 the members shall have met, for the election of officers and the trans-  
28 action of other business, with the power to adjourn and readjourn.

1 Section-10- D. REGULAR MEETINGS OF BOARD OF DIRECTORS.

2 Regular meetings of the Board of Directors shall be held at  
3 least quarterly at a time and place designated by the Board. Notices of  
4 such meetings shall be given each Director at least ten (10) days before  
5 the day on which the meeting is to be held.

6 Section-11- E. SPECIAL MEETINGS OF BOARD OF DIRECTORS.

7 Special meetings of the Board of Directors shall be held upon  
8 written request of any Director stating the purpose or object thereof.  
9 Notice of each meeting shall be mailed to each member of the Board of  
10 Directors, addressed to him at his residence or usual place of business,  
11 at least three (3) days before the day on which such meeting is to be  
12 held. Every such notice shall state the time, place and purpose of the  
13 meeting. No business other than that stated in the notice shall be trans-  
14 acted at such meeting without the unanimous consent of the members of the  
15 Board.

16 Section-12- F. QUORUM AND ADJOURNMENT OF BOARD OF DIRECTORS.

17 Nine Seven voting members of the Board of Directors in office  
18 at the time of any regular or special meeting shall constitute a quorum  
19 for the transaction of business at such meeting, and the act of a majority  
20 of such quorum shall be the act of the Board. In the absence of a quorum,  
21 a majority of the Directors present may adjourn the meeting from time to  
22 time until a quorum is present. Notice of any adjourned meeting need  
23 not be given.

24 Section-13- G. WAIVER OF NOTICE.

25 Notice of any meeting need not be given to any member of the  
26 Board of Directors if such notice shall have been waived by him in writing  
27 or by telegraph, or if he shall attend such meeting in person.

ARTICLE ~~VI~~ V.OFFICERS1 Section 1. OFFICERS.

2 The officers of the Society, all of whom shall be Directors,  
3 shall be a President, ~~a-First-Vice-President,-a-Second-Vice-President,~~  
4 one or more Vice Presidents, a Secretary, and a Treasurer, with such  
5 other officers as may be appointed in accordance with Section 3 of this  
6 Article.

7 Section 2. NOMINATION OF OFFICERS.

8 Nominations for officers shall be made by a Nominating Committee  
9 of five members of the Board of Directors, appointed by the Executive  
10 Committee. The Committee may in its discretion nominate only one (1)  
11 person for each office to be filled. Additional nominations may be made  
12 from the floor at the time of election.

13 Section 3. ELECTION AND TERM OF OFFICE OF OFFICERS.

14 Officers shall be elected annually by the Board of Directors  
15 for terms of one year. Each officer, except such officers as may be  
16 appointed in accordance with the provisions of Section 4 of this Article,  
17 shall continue in office until his successor shall have been duly elected  
18 and qualified in his stead or until he shall resign and his resignation  
19 shall have become effective.

20 Section 4. SUBORDINATE OFFICERS.

21 The Board of Directors may appoint such other officers as it  
22 may deem necessary, each of whom shall hold office for such period, have  
23 such authority, and perform such duties as the Board may from time to  
24 time direct.

1        Section 5. RESIGNATION OF OFFICERS.

2                Any officer may resign at any time by giving written notice  
3        to the President or to the Secretary of the Society. Such resignation  
4        shall take effect on the date of the receipt of such notice or at any  
5        later time specified therein. Acceptance of such resignation shall  
6        not be necessary to make it effective.

7        Section 6. OFFICER VACANCIES.

8                A vacancy in any office because of death, resignation, removal,  
9        disqualification or any other cause shall be filled for the unexpired  
10       portion of the term by appointment by the Board of Directors at any  
11       regular or special meeting.

12       Section 7. PRESIDENT.

13               The President shall preside at all meetings of the Society and  
14       of the Board of Directors. He shall do and perform such duties as may  
15       be from time to time assigned him by the Board of Directors. He may  
16       sign and execute all authorized contracts or other obligations in the  
17       name of the Society.

18       Section 8. FIRST VICE PRESIDENT.

19               The ~~First~~ Vice President shall, in the absence of the President,  
20       perform the duties of that office.

21       ~~Section 9. SECOND VICE PRESIDENT.~~

22       ~~The Second Vice President shall, in the absence of the President~~  
23       ~~and the First Vice President, perform the duties of the President.~~

24       Section 10. 9. SECRETARY.

25               The Secretary shall perform the duties customarily required  
26       by that office, including correspondence in the name of the Society,  
27       and appropriate management of legal affairs.

1 Section 11, 10. TREASURER.

2 The Treasurer shall perform the duties customarily required by  
3 that office.

4 Section 12, 11. EXECUTIVE COMMITTEE.

5 ~~The officers of the Society shall constitute the Executive~~  
6 ~~Committee and shall have and may exercise the authority of the Board of~~  
7 ~~Directors in management and in the transaction of business of the Society.~~  
8 ~~The President of the Society may, with approval of the Board, appoint~~  
9 ~~not more than two additional Directors to membership on the Executive~~  
10 ~~Committee. Any such Executive Committee shall act only in the intervals~~  
11 ~~between meetings of the Board of Directors, and shall be subject to the~~  
12 ~~control and direction of the Board. The Executive Committee shall report~~  
13 ~~all its actions to the Board at the next regular meeting of the Board.~~

14 The Directors may appoint an executive committee with statutory  
15 powers.

16 ARTICLE VI .

17 OPEN MEETINGS

18 All meetings of the Directors or of any committee shall be open  
19 to any member of the Society. Any member who shall request notice of  
20 meetings of all or any of the Boards or Committees shall be notified of  
21 such meetings.

22 ARTICLE VII.

23 COMMITTEES

24 The following committees shall be permanent committees of the  
25 Society: Budget and Finance Committee, Membership Committee, Education  
26 Committee, Species Conservation Committee, Zoological Research Committee,  
27 Zoo Liaison Committee. Special committees may be established from time to time

1 by the President. The President shall appoint all committee members  
2 and shall appoint the chairman of each committee.

3 ARTICLE VIII.

4 FISCAL AGENT

5 The Board of Directors may appoint a fiscal agent. In case of  
6 such appointment the securities or properties held or owned by the Cor-  
7 poration shall be in the exclusive custody and control of said fiscal  
8 agent with full power to hold the legal title to such securities and  
9 properties as may be so transferred to it, and when authorized by the  
10 Board of Directors from time to time to invest and reinvest available  
11 funds of the Corporation in such securities as the Society may approve,  
12 and when so authorized to sell, transfer, convey and otherwise dispose of  
13 the properties of the Society, both real and personal. Said fiscal agent  
14 shall advise the Board of Directors and the Society from time to time as  
15 to the assets held by it, shall receive and disburse all income and  
16 principal funds as directed by the Board of Directors, and shall account  
17 to the Society and the Board of Directors from time to time for all assets held  
18 and funds received and disbursed. The fiscal agent shall also perform such  
19 other services for the Society as may from time to time be agreed upon.

20 The fiscal agent shall be entitled to reasonable compensation  
21 for his services.

22 The net income of the Society shall be deposited in a separate  
23 account to be disbursed by the fiscal agent under such general rules and  
24 regulations as the Board of Directors may from time to time fix and  
25 determine.

ARTICLE IX.CONTRACTS, CHECKS, BANK ACCOUNTS, ETC.Section 1. CONTRACTS, ETC. - HOW EXECUTED.

The Board of Directors may authorize any officer or officers, agent or agents of the Society, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society; such authority may be general or confined to specific instances and, unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Society by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or to any amount.

Section 2. LOANS.

No loans or other indebtedness shall be contracted on behalf of the Society unless specifically authorized by the Board of Directors.

Section 3. CHECKS, DRAFTS, ETC.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Society shall be signed by such person or persons in such manner as shall be from time to time determined by the Board of Directors.

Section 4. DEPOSITS.

All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies, or other depositories or depositaries as the Board of Directors may designate, or if there be a fiscal agent with him, and shall be disbursed under such rules and regulations as the Board of Directors may from time to time determine.

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ARTICLE X.

FISCAL YEAR

The fiscal year of the Society shall be June 1 through May 31.

ARTICLE XI

AMENDMENT OF BYLAWS

The Bylaws of the Society shall be subject to amendment or repeal,  
and new Bylaws may be made by the Board of Directors at a special meeting  
called for that expressly stated purpose.

*Gilbert Board*  
2010

Draft 4/18/75

BY-LAWS

for the regulation, except as otherwise provided by statutes, of its Articles of Incorporation of

MINNESOTA ZOOLOGICAL GARDEN SOCIETY

ARTICLE I.

NAME

The name of this organization, which is a non-profit charitable corporation duly organized and existing under the Non-profit Corporation Act of the State of Minnesota is "Minnesota Zoological Garden Society".

ARTICLE II.

OBJECTS AND PURPOSES.

The objects and purposes of the non-profit charitable corporation are to operate exclusively for the benefit of, under the control of, and in connection with the State of Minnesota in achieving the goals of the Minnesota Zoological Board; to work with other organizations having compatible interests and goals; to promote society activities; to publicize and promote the Minnesota Zoological Garden; to solicit funds; to accept gifts, contributions, and membership fees; to seek grants from other foundation; to acquire animals and equipment for the Minnesota Zoological Garden; to enlist volunteers to assist in programs and activities of the Minnesota Zoological Garden; to secure sponsors for projects of the Minnesota Zoological Garden; to foster within Minnesota an environment conducive to zoo improvement, as provided in statutory authority given the Minnesota Zoological Board in Minnesota Statutes 85A; to foster and promote interest in zoo related education and research; to exert every appropriate influence toward the protection and preservation of the flora and fauna of Minnesota; to put to productive use all of the funds or property which it may own at any time and to use and distribute income and property exclusively for the purposes as set forth in this section.

## ARTICLE III.

PRINCIPAL OFFICESection 1. Principal Office, and Meetings of the Society

The principal office for the transaction of the business of the corporation is hereby fixed and located at 555 Wabasha Street, St. Paul, Minnesota. The directors are hereby granted full power and authority to change said principal office from one location to another in the state. Any such change shall be noted on the By-Laws by the Secretary, opposite this section, or this section may be amended to state the new location.

Section 2. Meetings of the Society.

(as per current By-Laws)

## ARTICLE IV.

MEMBERSHIPSection 1. Eligibility

All persons, firms, organizations and corporations interested in the welfare and the objectives of the Society shall be eligible for membership upon payment of dues as provided, and upon approval of the directors.

Section 2. Active memberships (voting)

Individual members shall pay annually in advance such dues as shall from time to time be established by the directors and shall have during each year for which such dues are paid such rights and privileges to be given to active members.

Section 3. Types of membership (as per current By-Laws, Article IV)

## ARTICLE V.

BOARD OF DIRECTORSSection 1. General Powers

Subject to limitations of the Articles of Incorporation, of the By-Laws and of the Minnesota Charitable Non-Profit Corporation Law as to action to be authorized or approved by the members and subject to the duties of directors as prescribed in the By-Laws, all corporate powers shall be exercised by or ~~under~~ the authority of, and the business and affairs of the Society shall be controlled by, the directors: without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers, to-wit:

1. To select and remove all other officers, agents and employees of the Society, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation, or with the By-Laws, ~~xxxxxxx~~ fix their compensation, and require from them security for faithful service.

2. To conduct, manage and control the affairs and business of the Society and to make such rules and regulations therefor not inconsistent with law or with the Articles of Incorporation or with the By-Laws, as they may deem best.

3. To change the principal office for the transaction of business of the Society from one location to another; to designate any place for the holding of any meetings of members and of the meetings of the directors; to adopt, make and use a corporate seal, and to prescribe the forms of certificates of membership, and to alter the form of such seal and of such certificates from time to time, as in their judgment they may deem best, provided such seal and such certificates shall at all times comply with the provisions of law.

4. To approve applications for membership and to authorize the

the issue of certificates of membership from time to time, upon such terms as may be lawful.

5. To borrow money, and incur indebtedness for the purposes of the Society and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.

6. To fix, from time to time, the amount and method of collection of dues, or assessments, or both; to make them payable at such times or intervals and upon such notice and by such methods as the directors may prescribe. To call in and demand from the members the sum by them respectively subscribed for membership, in such payments and at such times as the directors may deem proper.

7. To approve appointments to Standing Committees, and to appoint such other committees, with such title and duties and composed of such numbers of persons as the Directors shall from time to time determine.

8. To appoint such officers, agents and employees, other than in these By-Laws named, as shall be deemed necessary for the transaction of the business of the Society.

Section 2. Limitations.

The directors shall not make or alter any By-Laws fixing their number, qualifications or term of office.

Section 3. Number, Qualifications, and Election

The authorized number of directors shall be twenty-one (21) and, subject to the provisions of section 5 of this Article V., shall be constituted as follows:

1. The chairman, vice-chairman and director of the Minnesota Zoological Garden shall be ex-officio Directors of the Board, with voting rights and privileges.

2. The Chairman of the Zoological Board shall appoint three (3) directors from the membership of the Zoological Board, and five (5) directors from the active membership.

3. The active membership shall elect the remaining directors at the annual meeting.

#### Section 4. Term of Office

Directors shall serve for a term of one year commencing on the first day of the month following the annual meeting, except that the duration of those ex-officio directors shall be in accordance with their term of office or employment.

#### Section 5. Vacancies

Vacancies occurring among the eight (8) directors appointed by the Chairman of the Minnesota Zoological Board shall be filled by appointment of said chairman. Other vacancies shall remain unfilled until the next annual or special meeting of the active membership, whichever shall occur first.

#### Section 6. Place of Meetings

Regular meetings of the directors shall be held monthly at such times and places as shall from time to time be designated by the directors. Written notice of the time and place of said meetings shall be sent to each director by mail or other form of written communication, charges prepaid, at least five (5) days prior to the time of the holding of the meeting.

Section 3.

Section 7. Nomination of Elected Directors

Not less than ninety (90) days prior to the annual meeting of the members, the president shall appoint, subject to the approval of the directors, a nominating committee composed of nine (9) members. Five (5) shall be from the board of directors and four (4) from the general membership. Not less than sixty (60) days prior to the annual meeting, the nominating committee shall present to the directors the names of the nominees recommended by the committee for directors to be elected by the active membership at such meeting. The directors may make any additions thereto which it may deem advisable, and in the event the nominating committee shall fail to file its said recommendations by the time required, shall make such nominations, at a regular or special meeting. The directors shall thereupon certify a list of nominees which shall be mailed to the active members not less than thirty (30) days prior to the annual meeting. The committee may in its discretion nominate only as many candidates as there are vacancies to be filled.

Section 8. Election by Mail

(as per By-Laws: Article V. Sec. 4.

Section 9. Organization MEETING

The newly elected directors shall hold a regular meeting for the purpose of organization and election of officers immediately after adjournment of the annual meeting at the same place where the membership have met for the election of officers and the transaction of other business with the power to adjourn and readjourn. The organization meeting shall be called by the President of the Society.

Section 10. Special Meetings.

Special meetings of the directors, for any purpose or purposes, shall be called at any time by the President, or, if he is absent or unable or refuses to act, by a Vice President, or, if the Vice Presidents are absent or unable to or refuse to act, by any five (5) directors.

Written notice of such special meetings shall be given in the same manner as for regular meetings of the directors and shall specify, in addition to the place, day and hour of such meetings, the general nature of the business to be transacted thereat.

Section 11. Notice of Adjournment.

Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

Section 12. Waiver of Notice.

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

7.

Section 13. Quorum.

Eleven (11) duly elected, qualified and acting directors shall be necessary to constitute a quorum for the transaction of business at any regular or special meeting of the directors, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of directors present at a meeting held at which a quorum is present shall be regarded as the act of the directors unless a greater number be required by law.

Section 14. Adjournment

A quorum of the directors may adjourn any directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the directors present at any directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of directors.

Section 15. Written Consent

Any action which is required or permitted to be taken by the directors under any provisions of the Minnesota Non-Profit Corporation Law may be taken without a meeting, if all of the directors 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 directors. Such action by written consent shall have the same force and effect as a unanimous vote of the directors.

ARTICLE V.

Officers

Section 1. Executive Officers.

The executive officers of the Society shall be a president, a first vice president, a second vice president, a secretary, and a treasurer. All executive officers shall be directors.

8.

Section 2. Election

The officers of the Society, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article V, shall be chosen annually by the directors at the organization meeting, and each shall hold this office until he shall resign, or shall be removed or otherwise disqualified to serve, or until his successor shall be elected and qualified.

Section 3. Special Officers.

The directors may appoint such other officers as the business of the Society may require, each of whom shall hold office for such period of time, have such authority and perform such duties as the directors may from time to time determine.

Section 4. Removal and Resignation.

Any officer may be removed, either with or without cause, by a majority of the directors at the time in office, at any regular or special meeting of the directors, or, except in the case of an executive officer, by an officer upon whom such power of removal may be conferred by the directors.

Any officer may resign at any time by giving written notice to the directors or to the president or to the secretary of the Society. Any such resignation shall take effect at the date specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled in the manner prescribed in the By-Laws for regular appointments to such office.

Section 6. President. The President shall be the chief executive officer of the Society. He, or, in his absence, the first vice present or

second vice president, in that order, shall preside at all meeting of the members and of the directors. He shall exercise and perform such other powers and duties as may be, from time to time, assigned by him by the directors or prescribed by the By-Laws. The President shall have the power to call special meetings of the members and of the directors, at such times as he shall deem proper, to be held and convened at the office or principal place or business of the Society, or at such other place as may be expedient, for the transaction of the Society business. Subject to ratification by the directors, he shall appoint all standing committees and shall be ex officio a member thereof.

Section 7. Vice Presidents.

A. First vice president.

In the absence or disability of the president, the first vice president shall perform all the duties of the President and when so acting shall have all the powers of, and be subject to all restriction upon, the president. The first vice president shall have such other powers and perform such other duties as from time to time may be prescribed by the directors or the By-Laws.

B. Second vice president.

In the absence or disability of both the president and the first vice president, the second vice president shall perform all the duties of the president, and when so acting shall have all the powers of an be subject to all restrictions upon the president. The second vice president shall have such other powers and perform such other duties as from time to time may be prescribed by the directors or the By-Laws.

C. Secretary.

The secretary shall keep or cause to be kept at the principal office of the Society, or such other place as the directors may order, a book of minutes of all meetings of the directors and members, with the time and place of holding, whether regular or special, and, if special, how authorized, the

the notice thereof given, the names of those present at directors' meetings, the number of votes represented at meetings of the membership, and the proceedings thereof. He shall give, or cause to be given, notice of all meeting of the members and of the directors required by the By-Laws, or by law to be given, and he shall keep the corporate seal of the Society in safe custody, and shall have such other powers and perform such other duties as may ~~XXXXXX~~ be prescribed by the directors or the 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 Society, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and surplus. The books of account shall at all times be opened to inspection by any director. The treasurer shall deposit or cause to be deposited, all monies and other valuables in the name and to the credit of the Society, with such depositaries as may be designated from time to time by the directors. He shall disburse the funds of the Society, or cause the same to be disbursed, as may be ordered by the directors, and shall render, or cause to be rendered to the president and directors upon request, an accounting of all his transactions as treasurer and of the financial condition of the society. He shall present to the directors, at each regular meeting thereof, an operating statement and a report of any and all purchases and sales of securities and investments made by and on behalf of the Society since the last preceding regular meeting of the directors. He shall be responsible for the bonding of all employees entrusted with funds of the Society and for the maintenance of adequate insurance coverage to protect funds received by the Society against loss or burglary. In addition, he shall have such other powers and perform such other duties as may be prescribed by the directors or the By-Laws.

Section 8. Eligibility for Re-election

The president and all officers shall be eligible for re-election without limitation.

ARTICLE VI.COMMITTEESSection 1. Executive Committee

The executive committee shall consist of the officers of the board of directors, two (2) directors appointed by the president from the board of directors, and the chairman, vice chairman and director of the Minnesota Zoological Board.

The executive committee may exercise the authority of the board of directors in the management and transaction of business of the Society. The executive committee shall act only in the interim between regular meetings of the board of directors and shall be subject to the control and direction of the directors. The executive committee shall report all its actions to the board of directors at the next regular meeting of the board.

Section 2. Special committees

Special committees appointed by the president or directors may be established and serve for such periods as shall be designated by the president or directors. The president shall appoint all committee chairmen. Committee activity and membership shall be subject to review, dissolution or revision on an annual basis by action of the directors.

Section 3. Standing Committees

The standing committees of the Society shall be: Membership, Budget and Finance, Public Relations, Research and Conservation, and Legal. They shall be appointed by the president, subject to the approval of the directors, annually, as soon as practicable after the organization meeting. The president shall designate the chairman of each standing committee. The president of the Society and the director of the Minnesota Zoological Garden or their designee shall serve as an ex-officio member of all standing committees without voting rights.

Article VII.Fiscal Agent

(as per existing by-laws)

12

ARTICLE VIII

Contracts, Loans, Cjecls, Drafts, Bank Accounts, etc.  
(as per existing by laws

12

ARTICLE IX  
AMENDMENTS TO BY-LAWS

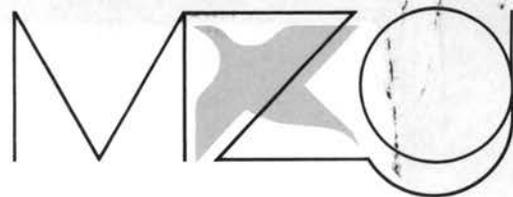
Section 1. By Members

New By-Laws may be adopted or these By-Laws may be repealed or amended at the annual meeting, or at any other meeting of the members called for that purpose, by a vote of active members entitled to exercise a majority of the boring power of the Society, or by written assent of such members.

Section 2. Directors.

Subejct to the right of the active members to adopt, amend or repeal By-Laws as provided in Section 1 of this Article X, the directors may adopt, amend, or repeal any By-Laws.

MINNESOTA ZOOLOGICAL GARDEN



*Memorandum*

25 76 407 ON 9185A

Veterans Service Bldg., Columbus Circle, St. Paul, Minnesota 55155

September 8, 1975

Mr. William Hoff, Director  
North Carolina Zoological Park  
Route 4, Asheboro, North Carolina 27203

Dear Bill:

Enclosed find copies of both the Charter and Bylaws of our Minnesota Zoological Society.

We have just spent seven months in revising these items bringing the Society and the Zoological Board into a closer working relationship. The final approval was reached only last Tuesday, consequently I do not have clear final copy available yet.

The copies I am sending represent working copies comparing the old and new versions, but I think these will be suitable for your purposes.

When final clean copy is available, I will forward them to you.

Best regards,

Sincerely,

DDB vc

Donald D. Bridgwater, Director

enc. 2

Draft 4/23/75

PROPOSED  
AMENDMENT TO THE RESTATED  
ARTICLES OF INCORPORATION  
OF THE MINNESOTA ZOOLOGICAL  
SOCIETY

RESOLVED, that the Articles of Incorporation of the Minnesota Zoological Society be amended as follows:

1. Article II shall be deleted in its entirety and the following new Article II shall be substituted:

"Article II

This corporation shall be organized for the following charitable, educational and scientific purposes:

To assist and support the Minnesota Zoological Garden in the accomplishment of its purposes whether through rendering financial assistance or performing services or otherwise and to do all other acts and things incidental to the furtherance of the authorized objectives of said Garden."

2. Article VI shall be amended by striking the last sentence and by striking the period preceding the last sentence and substituting the following"

"of fifteen <sup>21</sup> ~~(15)~~ members, who shall be elected by class as hereinafter provided; ~~10~~ <sup>14</sup> of whom shall be elected by Class I members and ~~7~~ <sup>7</sup> by Class II members.

Article VI shall be further amended by adding as a new last sentence exactly/in the old articles, except that the word "number" shall be deleted as follows:

" The directors, and the terms of office, powers, authority and duties of the directors, and the times and place of their

meetings shall be as set forth in the By-Laws of the corporation."

3. Article VII of the old Articles of Incorporation is hereby renumbered Article VIII, and the following Articles renumbered accordingly. A new Article VII is hereby adopted:

"Article VII

There shall be two classes of voting members. Class I shall be dues paying members whose qualifications and manner of becoming members shall be prescribed by the By Laws.

Class II members shall be the members from time to time of the Minnesota Zoological Board, or other persons selected by said Board to act in the place of members of said Board. The total number of members of said Class shall not exceed the number of members of said Board.

Each class shall vote as a class for the election of the number of directors assigned for that Class and on the amendment of these Articles of Incorporation. No amendment shall be adopted without the approval of both classes.

The manner of appointment or election of members of Class II, and the manner of voting by each Class shall be prescribed by the By Laws."

4. Old Article IX shall be stricken in its entirety and a new Article X substituted, as follows:

"Article X.

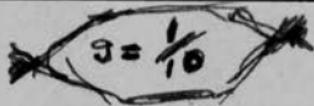
Upon the dissolution of Corporation, the Board of Directors shall, after adding or making provisions for the payment of all of the liabilities of the Corporation, distribute the assets to the Minnesota Zoological Garden."

3.

5. Old Article X, renumbered XI, is hereby changed by deleting the period at the end of the Article and substituting therefore a comma, and inserting the following language:

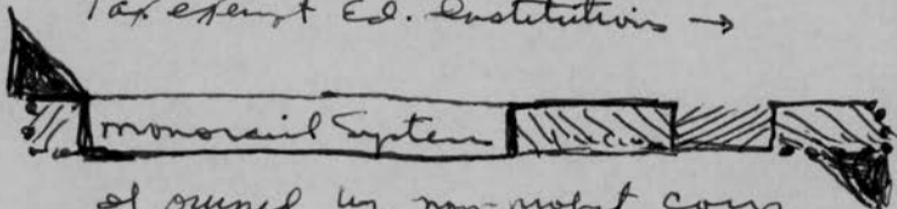
"except as stated in the new Article VII."

50% Deduction



organizations normally receiving  
more than  $\frac{1}{3}$  % from public  
& not more than  $\frac{1}{3}$  from institutions

Tax exempt Ed. Institutions →

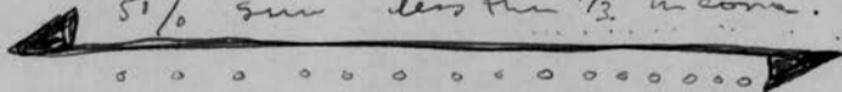


of owned by non-profit corp  
& not by board

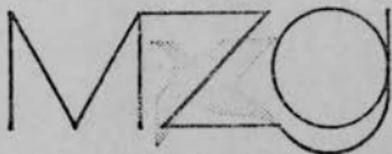
receives more than  $\frac{2}{3}$  from  
revenue : control by board

will be subject deductible

5% since less than  $\frac{1}{3}$  income.



MESSAGE SLIP



TO: Don Date: 4/28  
FROM: Morey Scroggins Time: 10:55  
TELEPHONE NO: 436-1150

Please call

X

Will call back

\_\_\_\_\_

Wants appointment

\_\_\_\_\_

Other Message \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

PROPOSED AMENDMENTS  
TO THE BY-LAWS OF  
THE MINNESOTA ZOOLOGICAL  
SOCIETY

RESOLVED, that the By-Laws of the Minnesota Zoological Society  
be amended as follows:

ARTICLE II.

1. Strike in its entirety Article II, and  
renumber succeeding articles.

ARTICLE III (New Article II)

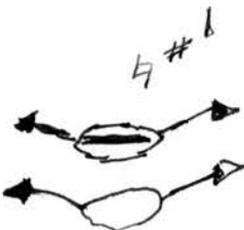
(Subsection 6)

2. The following sentence shall be added:

"On all matters requiring voting by Classes, 20 Class I  
members shall constitute a quorum and a majority of Class II members shall  
constitute a quorum unless the vote of Class II members be cast by the  
Secretary of the Minnesota Zoological Board as hereinafter provided, in  
which case a quorum of that Class shall be deemed to be present.

3. Section 7 shall be amended by adding the  
following language:

"Class II members may authorize the Secretary of the  
Minnesota Zoological Board to cast their votes on any matter upon which  
they shall vote as a class, which vote may be cast by proxy as herein  
provided."



2225011

1.

Article IV. (New Article III)

4. This Article shall be retitled "Class I MEMBERSHIPS".

5. A new Section 1 shall be added as follows, and all following sections shall be renumbered.

6. Section 1. " This Article shall apply only to Class I members as designated in the Articles of Incorporation, and shall relate to sub-classes of said class."

Article V. (New Article IV.)

7. Strike section one in its entirety and substitute as follows:

"Section 1. This subsection relates only to the election of those Directors who are elected by Class I members."

8. Strike Section 2.

9. Section 3 shall be redesignated sub-paragraph "a" of new Section 1.

Section 4 shall be designated sub-paragraph "b" of Section 1. Section 5 shall be designated sub-paragraph "C" of Section 1. Section 6 shall be designated sub-paragraph "d" of Section 1.

3.

10. A new section 2 shall be added as follows:

"Section 2. This section relates to Directors elected by Class II members."

11. A new sub-paragraph 2 shall be added, titled "Organization of Board of Directors" as follows:

"The Secretary of the Minnesota Zoological Board shall certify in writing the names of all persons elected as Directors by the Class II members of the Corporation, who shall be subject to removal by a vote of a majority of the members of said class and shall hold office until their resignation or removal, and until their successors are elected and qualified.

"The members of said class may from time to time determine the time, place and manner of election of Directors, and the certificate of said Secretary shall be conclusive as to matters stated therein."

12. A new section 3 shall be added as follows:

"Section 3. This section shall relate to Directors generally."

13. Sections 7, 8, 9, 10, 11, 12 and 13 shall become sub-paragraphs a, b, c, d, e, f, and g of new section 3.

14. In old section 12 (new sub-paragraph f, the word "nine" shall be substituted with the word "seven (7)").

ARTICLE VI.  
(New Article IV)

15. Section 1 shall be amended as follows:

The words "a first vice president, a second vice president," shall be substituted with "one or more vice presidents"

16. Section 8 shall be amended as follows:

Strike the word "first" from the title and from the first section.

17. Section 9 shall be stricken, and the following sections renumbered.

18. Section 11 shall be amended as follows: Strike the entire section and substitute

"The Directors may appoint an executive committee with statutory powers."

NEW ARTICLE VI.

19. A new Article VI of the By Laws shall be created as follows:

"Article VI

OPEN MEETINGS

All meetings of the Directors or of any committee shall be open to any member of the Society. Any member who shall request notice of meetings of all or any of the Boards or Committees shall be notified of such meetings.

20. All following Articles and sections shall be renumbered accordingly.

Draft: 4/18/75

RESTATED  
ARTICLES OF INCORPORATION  
OF  
MINNESOTA ZOOLOGICAL SOCIETY

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being the duly elected Board of Directors of the Minnesota Zoological Society, a registered non-profit corporation, organized and existing under the laws of the State of Minnesota under the Minnesota Non-profit Corporation Act, pursuant to the provisions of Chapter 317, Minnesota Statutes, hereby acknowledge the following restated Articles of Incorporation.

ARTICLE I.

The name of the corporation shall be

MINNESOTA ZOOLOGICAL GARDEN SOCIETY.

ARTICLE II.

Section 1.

This corporation shall be organized exclusively for charitable, educational and scientific purposes, including, without limitation on the foregoing purposes; which is to operate exclusively for the benefit of, under the control of, and in connection with the Minnesota Zoological Garden and its supervisor body, the Minnesota Zoological Board, as authorized in Minnesota Statutes, Chapter 85A, to publicize and promote the Minnesota Zoological Garden, to solicit funds, accept gifts, contributions, and membership fees, to seek grants from other foundations, to acquire animals and equipment for the Minnesota Zoological Garden; to enlist volunteers to assist in Minnesota Zoological Garden programs, to foster within Minnesota an environment conducive to zoo improvement; to foster and promote interest and education

in zoology-related sciences and cooperate with other organizations having compatible interests and goals; to put to productive use all assets which the corporation may own at any time and to use and distribute income and property exclusively for the purposes set forth in this section.

Section 2.

Subject to the provisions of the Statutes of the State of Minnesota, to take, receive, and hold real and personal property, including the principal and interest of any money or other fund that is given, conveyed, bequeathed, devised to or otherwise vested in the Corporation, in trust for a purpose consistent with the purposes set forth in these restated Articles of Incorporation.

Section 3.

No part of the activities shall be that of carrying on propaganda, or attempting to influence legislation, and it shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidates for public office.

ARTICLE III.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, officers, or directors, 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 distribution in furtherance of the purposes set forth in Article II hereof. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of

the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE IV.

The period of duration of corporate existence shall be perpetual

ARTICLE V.

The location of the principal office of the corporation shall be in the City of St. Paul, Ramsey County, Minnesota, or such other place as the Board of Directors may determine.

ARTICLE VI.

The property, affairs and business of the corporation shall be managed and controlled by a Board of Directors. The number, term of office, powers, authority and duties of the directors, and the time and place of meetings shall be set forth in the By-Laws of the Corporation.

ARTICLE VII.

There shall be no personal liability of members for corporate obligations.

ARTICLE VIII.

The Corporation shall have no capital stock.

ARTICLE IX.

<sup>Upon the</sup>  
~~In the event of~~ dissolution ~~or liquidation~~ of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all <sup>of</sup> the liabilities of the Corporation, ~~dispose~~ <sup>distribute</sup> of all assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational or 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 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine.

The recipient of any such assets or property shall be the Minnesota Zoological Board, created by Minnesota Statutes, 1969, Chapter 85A, such assets to be paid over to the State of Minnesota Zoological Garden Account in the State Treasury, or to such other account as might be used by the State of Minnesota for the exclusive use of the Minnesota Zoological Garden.

#### ARTICLE X.

These Articles of Incorporation shall be subject to amendment or repeal, and new Articles may be made, by the affirmative vote of a majority of the members of the Society in attendance at an annual meeting, or at a special meeting called for that expressly stated purpose.

#### ARTICLE XI.

The names and addresses of the persons who were the initial incorporations of the corporation on the 6-h day of June 1961 were:

Thomas Moore, Sr., Minneapolis, Minnesota  
 Roy W. Larsen, Minneapolis, Minnesota  
 Harry L Holtz, St. Paul, Minnesota  
 Adolf T. Tobler, St. Paul, Minnesota

The fifteen persons who constituted the first Board of Directors commencing the 6th day of June, 1961, their addresses, and tenure in office were:

Donald C. Dayton, Minneapolis, Minnesota	1 year
Thomas Moore, Minneapolis, Minnesota	1 year
Roy W. Larsen, Minneapolis, Minnesota	1 year
Fred Manley, St. Paul, Minnesota	1 year
Reuel D. Harmon, St. Paul, Minnesota	1 year
J. G. Ordway, St. Paul, Minnesota	2 years
Oliver Skellet, St. Paul, Minnesota	2 years
Harry Holtz, St. Paul, Minnesota	2 years
Adolf Tobler, St. Paul, Minnesota	2 years
B. H. Ridder, Sr., St. Paul, Minnesota	2 years
Archibald G. Bush, St. Paul, Minnesota	3 years
Stanley E. Hubbard, St. Paul, Minnesota	3 years
Raymond M. Schneider, St. Paul, Minnesota	3 years
William H. Oppenheimer, St. Paul, Minnesota	3 years
David Paper, St. Paul, Minnesota	3 years

IN WITNESS WHEREOF, we the undersigned, present officers of the corporation have executed these restated Articles of Incorporation this \_\_\_\_\_ day of \_\_\_\_\_, 1975, and declare themselves the new incorporators of this corporation.

_____	_____	_____
President	Address	Term of Office

_____	_____	_____
First Vice President		

_____	_____	_____
Second Vice President		

_____	_____	_____
Secretary		

_____	_____	_____
Treasurer		

ACKNOWLEDGMENT.



April 28, 1975

Mr. Larry Freeman  
2581 Quebec Avenue So.  
Minneapolis, Minnesota  
St. Louis Park 55426

Dear Larry:

Enclosed herewith find three items:

- 1 - A copy of the Present Articles of Incorporation and Bylaws of the Minnesota Zoological ~~Society~~.
- 2 - Suggested new revisions to the Articles of Incorporation.
- 3.- Suggested new revisions to the Bylaws.

*As* per our previous conversations, these have been prepared as a working document in an effort to develop a basic relationship between the Minnesota Zoological Society and the Minnesota Zoological Garden.

These were reviewed with the Operations and Personnel Committee of the Minnesota Zoological Board and representatives attending that meeting at your request.

I will prepare sufficient copies for distribution at the May 1st meeting of the Society's Board of Directors for purposes of discussion at that time.

Sincerely,

Donald D. Bridgwater

DDB vc

RESTATED  
ARTICLES OF INCORPORATION  
OF  
MINNESOTA ZOOLOGICAL SOCIETY

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, all of whom are citizens of the United States, do hereby associate themselves together for the purpose of forming a nonprofit corporation under the Minnesota Nonprofit Corporation Act (Minnesota Statutes, 1971, Ch. 317), and to that end have adopted, signed and acknowledged the following restated Articles of Incorporation:

ARTICLE I

The name of the corporation shall be  
MINNESOTA ZOOLOGICAL SOCIETY

ARTICLE II

Section 1.

This corporation shall be organized exclusively for charitable, educational, and scientific purposes, including, without limitation:

- A. To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or 1954 (or the corresponding provision of any future United States Internal Revenue Law)
- B. To foster and promote interest and education in zoology and related sciences

- C. To assist in the development and/or management of Minnesota zoological parks and gardens
- D. To exert every appropriate influence toward the protection and preservation of the fauna and flora of Minnesota
- E. To cooperate with other organizations having similar interests and goals.

Section 2.

Subject to the provisions of the Statutes of the State of Minnesota, to take, receive, and hold real and personal property, including the principal and interest of any money or other fund that is given, conveyed, bequeathed, devised to or otherwise vested in the Corporation, in trust for a purpose consistent with the purposes set forth in these restated Articles of Incorporation.

Section 3.

To do all other acts necessary or expedient for the administration of the affairs and attainment of the objectives of the Corporation, whether similar or dissimilar to the matters hereinabove specifically set forth.

ARTICLE III

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 II 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 in, or intervene in (including the publishing or distribution of statements) 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 other activities not permitted to be carried on (a) 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 (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE IV

The Corporation shall have perpetual existence.

#### ARTICLE V.

The principal office of the Corporation shall be located in the City of St. Paul, Ramsey County, Minnesota, or such other place as the Board of Directors may determine.

#### ARTICLE VI

##### Section 1.

The property, affairs and business of the Corporation

shall be managed and controlled by a Board of Directors. The number, term of office, powers, authority and duties of the Directors, and the times and places of their meetings, shall be as set forth in the By-Laws of the Corporation.

#### ARTICLE VII

There shall be no personal liability of members for corporate obligations.

#### ARTICLE VIII

The Corporation shall have no capital stock.

#### ARTICLE IX

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, ~~dispose~~ of all assets of the Corporation, exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational or 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 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any assets not so disposed of shall become the property of the Minnesota Zoological Board, created by Minnesota Laws, 1969, Chapter 868.

#### ARTICLE X

These Articles of Incorporation shall be subject to amendment or repeal, and new Articles may be made, by the affirmative vote of a majority of the members of the Society in attendance at an annual meeting, or at a special meeting called for that expressly stated purpose.

The names and addresses of the persons who were the initial incorporators of the Corporation on the 6th day of June, 1961, were as follows:

Archibald G. Bush	St. Paul, Minnesota
Stanley E. Hubbard	St. Paul, Minnesota
Raymond M. Schneider	St. Paul, Minnesota
Thomas Moore, Sr.	Minneapolis, Minnesota
Roy W. Larsen	Minneapolis, Minnesota
David Paper	St. Paul, Minnesota
Harry L. Holtz	St. Paul, Minnesota
Adolf T. Tobler	St. Paul, Minnesota
Fred Manley	St. Paul, Minnesota
Reuel D. Harmon	St. Paul, Minnesota
William H. Oppenheimer	St. Paul, Minnesota

The fifteen persons who constituted the first Board of Directors, commencing the 6th day of June, 1961, their addresses, and their tenures in office, were as follows:

Donald C. Dayton,	Minneapolis	1 year
Thomas Moore,	Minneapolis	1 year
Roy W. Larsen,	Minneapolis	1 year
Fred W. Manley,	St. Paul	1 year
Reuel D. Harmon,	St. Paul	1 year
J. G. Ordway,	St. Paul	2 years
Adolf T. Tobler,	St. Paul	2 years
Harry L. Holtz,	St. Paul	2 years
Oliver Skellet,	St. Paul	2 years
B. H. Ridder, Sr.,	St. Paul	2 years
Archibald G. Bush,	St. Paul	3 years
Stanley E. Hubbard,	St. Paul	3 years
Raymond M. Schneider,	St. Paul	3 years
David Paper,	St. Paul	3 years
W. H. Oppenheimer,	St. Paul	3 years

IN WITNESS WHEREOF, the undersigned, present officers of the Corporation, have executed these restated Articles of

Incorporation this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, and  
declare themselves the new incorporators of this Corporation:

Mrs. J. Paul McGee                      2867 Burnham Blvd.                      1 yr.  
President                                      Minneapolis, Mn.                      Term of Office  
Address  
Signed, \_\_\_\_\_

Alvin F. Weber, D.V.M.                      2417 Chilcombe Ave.                      1 yr.  
Vice-President                                      St. Paul, Mn.                      Term of Office  
Address  
Signed, \_\_\_\_\_

John R. Finnegan                                      55 E. Fourth Street                                      1 yr.  
Secretary    St. Paul, Mn.                                      Term of Office  
Address  
Signed, \_\_\_\_\_

Maurice E. Scroggins, Jr.                      2015 James Ave. So.                      1 yr.  
Treasurer    Minneapolis, Mn.                      Term of Office  
Address  
Signed, \_\_\_\_\_

Notarial acknowledgment:

BY-LAWS  
OF  
MINNESOTA ZOOLOGICAL SOCIETY

ARTICLE I

NAME

The name of this organization, which is a non-profit corporation organized and existing under the laws of the State of Minnesota, shall be "Minnesota Zoological Society".

ARTICLE II

OBJECTS AND PURPOSES

The principal purposes of the Society shall be to foster and promote interest and education in zoology and related sciences, to assist in the development and/or management of Minnesota zoological parks and gardens, to exert every appropriate influence toward the protection and preservation of the fauna and flora of Minnesota, and to cooperate with other organizations having similar interests and goals.

ARTICLE III

MEETINGS OF THE SOCIETY

Section 1. PLACE OF MEETINGS OF THE SOCIETY.

Meetings of members of the Society shall be held at such place as the Board of Directors may from time to time designate.

Section 2. DATE OF ANNUAL MEETING OF THE SOCIETY.

The annual meeting of the Society shall be held on the second Tuesday of June or at such other time and at such place

as may be designated by the Board of Directors.

Section 3. SPECIAL MEETINGS OF THE SOCIETY.

Special meetings of the Society may be called by the President or by a majority of the members of the Board of Directors by written request to the Secretary.

Section 4. NOTICE OF MEETINGS OF THE SOCIETY.

Notice of each annual and special meeting of the Society, stating the time and place, and if a special meeting the purpose thereof, shall be sent to all members by mail at least ten (10) days prior to the date of the meeting.

Section 5. BUSINESS TO BE TRANSACTED.

No business shall be transacted at any special meeting of the Society except that stated in the notice of meeting.

Section 6. QUORUM AND ADJOURNMENT OF THE SOCIETY.

At all meetings of the Society, a minimum of 20 members present and entitled to vote shall constitute a quorum. If such quorum is not present, the members present may adjourn the meeting from time to time without notice, other than announcement at the meeting, until the requisite quorum shall be present.

Section 7. MANNER OF VOTING.

Each member shall, at every meeting of the Society, be entitled to one vote. Votes may be cast by written proxy filed with the Secretary.

Section 8. ORGANIZATION OF MEETINGS OF THE SOCIETY.

At all meetings of the Society the President, or in his absence the Vice President, shall act as Chairman, and the Secretary, or in his absence any person appointed by the President, shall act as Secretary.

ARTICLE IV.

MEMBERSHIPS

Section 1. QUALIFICATIONS, ELIGIBILITY AND NUMBERS OF MEMBERS.

Any person or organization, upon presenting suitable identification and upon payment of dues, may become a member of the Society. There shall be no limit as to the number of members.

Section 2. CLASSES OF MEMBERSHIP.

The Society shall offer the following classes of membership

- A. Individual
- B. Family
- C. Donor

The Board of Directors may in its discretion delete classes or establish new classes of membership. The Board shall set the dues which must be paid for the various classes of membership.

Section 3. RIGHTS AND PRIVILEGES OF MEMBERS.

Each membership shall be entitled to one (1) vote on each issue which shall come before the membership for decision. Any individual holding or participating in any class of membership shall be entitled to participate in any and all activities of

the Society and to hold any office in the Society. No property rights shall attach to membership. Any member may inspect all books and records of the Society for any proper purpose at any reasonable time.

Section 4. TERMINATION OF MEMBERSHIP.

Membership shall be terminated upon failure to pay dues annually; no specific action shall be required of a member to effect termination of his membership.

ARTICLE V

BOARD OF DIRECTORS

Section 1. GENERAL POWERS.

The property, affairs and business of the Society shall be managed by a Board of Directors.

Section 2. NUMBER, QUALIFICATIONS AND TERMS OF DIRECTORS.

The Board of Directors shall consist of twenty-seven Directors elected from the membership at large. The twenty-seven Directors shall be elected for and shall serve for terms of three years, with nine Directors elected each year.

In order better to advise the Board of Directors in their management of the property, business and affairs of the Society the President, with the approval of the Board, shall appoint, with special consideration given to representation from other biological organizations, not more than seven additional Directors who shall serve terms of three years.

Section 3. NOMINATION OF DIRECTORS.

A Nominating Committee of five members, not more than three of whom shall reside in the seven-county Metropolitan Area and not more than three of whom shall be members of the existing Board of Directors, shall be appointed annually by the President, with the approval of the Board, for the purpose of nominating candidates for election as Directors of the Society. The list of all persons nominated shall be submitted to the Secretary not less than 90 days prior to the annual meeting. Nominations may be made also by members of the Society by the filing of a petition containing the signatures of a minimum of five Society members. Such petition must be filed with the Secretary no later than 60 days prior to the date of the annual meeting. The Committee may in its discretion nominate only as many candidates as there are vacancies to be filled.

Section 4. ELECTION BY MAIL.

Directors shall be elected by mail ballot, as follows: not later than 30 days prior to the date of the annual meeting, the Secretary of the Society shall prepare a ballot in such form as the Board may prescribe, containing the names of all persons who have been nominated pursuant to Section 3 of this Article. Said ballot shall be mailed to each member of the Society as shown on the records of the Society as of the date of mailing. Each member shall vote for one (1) candidate for each vacancy to be filled and shall return his ballot to the Secretary not later than the third day prior to the annual meeting. On the

second day prior to the annual meeting, the Secretary shall certify to the President the names of those persons receiving the largest number of votes for each position to be filled. The results of the election shall be announced by the President at the annual meeting.

Section 5. RESIGNATION OF DIRECTORS.

Any member of the Board of Directors may resign at any time by giving written notice to the Secretary of the Society. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise provided therein, acceptance of such resignation shall not be necessary to make it effective.

Section 6. VACANCIES ON BOARD OF DIRECTORS.

A vacancy on the Board of Directors shall be filled by the Board at any regular or special meeting. The person selected to fill such vacancy shall serve for the unexpired portion of the term of the vacant office.

Section 7. ORGANIZATION OF BOARD OF DIRECTORS.

At all meetings of the Board of Directors the President, or in his absence the Vice President, shall act as Chairman, and the Secretary, or in his absence any person appointed by the President, shall act as Secretary.

Section 8. PLACE OF MEETINGS OF BOARD OF DIRECTORS.

Meetings of the Board of Directors shall be held at such

places as the Board may from time to time designate.

Section 9. ANNUAL MEETINGS OF BOARD OF DIRECTORS.

Immediately after the adjournment of the annual meeting of the Society, the Board of Directors shall meet, at the same place at which the members shall have met, for the election of officers and the transaction of other business, with the power to adjourn and readjourn.

Section 10. REGULAR MEETINGS OF BOARD OF DIRECTORS.

Regular meetings of the Board of Directors shall be held at least quarterly at a time and place designated by the Board. Notices of such meetings shall be given each Director at least ten (10) days before the day on which the meeting is to be held.

Section 11. SPECIAL MEETINGS OF BOARD OF DIRECTORS.

Special meetings of the Board of Directors shall be held upon the written request of any Director stating the purpose or object thereof. Notice of each meeting shall be mailed to each member of the Board of Directors, addressed to him at his residence or usual place of business, at least three (3) days before the day on which such meeting is to be held. Every such notice shall state the time, place and purpose of the meeting. No business other than that stated in the notice shall be transacted at such meeting without the unanimous consent of the members of the Board.

Section 12. QUORUM AND ADJOURNMENT OF BOARD OF DIRECTORS.

Nine voting members of the Board of Directors in office at

the time of any regular or special meeting shall constitute a quorum for the transaction of business at such meeting, and the act of a majority of such quorum shall be the act of the Board. In the absence of a quorum, a majority of the Directors present may adjourn the meeting from time to time until a quorum is present. Notice of any adjourned meeting need not be given.

Section 13. WAIVER OF NOTICE.

Notice of any meeting need not be given to any member of the Board of Directors if such notice shall have been waived by him in writing or by telegraph, or if he shall attend such meeting in person.

ARTICLE VI.

OFFICERS

Section 1. OFFICERS:

The officers of the Society, all of whom shall be Directors, shall be a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer, with such other officers as may be appointed in accordance with Section 3 of this Article.

Section 2. NOMINATION OF OFFICERS.

Nominations for officers shall be made by a Nominating Committee of five members of the Board of Directors, appointed by the Executive Committee. The Committee may in its discretion nominate only one (1) person for each office to be filled. Additional nominations may be made from the floor at the time of election.

Section 3. ELECTION AND TERM OF OFFICE OF OFFICERS.

Officers shall be elected annually by the Board of Directors for terms of one year. Each officer, except such officers as may be appointed in accordance with the provisions of Section 4 of this Article, shall continue in office until his successor shall have been duly elected and qualified in his stead or until he shall resign and his resignation shall have become effective.

Section 4. SUBORDINATE OFFICERS.

The Board of Directors may appoint such other officers as it may deem necessary, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time direct.

Section 5. RESIGNATION OF OFFICERS.

Any officer may resign at any time by giving written notice to the President or to the Secretary of the Society. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein. Acceptance of such resignation shall not be necessary to make it effective.

Section 6. OFFICER VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled for the unexpired portion of the term by appointment by the Board of Directors at any regular or special meeting.

Section 7. PRESIDENT.

The President shall preside at all meetings of the Society and of the Board of Directors. He shall do and perform such duties as may be from time to time assigned him by the Board of Directors. He may sign and execute all authorized contracts or other obligations in the name of the Society.

Section 8. FIRST VICE PRESIDENT.

The First Vice President shall, in the absence of the President, perform the duties of that office.

Section 9. SECOND VICE PRESIDENT.

The Second Vice President shall, in the absence of the President and the First Vice President, perform the duties of the President.

Section 10. SECRETARY.

The Secretary shall perform the duties customarily required by that office, including correspondence in the name of the Society, and appropriate management of legal affairs.

Section 11. TREASURER.

The Treasurer shall perform the duties customarily required by that office.

Section 12. EXECUTIVE COMMITTEE.

The officers of the Society shall constitute the Executive Committee and shall have and may exercise the authority of the

Board of Directors in management and in the transaction of business of the Society. The President of the Society may, with approval of the Board, appoint not more than two additional Directors to membership on the Executive Committee. Any such Executive Committee shall act only in the intervals between meetings of the Board of Directors, and shall be subject to the control and direction of the Board. The Executive Committee shall report all its actions to the Board at the next regular meeting of the Board.

#### ARTICLE VII

#### COMMITTEES

The following committees shall be permanent committees of the Society:

- Budget and Finance Committee
- Membership Committee
- Education Committee
- Species Conservation Committee
- Zoological Research Committee
- Zoo Liaison Committee

Special committees may be established from time to time by the President. The President shall appoint all committee members and shall appoint the chairman of each committee.

#### ARTICLE VIII

#### FISCAL AGENT

The Board of Directors may appoint a fiscal agent. In case of such appointment the securities or properties held or

owned by the Corporation shall be in the exclusive custody and control of said fiscal agent with full power to hold the legal title to such securities and properties as may be so transferred to it, and when authorized by the Board of Directors from time to time to invest and reinvest available funds of the Corporation in such securities as the Society may approve, and when so authorized to sell, transfer, convey and otherwise dispose of the properties of the Society, both real and personal. Said fiscal agent shall advise the Board of Directors and the Society from time to time as to the assets held by it, shall receive and disburse all income and principal funds as directed by the Board of Directors, and shall account to the Society and the Board of Directors from time to time for all assets held and funds received and disbursed. The fiscal agent shall also perform such other services for the Society as may from time to time be agreed upon.

The fiscal agent shall be entitled to reasonable compensation for his services.

The net income of the Society shall be deposited in a separate account to be disbursed by the fiscal agent under such general rules and regulations as the Board of Directors may from time to time fix and determine.

#### ARTICLE IX

#### CONTRACTS, CHECKS, BANK ACCOUNTS, ETC.

#### Section 1. CONTRACTS, ETC. HOW EXECUTED.

The Board of Directors may authorize any officer or officers,

agent or agents of the Society, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society; such authority may be general or confined to specific instances and, unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Society by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or to any amount.

Section 2. LOANS.

No loans or other indebtedness shall be contracted on behalf of the Society unless specifically authorized by the Board of Directors.

Section 3. CHECKS, DRAFTS, ETC.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Society shall be signed by such person or persons in such manner as shall be from time to time determined by the Board of Directors.

Section 4. DEPOSITS.

All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies, or other depositories or depositaries as the Board of Directors may designate, or if there be a fiscal agent with him, and shall be disbursed under such rules and regulations as the Board of Directors may from time to time determine.

ARTICLE X  
FISCAL YEAR

The fiscal year of the Society shall be June 1 through  
May 31.

ARTICLE XI  
AMENDMENT OF BY-LAWS

The By-Laws of the Society shall be subject to amendment  
or repeal, and new By-Laws may be made by the Board of Directors  
at a special meeting called for that expressly stated purpose.