



Minnesota State Zoological Board.  
Zoo-Related Organizations Files.

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## MINNESOTA ZOOLOGICAL SOCIETY

Board of Trustees Meeting

January 8, 1973  
Conference Room  
Veteran's service Bldg.

Bill Sell called the regular meeting of the Board to order at 7:45 P.M. in the Conference Room in the Veteran's Service Building. Members present were: Don Bridgwater, Fred Cady, Ken Corbin, Clough Cullen, Bill Davenport, Bruce Douglass, Maury Goldberg, Jim Hetland, Mary McGee, Linda Murtfeldt, Valentine O'Malley, Maurice Scroggins, Leon Snyder, John Tilton, Alvin Weber. Others attending the meeting were: Hillary Freeman, John McClung Dorothy Spaude, Mary Ann Scroggins and Henny Schoeller.

The minutes of the November 14, 1972 Board Meeting were circulated. It was moved/Davenport, second/Snyder and passed, to accept the minutes.

Maury Scroggins explained that until yearend figures are accumulated there is no official financial report. However, he noted that we finished 1972 with about \$6400 on hand which is more than our yearend reserve in 1971.

The office staff report was outlined orally by Henny Schoeller and accepted - moved/Corbin, second/Davenport. (Please see attached copy).

Mary McGee gave the report on action taken by the Executive Committee at its meeting on December 1, 1972, and Mr. Tilton moved that the report be accepted, second/Corbin, passed. (Please see attached minutes).

We next discussed the work of the committees. Mary began with the Legislative Liaison Committee and mentioned that forty-six legislators out of 201 have attended either a breakfast, lunch or dinner meeting at which the new zoo proposal has been outlined. The committee is presently planning two open houses to be held in the Conference Room of the Veterans Service Building on Thursday afternoon, January 18 and 25, for outstate legislators, both new and returning. (Please see report attached). Mary McGee, Bill Sell, John Tilton, Mary Ann Scroggins and Don Bridgwater all stated that the legislators received us with genuine and positive interest, and were encouraged with the experience thus far. Don mentioned that by counting the persons actually talked with and spoken to by phone that 77 or approximately 1/3 of the legislature has had some firm exposure to the program.

Hillary Freeman explained that in December the Education and Information Committee sent a letter to the membership asking the members to respond, indicating interest or experience in writing or contacting legislators or in attending a legislative hearing. We have about twenty-five replies. ZOO buttons are being ordered for wearing at hearings.

Bill introduced John McClung, the new Public Relations Chairman. He is happy for a chance to serve the zoo and is mindful of our present "low profile attitude" with the legislative session, and will concentrate initially on publicity for our Winter Snow Day.

Linda Murtfeldt told us that 30,000 copies of the brochure will be delivered next week. Plans are underway for mailing the brochure to teachers and educators throughout the state.

Don Bridgwater reported for the Local and Outstate Zoo Committee, indicating that another organizational meeting of the Minnesota Zoological Association (licensed animal and game breeders and handlers) was held at North Branch in December to formulate its goals and plan for next year. A report will be circulated and presented to the Society. Don also explained that he made a consultant visit to the Duluth Zoo to give advice about a display of musk oxen planned for a location between the zoo and a new ski area.

Maury Goldberg, of Membership Committee, described the new renewals system by anniversary date, and indicated that our goal is to try for a three-month advance notice time. He asked for approval to buy lists for membership development purposes and suggested that \$300 ought to cover the total cost of mailing to the physicians in the state. Dr. Weber moved that authorization be given for this expense, second/Snyder - passed.

Bill Sell told of program plans, with Winter Snow Day on February 25th, and a proposed tour-trip to Redwood Falls in the late spring. Details will appear in the Newsletter.

Ken Corbin presented sketches for the logo design and asked for an indication of preference to give direction to the artists' effort. Apparently a bias for animal representation was clear, and he will return with more designs at our next meeting.

Don Bridgwater reported on the State Board and described its new brochure: The Minnesota Zoological Garden Implementation Plan 1973 (enclosed). This booklet will be used directly with the Legislature and is an outline of the new proposals. A meeting with Martin Sabo and Nicolas Coleman is scheduled this week for advice on authors, and a hearing is planned next week before a joint committee on governmental operations. A low profile seems to be paying off in keeping the zoo out of the press, and thus keeping the bill a non-controversial one. A resolution calling for the purchase of the Dakota County site by the County Board has been promised for the end of this month.

Dr. Snyder moved adjournment, second/Tilton, passed and gavelled at 10:00 p.m.

Henny Schoeller  
Acting Secretary

# MINNESOTA ZOOLOGICAL SOCIETY

## OFFICE STAFF REPORT

November 13, 1972 through January 5, 1973

I. Office Organization and Procedures - The office work of the society is carried out by a part-time membership secretary and volunteers. For a report on staffing hours, please see Table # 1. On December 14, 1972, the office furniture and equipment was moved to new quarters on the second floor of the Veterans Service Building.

II. Public Information Three speeches were given by the secretary during this report period, with display and literature provided.

III. Newsletter - Two issues of the Zoo News were prepared and one mailed during the report period. 1046 copies were mailed in early December and the January newsletter is presently being processed for mailing.

### IV. Committees

#### A. Membership:

##### 1. Rochester Trip

The Wild Goose Chase was successfully run on November 18th, 1972, by fifty-five persons traveling to Rochester and back from St. Paul. Alos one family joined us along the way in Red Wing, and approximately thirty more persons came to dinner in Rochester, including tree state legislators. Time was too short to include a planned tour of the Mayo Clinic, but not to enjoy the warming visit to Dr. Douglass' museum.

##### 2. Memberships

a) 773 prospective membership letters were mailed on November 15, 1972 to the Minnesota Womens Golf Association members.

b) 27 new memberships have been received and processed during this report period.

c) 404 annual renewal notices were mailed on December 13, 1972 to persons whose memberships were enrolled in October, November, and December 1971, and in January 1972. As of January 7, 1973, 214 persons have returned their 1973 dues for a total of \$3252.00.

##### 3. Print Series

A complimentary art print of a cougar was included in the December newsletter mailing with an order blank for the purchase of a set of 8 additional prints at \$5.00. As of January 7th, 1973, 54 orders for these prints had been received.

##### 4. Gift Memberships

10 requests for the six month special gift memberships have been received and processed. Each new member received a membership card, cougar print, state fair booklet and an illustrated gift card indicating the name of the donor.

B. Education and Information

1. A mailing of 1055 pieces was sent to the membership on December 27, 1972 requesting volunteers for the upcoming legislative effort.
2. The office prepared invitations and took reservations for the metropolitan area breakfast meetings held in late November and December.

V. Projected Activities:

1. Winter Snow Day
2. Membership Renewals (continuing)
3. New member solicitation.

TABLE # 1

Volunteer Hours Nov. 13, 1972 - Jan. 5, 1973

Elsie Larson	13½	Hillary Freeman	26
Linda Murtfeldt	52	Margaret Winter	3
Barbara Schipke	28	Mary McGee	105
Dorothy Spaude	54	Jane Corbin	3½
Virginia Valenti	3	Linda Weiss	6
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Membership Secretary	216¼		
Vacation help	32½		

1) All new memberships have been received and processed during this report period.

2) 404 annual renewal notices were mailed on December 11, 1972 to persons whose memberships were expiring in October, November, and December 1972, and in January 1973. As of January 7, 1973, 214 persons have returned their 1973 dues for a total of \$2282.00.

3) Print series - A complimentary set print of a coupon was included in the December newsletter mailing with an order blank for the purchase of a set of 5 additional prints at \$2.00. As of January 7, 1973, 24 orders for these prints had been received.

4) All memberships for the six month special rate members have been received and processed. Each new member received a membership card, coupon print, state fair booklet and an illustrated gift card.

MINNESOTA ZOOLOGICAL SOCIETY

Executive Committee Meeting

December 1, 1972, 8:30 p.m.

The meeting was held at Scroggins home. O'Malley presiding. Present: Douglass, McGee, Scroggins and Sell. Mary Ann Scroggins was also present.

OFFICE PERSONNEL

The office workload and the probable need for extra help during the legislative session was discussed. It was agreed that another part-time person with office skills would be necessary and that the funds for this would be available as soon as the membership renewals began to come in. At her request, the committee also reviewed Henny Schoeller's salary. When she was engaged a year ago, it was agreed that her duties and salary be reviewed in June.

Motion made by Dr. Douglass and seconded to raise her salary by \$25 per week for a 30 hour week. Carried.

Mary McGee reported that the plan was to close the office between Xmas and New Year's. Henny Schoeller would be gone for 2 weeks but that Linda Murtfeldt would take her place for the second week. Motion made by Maury Scroggins and seconded to give Henny Schoeller a \$200 bonus. Carried.

Bill Sell brought up question of Henny's attending all meetings of the Society including various committee meetings. It was understood that she be present at all Board meetings but that she have authority to decide for herself what other meetings she should attend. It was agreed that the Society should bear the cost of functions which she was required to attend as part of her duties.

Dr. Douglass moved and it was seconded that Henny be authorized to hire additional help at the office for typing and printing, etc. for one day a week as a start. She is to use her own discretion as to wages to obtain the best help at the lowest cost. Carried.

WINTER DAY AT ZOO SITE

It was proposed that there be a winter outing at the zoo site in February with cross-country skiing and snowshoeing etc. as last year. The committee tentatively set a date for Feb. 25 but wanted to have the date of the Presidents Holiday checked (It is Feb. 18). The committee discussed the information on sled dog racing which Henny Schoeller had received. It would be necessary to pay about \$200-\$300 and put up a trophy for a full days event in order to get on the racing calendar and get the teams to come. The problem of parking many cars on the roads was brought up and Bill Sell volunteered to find out if a field could be plowed for parking. The committee felt that perhaps the publicity and public appeal of sled dog racing would not be great enough to warrant the expense involved. Motion was made and seconded to have a winter day at the site on the proposed date. There was much discussion of inviting the legislators to attend and the means that could be found to tour them around the site.

Dr. O'Malley announced that John Murtfeldt had said that he would not be able to do much PR any more and that he would be glad to be replaced as PR committee chairman. O'Malley reported that John McClung was interested in helping with the PR work and that he would talk to him. O'Malley also said that Phil Getts had volunteered to help with the legislature.

The meeting was adjourned at 11 p.m.

M. McGee, Acting Secretary

## LEGISLATORS WHO ATTENDED BREAKFAST

### District

25 A	Klaus C
29	Ueland C* A-Cummiskey L* B-Wigley C
30	Patton's wife C*
32B	Darrel Miller L*
33	A-Resner L* B-Quirin L
37B	Swanson L
38B	Graw C
39A	Forsythe C*
40A	Grove L*
42A	Jude L*
43A	Heinitz C
44	Humphrey L* A- Carlson L* B-Clifford C*
45	Kowalczyk C* A-Schreiber C* B-McArthur C*
46	Schaaf L* A-McCarron L*
48	A-Anderson C B-Bell C
49	Milton L*
50	A-Belisle C* B-Boland L
51	Brown C A-Laidig C*
52	Stassen C* B-Sieben L
53A	Kempe L
55B	Sarnas L*
56	Tenessen L
57A	Kahn L*
59B	Nelson L*
61	Hansen C (still contested)
62	Hanson L
63	O'Neill A-Faricy L B-Johnson C
64	A-Ferderer C* B-Ryan L
65A	Norton L
66	Chenoweth L
67A	Pavlsk C

#### MZS BOARD MEMBERS WHO ATTENDED:

Birney, Davenport, Douglass, Duncan, Dunn, Finnegan, Lease, McGee, Murtfeldt, O'Malley, O'Neill, Sell, Shank, Tilton

SOCIETY MEMBERS WHO ATTENDED: Freeman, Scroggins, Schoeller, Waterous, Gale, and Ulrich.

MZB MEMBERS WHO ATTENDED: Tilton and Tobler. Don Bridgwater attended all.

Six Breakfasts held, two called off.

Two luncheons held.

Two dinners - Rochester and Mankato (Salet did this one)

Total invited to breakfast and lunches = 100, Number attended = 39  
 plus those attended dinners = 17 = grandtotal = 46  
 New Legislators = 25 attended.

Invited districts 24, 25 and 37-67. Almost entire metro area, and Rochester and Mankato areas.

#### New Legislators in metro area missed:

Liberals - 36 Lord, 47 Voss, 51 Sieben, 56 Casserly, 59 Berglin,  
 62 Dieterich, 67 Tomlinson, 55 Stokowski, 57 Spear.

Conservatives - 38 Cleary, 39 Pleasant, 41 McFarlin, 49 Lombardi,  
 53 Pieper.

Others who could not attend but were talked to on phone: 41 Lewis,  
40 Knickerbocker, 47 Jacobs, 51 Sieben, 59 Keefe.

Have seen 46 out of 201

Have seen 24 out of 66 new legislators

MINNESOTA ZOOLOGICAL SOCIETY

Board of Trustees Meeting

November 14, 1972

Regular meeting and joint meeting with State Zoological Board held at the Veteran's Service Building.

Dr. Valentine O'Malley, President, called the meeting to order at 7:45 Board members present were; Elmer Birney, Ken Corbin, Bill Davenport, Bruce Douglass, David Dunn, Maury Goldberg, Pershing Hofslund, Don Lease, Linda Murtfeldt, Mary McGee, Maury Scroggins, Bill Sell, Leon Snyder, Dave Thorbeck, John Tilton. State Board members present were; F. Alexander, P. Hofslund, U. S. Seal, John Tilton, Jerome Wagner, Paul Zollman. Others attending were; Hillary and Larry Freeman, Mary Ann Scroggins, Dorothy Spaude, Henny Schoeller and Joel Wright.

The minutes of the September 19, 1972 Board of Trustees meeting were accepted as circulated by mail - moved/Snyder, second/Corbin, motion carried. The report of an Executive Committee polling on November 8, 1972 was accepted and ratified; that is, to release an additional \$800 to the Public Relations Committee for the "hired writing" on the pamphlet and to exchange membership lists with HOWL - moved/Scroggins, second/Davenport, motion carried.

Henny Schoeller circulated the office report and noted that there are several new names appearing in the volunteer office corps.

Maury Goldberg described the membership committee program and indicated that new memberships are being received quite regularly. An art print series of nine animals will be offered to the membership as an inducement; one gift print to all members to be sent with the December news letter and an opportunity to order the other eight, as a unit only, for \$5.00 (\$7.00 nonmember price). The Rochester day-trip plans were detailed, and reservations are made for a full bus load. Mr Goldberg suggested holding dinner meetings in different areas with a program following, as a means of building membership involvement.

Ken Corbin showed us several samples of designs for a Logo, which were passed around for closer viewing. Instead of any decision being made at this point, Mary McGee suggested that we all make our reactions and ideas known to Dr. Corbin after the meeting and make a final selection after further study. Dr Breckenridge has finished his painting, which he is making available to us for reproduction purposes.

The public Relations report was given by Linda Murtfeldt. The committee has participated in plans and publicity for the September 24th site picnic, CHIPS and River Ramble on the weekend of October 1st, and in the production of the special pamphlet, which is promised to be "super good". A decision to attempt to circulate one general news story or article about zoos or our zoo or our society on a state-wide basis once a month was made at a recent meeting, as well as the commitment to planning winter snow day in February at the site.

The Education and Information Committee reported on its plans for providing information to the legislators - seventy of whom are serving on a first term basis. Breakfasts with both old and new legislators are being planned in the metropolitan area to acquaint these persons with our current proposal and to answer possible questions concerning our plans. Cards were distributed and members were asked to indicate any knowledge of or conversations with legislators - as a help to the development of the committee's file.

Dr. O'Malley reported for Mr. Fletcher on the very successful weekend meeting held at Camp Ripley on October 28th and 29th, at which the Minnesota Zoological Association was formed with Burke Lewis of North Branch as chairman. This gathering was planned by the Local and Out-state Zoo committee.

Bill Sell acted as moderator for a discussion about the method of presenting and following the zoo proposal at the legislature during this session. He pointed out that the Society has much at stake in this legislative effort and has already committed \$500 for the expenses of the breakfast meetings and has mailed four groups of zoo materials to the legislative candidates in the last four months. John Tilton mentioned that the State Board is unable to "Lobby" in the legislature, so that the Society's help in this regard is needed and appreciated. Linda Murtfeldt/moved, second/Sell and passed, that Mrs. Mary McGee and Mrs. Mary Ann Scroggins be named to act as co-ordinators for the Zoological Society and State Board legislative activities. They are in effect to become the channeling point of information coming in and going out. Bill Sell then moved, second/Davenport, that the president and executive committee of the Society be empowered to appoint a steering committee of Society and Board members to meet regularly with Mrs. McGee and Scroggins. This motion passed. Mr. Alexander mentioned the need for the keeping of running lists of any personal contact with legislators and Mr. Birney asked that an up-to-date fact sheet be prepared and circulated to the board and other interested person.

Mr. Bridgwater gave a brief statement on the financial picture of the revised proposal detailing 23.7 million as the total cost of construction. Pre-opening costs are; 2.9 million in operations and maintenance (.5 million for the first biennium and 2.4 million in the second biennium) and approximately 3.9 million in interest.

Mr. Sell moved, second/Snyder, that the Society commend Mr. Dunn of Rochester for his large and handsome contribution to order in the Minnesota Zoological Society by his gift of a man sized walnut gavel made by him. This motion passed with applause!

Adjournment was moved/Sell, second/Davenport and passed at 10.00 P.M..

Mary McGee and Henny Schoeller  
Acting secretaries

# MINNESOTA ZOOLOGICAL SOCIETY

## OFFICE STAFF REPORT

Sept. 18 through November 10, 1972

I. Office Organization and Procedures - The office work of the society is carried out by a part-time membership secretary and volunteers. For a report on staffing hours please see Table # 1.

II. Public Information - On October 25th a general background article on the Minnesota Zoological Garden was mailed to all the publishers in the state - about 450.

The office prepared and mailed a press release to 47 middle and southeastern area Minnesota newspapers about the bus excursion to Rochester. Approximately 700 more copies of the release are included in a prospective members solicitation presently being assembled in the office.

Displays and informational materials were provided by the office for CHIPS '72 and the River Ramble on Sept. 30 and Oct. 1 and for a general meeting of the Minneapolis Junior League on Nov. 1st.

III. Newsletter - Two issues of the Zoo News were prepared and mailed during this report period, 1013 for October 1st and 1056 for November 1st. The November 1st issue was our longest ever with six sides of text. Additional copies of both issues were printed and mailed to all legislative candidates in the November election.

#### IV. Committees

##### A. Membership:

1. Memberships; forty-four new memberships have been recorded during this report period of which approximately thirty are a result of the postcard solicitation urged in August. Seven memberships have been received from approximately 300 letters mailed to the Minnesota Women's Golf Association.

2. Rochester trip; Arrangements have been co-ordinated for the day long trip to Rochester on Saturday November 18th. Sixty-seven letters of special invitation were sent to Society members in Southeastern Minnesota, urging their joining us for dinner in Rochester. A list of legislators from the same area was prepared and forwarded to Dr. Bruce Douglass for his use in inviting them to be our guests for the dinner portion of the day in Rochester.

3. Letters are currently being developed for the membership renewal program to begin this month.

##### B. Education and Information;

Two mailings of newsletter issues were assembled and sent out from the office to the legislative candidates successful in the September primary. Labels for future mailings are being prepared for all elected legislators.

- C. Local and Outstate Zoos;  
The office handled the mailing of invitations and recording of reservations for the Camp Ripley Zoological Conference.
- D. The office has served to co-ordinate the activities of various society committee meetings and activities including: notification preparing minutes and background materials.  
Please see Table #2 for mailings

V State Board - The office helped to process the State Board newsletter and the press releases for the Camp Ripley conference for the State Zoological Board.

VI. Projected Activities:

1. Wild goose chase - Nov. 18, 1972
2. Membership renewal campaign
3. Print sales
4. Committee backup.

TABLE # 1

Volunteer Hours Sept. 18 - Nov. 10, 1972

Linda Murtfeldt	48	Blair Rains	3 ½
Hillary Freeman	5	Elsie Larson	12 ½
Dorothy Spaude	97 ½	Stephanie Casdorff	2 ½
Monica Mathewson	1 ½	Mary Ann Scroggins	6
Margaret Winter	4 ½	Jean Gehan	2
Mary McGee	2	Gloria Bridgewater	24
Barbara Schipke	31 ½		

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Membership Secretary 220

TABLE # 2

Mailings (3rd Class Only)

<u>TYPE</u>	<u>DATE</u>	<u>NUMBER</u>
Newsletter	Oct. 2nd	1013
	Nov. 3rd	1056
Education and Informations Committee (newsletters to candidates)	Oct. 5th	394
	Nov. 9th	377
Membership Committee (Post card solicitation, Women's golf asso.)	Sept. 19th	262
	Oct. 5th	264

ANNOUNCEMENT OF NEXT MEETING:

MINNESOTA ZOOLOGICAL SOCIETY BOARD OF TRUSTEES

Tuesday - January 11, 1972 - 8:00 P.M.

Minnesota State Zoological Board and Minnesota  
Zoological Society Offices

Veterans Service Building  
Columbus Circle, St. Paul  
East Wing basement.

Parking is available in the lot to the  
east of the building and easy access to the  
zoo offices is through the basement supply  
door in the middle of the east wall.

TENTATIVE AGENDA

Executive Committee Report  
Finance Committee Report  
Discussion of 1972 Budget  
Government Relations Committee Report  
Special Projects Committee Report  
Membership Committee Report  
Discussion of 1972 Board Elections and Nominating Committee Selection

MINNESOTA ZOOLOGICAL SOCIETY  
MINUTES OF THE BOARD OF TRUSTEES MEETING  
November 9, 1971

The Board of Trustees of the Minnesota Zoological Society met at 8:00 p.m. in the offices of the Minnesota Zoological Board in the Veterans Service Building, St. Paul, Minnesota.

Members present were: Dr. O'Malley, Dr. Birney, Dr. Corbin, Dr. Douglass, Mr. Moore, Mrs. Schoeller, Mr. Sell, Dr. Snyder, Mr. Tilton, Dr. Vanden Berge, Mr. Zoubek and Mr. Marx.

The minutes of the September 28, 1971 meeting were read and approved. The report of the Executive Committee's telephone meeting of October 18 was reviewed. The motion was made and approved to accept the Executive Committee's action except for Item 6.\*

The Treasurer's Report for June 23 to October 31, 1971 was presented and discussed. Dr. O'Malley noted that the results of an audit would be presented at the next meeting. The motion was made and carried to approve the Treasurer's Report.

A need for additional authorized signatures for the Society's account at the American National Bank and Trust Co., St. Paul, Minnesota was presented by Dr. O'Malley. A motion was made and approved that the authorized signature list be increased to include the President, Vice President, Treasurer and Secretary.

Mrs. Schoeller presented recommendations of the Membership Committee from their October 12, 1971 meeting.

By-Law Revisions-Article III-Section 1 and 2.

Sec. 1, Item C: Annual dues or annual membership and family membership shall be established annually by the Board of Trustees of the organization. Motion made by Mr. Tilton and seconded by Dr. Douglass that this revision be approved.

Sec. 1, Item D: Any member who shall fail to pay his or their annual dues within three (3) months after the beginning of the calendar year shall cease to be a member. Reinstatement for

\*/ Report of Executive Committee's telephone meeting of October 18, 1971 could not be found and should be appended to these minutes.

annual or family membership may be made by payment of annual dues. Motion made by Dr. Snyder and seconded by Mr. Moore that this revision be approved.

Sec. 2. Annual Donor Membership was discussed but not changed. The whole By-Law Revision with changes was approved on motion by Mr. Zoubek and seconded by Dr. Vanden Berge.

The following changes to the membership committee recommendations were recommended and approved.

1. Categories of Membership-Annual

From: Create \$1,000.00 or more, Patron  
To: Create \$500.00 or more, Patron

Mr. Tilton/Dr. Douglas

Policies:

Business memberships in the name of designated individuals should be in "Sustaining" category or above with a fee of \$50.00 or more.

Mr. Tilton/Dr. Corbin

Clubs, schools and other organizations may pay an annual subscription fee of \$10.00 for mailing list privileges only.

Dr. Douglass/H. Schoelle

2. Dues received after October 1 will be for memberships for the following calendar year. Dr. Douglass/Dr. Corbin
3. Renewals: Statements for membership will be mailed prior to January 1 of each year except to those who joined after October 1. Dr. Douglass/Dr. Vanden Berge
4. Fee for film service:  
"no special rates for members at this time" was struck.  
Mr. Tilton/Mr. Moore

Some discussion on admission charges. It was felt films could be a good source of revenue. Mr. Tilton suggested a short talk or slide show of zoo related subject be presented prior to the showing of the film.

Mr. Marx reported an agreement with the Science Museum to share movie expenses and to show the same movie once or twice a month. Mr. Marx also suggested we give Society members some special price consideration at the movies--either no fee or a lower fee.

Mrs. Schoeller announced the appointment of three membership committee sub-committees.

1. Special Events  
Dr. Duncan and Mr. Sell
2. Film Series  
Mr. Marx
3. Office Management  
Mrs. Bridgwater, Miss Spaude, Mrs. Schoeller and Mrs. McGee

The October 17th picnic on the proposed new Zoo site was a great success. Approximately 350 people attended. There was good T.V. and radio coverage including T.V. from Duluth. The picnic was on the air live over WCCO for a couple of hours in mid-afternoon. Mr. Bridgwater, Dr. O'Malley and others were interviewed. Some of the radio audience came to the picnic. Except for \$57.00, the expense of the picnic was borne by contribution. Thank you letters were sent to all who helped including the land owners and local governmental officials.

Dr. Douglass reported that the first Governmental Relations Committee meeting would be held November 10, 1971. Mr. Tilton commented on three meetings that had been held with members of the Legislature and that they were helpful in gaining friends for the Zoo.

On November 16-20, fourteen members of the Minnesota legislature will attend a National Legislative Conference in San Diego. The Society will arrange for them to spend a day at the San Diego Zoo. Mr. Tilton will go to San Diego as a representative of the Society and accompany the legislators on the tour. On motion by Mr. Sell and seconded by Mr. Moore the Society approved for the pay of his expenses.

Dr. Vanden Berge reported on Education and Research.

1. Mr. Marx will be responsible for the Film Series. Mr. Zoubek will help him.
2. Seminar/Speaker Program  
Dr. Vanden Berge suggested having a speaker once a month. He would like to have suggestions for speakers and subjects. Dr. Douglass suggested sending post cards announcing speakers and subjects.
3. Dr. Vanden Berge shared his thoughts about courses and workshops on zoo related topics that could be held at colleges or through college extension services under Zoological Society auspices.

Dr. Corbin gave a report from the Committee on Special Projects dealing primarily with the subject of a special prints program for the Society's new member promotion. The possibility of making prints in a range of quality, e.g. four-color lithographs for memberships of \$50.00 or more and a cheaper process for prints given to lower membership categories was considered. Also discussed was the possibility that such prints might absorb too much of the membership fee, as was the possibility of making the prints available at some cost to other members. It was noted that the initial cost for setup and first printing was quite high and that no funds are presently available for the project. Some discussion of potential artists to be considered followed. No decisions were officially made regarding Dr. Corbin's report.

Under New Business, Mr. Marx noted that a sign in the lobby of the Science Museum advertising the film series would be desirable. Dr. O'Malley said he would ask permission of the museum to place a 30" x 40" sign in the lobby and he would get the sign.

The meeting was adjourned.

Respectfully submitted,

W. F. Sell  
Acting Secretary

Discussion Draft  
1972 Budget  
Minnesota Zoological Society

MEMBERSHIPS

Individual and Family -----	\$ 6,000.00
Business, Sustaining, etc.-----	3,000.00
	<hr/>
	9,000.00

DISBURSEMENTS

Staff-----	\$ 5,200.00
Annual Meeting-----	500.00
Insurance-----	300.00
Postage-----	450.00
Machine rental-----	900.00
Telephone-----	360.00
Supplies-----	300.00
Stationery-----	600.00
Miscellaneous-----	300.00
	<hr/>
	8,910.00
	\$ 90.00

Makes no provision for;

1. \$2,000 needed to balance 1971 budget
2. Contingencies
3. Major office equipment items
4. Cash reserve

Adapted by Executive committee at the November 30, 1971 meeting.

AGENDA

MINNESOTA ZOOLOGICAL SOCIETY

Board of Directors Meeting

Tuesday, September 14, 1971 - 8 p.m.

Members Lounge - St. Paul Arts and Science Center

- I. Introductions and Announcements
- II. Approval of Agenda
- III. Minutes -
  - June 22 - Board and Membership
  - July 7 - Executive Committee
  - July 20 - Executive Committee
  - August 17 - Long Range Planning Committee
- IV. Report of Special Projects
  - A. Wildlife Prints
  - B. Duluth Trip
  - C. State Fair and Rosedale Exhibits
- V. Treasurer's Report
- VI. Report of Executive Secretary
- VII. Report of Long Range Planning Committee
  - A. Committee Structure and Function
    - 1. Finance
    - 2. Membership
    - 3. Government Relations
    - 4. Education and Research
- VIII. Old Business -
  - A. Zoomobile
- IX. New Business
- X. Adjournment

## MINNESOTA ZOOLOGICAL SOCIETY

### Minutes of Executive Committee Meeting

July 7, 1971

The Minnesota Zoological Society's Executive Committee met at the MZS office at 8 P.M. Wednesday, July 7. The following members were present: Dr. O'Malley, Mrs. McGee, Mr. Finnegan, Dr. Douglass and Mr. Salyards. (Mr. Cady and Dr. Cullen, other members of the committee, were unable to attend this meeting.)

The primary purpose of the meeting was to report, discuss and evaluate recent meetings with the State Zoo Board and attempt to establish priorities and activities pertaining to the discussions with the State Board.

Areas considered by the Executive Committee were as follows:

#### I. LEGISLATIVE.

In discussing future working relationships involving the Society, the State Board and the Legislature, Dr. Douglass stressed the importance of determining the names of the three forthcoming appointees to the Zoo Board and he agreed to write to the governor in an effort to obtain clarification of this matter.

Subsequent discussion of legislative proceedings indicated an immediate need to establish a legislative committee and arrange meetings with members of the legislature, both those who opposed the Zoo Board's plan and those who supported it. At the conclusion of the discussion, Dr. O'Malley appointed Dr. Douglass chairman of the Society's legislative committee. This action was unanimously endorsed by the Executive Committee.

#### II. ZOOMOBILE

In assessing a closer working relationship with the Zoo Board and the projection of financial support by the Society, the committee studied and discussed the preliminary budget of the suggested program support requested of the Society by the State Board. The major portion of the expenditures would be used to obtain and operate a Zoomobile which the committee felt would be a valuable informational and public relations adjunct to the Society's program, provided that sufficient funds could be raised by the Society for a program of this scope.

#### III. STATE BOARD BUDGET

Continuing the financial discussion, the Executive Committee evaluated the proposed budget detail for the Zoological operation 1971-73 which would be supplemented by Zoological

Society funds as part of a combined effort in preparation for the 1973 legislative session. Again, the matter of financial feasibility of the Society to participate to the degree suggested by the State Board was the major factor of concern in the Executive Committee's evaluation.

#### IV. LAND ACQUISITION.

The importance of a closer working relationship between the Society and State Board, including an effort to take immediate positive steps toward land acquisition was unanimously agreed to be an immediate objective. To expedite this activity, it was recommended that the State Board be invited to meet with the Executive Committee and that a subsequent invitation to meet with the entire Zoological Society Board be planned as soon as feasible.

#### V. MEMBERSHIP ACTIVITY.

##### A. Duluth Visit.

Mrs. McGee reported that she had investigated costs from numerous bus companies and had made arrangements with a representative of the AAA to talk with the Executive Secretary to make final plans for the visit to the Arrowhead Zoo on Saturday, August 21. Mr. Salyards reported that the Arrowhead Society was prepared to provide a complimentary luncheon to those making the trip and in the subsequent discussion he indicated a likelihood that the Arrowhead Society would also arrange a boat tour of the Duluth Harbor following the visit to the zoo and luncheon. (Note: Complete schedule and registration information have been distributed to entire Society's membership.)

##### B. Fall Picnic.

Mrs. McGee suggested that, as previously discussed at a Board of Trustees meeting, a fall picnic - perhaps a "tailgate" party - should be held on the proposed zoo site this coming fall. This recommendation was met with approval and the Executive Secretary was directed to work with Mrs. McGee in planning this activity.

##### C. Additional Activities.

As a means of stimulating interest and activity by the membership, it was agreed that future trips to Mankato and Rochester should also be planned.

In addition to these outings, it was also agreed that a regularly scheduled series of seminars utilizing such persons as Dr. Seal and staff members from the James Ford Bell Museum should be planned during the winter months.

#### VI. WILDLIFE PRINTS

Because preparation for the annual meeting and numerous other activities occupied an inordinate amount of time, no specific action had been taken regarding the Society's purchase and disposition of the wildlife prints of the Snowy Owl by John Ruthven. Before committing to this activity, it was agreed that Mrs. McGee would show the print and discuss the project with a Mr. Bill Webster, an authority in this area.

PROPOSED BUDGET FOR ESTABLISHING PRIVATE OFFICE  
for

MINNESOTA ZOOLOGICAL SOCIETY

Executive Secretary	15,000.00	
Office Secretary	6,000.00	
Benefits (*18% for Social Security, U.C., Hospitalization, Sick Leave, Vacations, Insurance, Retirement, etc.)	<u>3,780.00*</u>	
BASIS: Minnesota Heart	18.9%	
U. S. Chamber	25%	\$24,780.00
3M	33%	
Rent	3,600.00	
Electricity (Lights, Air-conditioning)	<u>600.00</u>	
BASIS: Griggs-Midway and Clapp-Thomssen		4,200.00
Equipment -		
Two Typewriters (New - one electric - one manual)	700.00	
Mimeograph	350.00	
Addressograph	200.00	
2 Desks - 2 Chairs	400.00	
1 Table - 2 Chairs	150.00	
Copier	200.00	
Adding Machine	50.00	
2 File Cabinets	<u>100.00</u>	
BASIS: McClain Hedman Schuldt and Purchases		2,150.00
Office Expense -		
Postage	4,000.00	
Telephone	\$800.00	
+ Installation	<u>100.00</u>	
	900.00	
Printing (New Letterhead, envelopes, printing newsletters, etc.)	5,000.00	
Office Supplies	1,500.00	
Executive Expenses (Travel, etc.)	<u>2,000.00</u>	
		<u>13,400.00</u>
		\$44,530.00

# MINNESOTA ZOOLOGICAL SOCIETY

## Minutes of Executive Committee Meeting

July 20, 1971

The Minnesota Zoological Society Executive Committee met at the office at 8 p.m., July 20. The following members were present: Dr. O'Malley, Mr. Cady, Dr. Douglass and Mrs. McGee. (Dr. Cullen, Mr. Finnegan and Mr. Salyards, other members of the committee, were unable to attend this meeting.)

The minutes of the July 7 committee meeting were approved.

In an effort to make more specific plans for forthcoming Society activities and attempt to develop working procedures for extended cooperation with the State Zoo Board, the following items were considered by the Executive Committee:

### I. ZOO BOARD APPOINTMENTS

In an attempt to determine the status of new State Zoological Board appointments, it was agreed that Dr. O'Malley would talk with Mr. Harmon; Mr. Alexander and Mr. Miller, the governor's appointment secretary and that Mr. McCarthy would call as a follow-up to Dr. Douglass' letter of inquiry regarding the status of the new appointments to the State Board.

### II. ZOO SITE

Reporting on a meeting with representatives of the State Zoo Board, Dr. O'Malley indicated that Mr. Bridgewater had informed him that the Dakota County Commissioners were in the process of preparing a position paper concerning the disposition of the proposed site. He also indicated that the Elm Creek site had been suggested by the Hennepin County Park Board with no action taken by the Zoo Board pending continuing negotiations with Dakota County. Dr. O'Malley also reported that Mr. Bradley had indicated the possibility of an offer of 1,000 acres from Anoka County. This, too, was deferred pending the action of Dakota County which might result in all previously considered sites seeking reconsideration. Although no specific action was taken by the Executive Committee, it was generally agreed that endorsement of the presently contemplated site by the Society would be forthcoming if such action were desired by the Zoo Board.

### III. ZOO BOARD APPOINTMENTS

Dr. O'Malley reported that at its last meeting the State Zoo Board had passed a resolution naming the Society as its official advisory body and that it needed a resolution of acceptance from the Society. Mr. Finnegan agreed, following study of other similar documents, to prepare the statement of acceptance, pending legal evaluation by Mr. Moore.

#### IV. AWARDS TO RETIRING TRUSTEES

In addition to letters of appreciation, it was agreed that certificates should be awarded to those Trustees who completed their terms of office at the annual meeting on June 22, 1971.

#### V. WILD LIFE PRINTS

In an effort to implement the discussion that had been given to the sale of the wild life prints to be developed from Mr. Ruthven's painting of the Snowy Owl, Mrs. McGee reported that she would be meeting with Mr. Bill Webster and others during the coming week and would submit a final recommendation regarding this project within the very near future.

#### VI. MASTER PLAN INSTALLMENT

As a means of providing more accurate information regarding the Zoo Board's master plan, the executive secretary was directed to work with Mr. Finnegan and Mr. Salyards in the preparation of a serialized summary of the master plan.

#### VII. BUDGET ESTIMATES

Basing the discussion upon a suggested request for financial support in the amount of \$125,020 for a two-year period which was submitted to the Society by the State Board, Dr. O'Malley indicated the need for a realistic budget for the Society for the same two-year period. He indicated that he had worked with Mr. McCarthy and distributed copies of an itemized budget amounting to \$44,535 per year. Because a realistic appraisal of the Society's present assets and financial potential precluded definite action, the Committee discussed the desirability of the proposal and possible ways and means of obtaining funds of this size. As a preliminary recommendation, it was moved by Dr. Douglass, seconded by Mr. Cady and unanimously agreed that a Budget and Finance Committee should be developed and become operative as quickly as feasible.

#### NEW BUSINESS

Prior to adjournment, Dr. Douglass suggested the possibility of attempting to provide single issues of various wild life publications to our membership. He indicated that it might be possible to make arrangements with the various publications to purchase sufficient copies of a particular issue for our entire membership at a relatively modest cost to the Society. The Committee agreed that this would be desirable and asked Dr. Douglass to make further investigation.

## MINNESOTA ZOOLOGICAL SOCIETY

### Minutes of Long Range Planning Committee August 17, 1971

The Minnesota Zoological Society Long-Range Planning Committee (consisting of chairmen and/or representatives of each committee) met at the St. Paul Arts and Science Center at 8 p.m. Tuesday, August 17. The following members were present: Dr. O'Malley, Mr. Bailey, Mr. Bridgewater, Dr. Cullen, Mr. Davenport, Dr. Douglass, Mr. Finnegan, Mr. Fletcher, Mr. Lease, Mr. Marx, Mrs. McGee, Mrs. Schoeller and Mr. McCarthy.

The primary purpose of the meeting was to inaugurate a more actively functioning committee structure for the Minnesota Zoological Society.

#### WILD LIFE PRINT

Mrs. McGee reported that her sub-committee, consisting of Dr. Corbin, Dr. Douglass, Mr. Goldberg and Mrs. Schoeller had evaluated the proposed distribution of the Ruthven prints; and following consultation with Mr. Bill Webster, recommended that because the Society lacked sufficient resources for the initial investment, the original painting should be returned to Mr. Ruthven with appropriate explanation.

#### MEMBERSHIP

In planning membership activities, it was suggested that consideration be given to a polling of the membership and an effort to launch a request for membership renewal within the near future. Following a general discussion of ways of increasing membership, Mr. Davenport commented briefly upon the outline of the Membership Development Sub-committee which included numerous ways of building memberships including exhibits, speakers bureau, seminars and a zocmobile.

Mr. Marx suggested the possibility of a regular series of film presentations during the coming year - perhaps on a weekly basis and indicated a possibility of being able to use the facilities in the Arts and Science Center for this purpose. Mr. Marx also reported that it would be feasible for the Society to apply for and obtain an associate membership in the Council of Arts and Sciences. This, he noted would enable the Society to be posted on the roster of members in the main lobby and place membership information and related materials on the pamphlet rack, thereby providing a broader dissemination of Society information. Due to the many apparent advantages that would accrue to the Society if this were possible, Dr. O'Malley asked Mr. Marx to proceed and report his findings at the September 14 Board meeting.

### FINANCES

The remainder of the meeting consisted of discussions of ways and means to build membership and obtain additional operating funds. In the course of the discussion, a committee consisting of Mr. Bridgewater, Mr. Davenport and Mr. Finnegan was appointed to prepare a proposal for presentation to the Bush Foundation, basing the request primarily on the desirability of a zoomobile as a means of building interest in and support of a zoological garden.

MEMORANDUM

To : Board of Trustees, Minnesota Zoological Society  
From : Valentine O'Malley, M.C., President  
Date : May 11, 1971  
Subject : 1. Reminder of next Board meeting - 7:45 p.m., Thursday,  
May 13, in the Tozer Room of the St. Paul Arts and  
Science Center  
2. Suggested Agenda for Board meeting  
3. Minutes of previous meeting and revised Bylaws

As indicated above, this is just a brief reminder that the next meeting will be held at 7:45 p.m., Thursday, May 13, in the Tozer Room of the St. Paul Arts and Science Center (the same location as the April 2 Board meeting).

I am also enclosing a copy of the minutes of the April 2 meeting and the Bylaws as revised at that meeting. I hope you will have an opportunity to evaluate the minutes and Bylaws and be prepared to offer any suggestions or corrections at the meeting Thursday evening.

There have been many encouraging developments since our last meeting - most important, a substantial increase in membership which has now almost doubled the 500 announced in last month's newsletter. Complete reports of all committee and office activities will be presented on Thursday evening and I encourage each of you to make every effort to attend what may well be the last full Board meeting prior to our annual membership meeting on June 22.

Here, for your consideration, is the suggested agenda for Thursday's meeting:

- I. Approval of Agenda
- II. Minutes of Previous Meeting
- III. Treasurer's Report
- IV. Reports of Committees -
  - A. Finance
  - B. Nominating
  - C. Bylaws
  - D. Executive Committee
- V. Report of Executive Secretary
- VI. Old Business -
  - A. Annual Meeting
    1. Program
  - B. Outstate Zoo Activities
  - C. Horticultural Activities
- VII. New Business -
  - A. Long-range Planning
  - B. Additional Committee Appointments
- VIII. Adjournment

MINNESOTA ZOOLOGICAL SOCIETY

Minutes - Board of Trustees Meeting - April 2, 1971  
St. Paul Arts and Science Center

The following were present:

Valentine O'Malley, M.D., President	Dr. Joseph D. Rossillon
John R. Finnegan, Secretary	Mrs. Arne Schoeller
John E. Barry, Treasurer	John Tilton
Gordon Bailey	Frank W. Zoubek
Dr. W. Clough Cullen	Dr. Philip W. Ogilvie
William Davenport	James McCarthy
Glen Kraywinkle	Dennis McCarthy
Mrs. J. Paul McGee	

Dr. O'Malley called the meeting to order at 8:00 p.m.

The first order of business was approval of the agenda as distributed to all in attendance. Upon a motion by Mr. Tilton and a second by Mr. Kraywinkle, the agenda was unanimously approved.

Minutes of the February 13, 1971, meeting, as previously circulated to the Board, were discussed; and, following a motion by Mr. Tilton and a second by Mr. Davenport, it was agreed to delete the parenthetical expression "copy enclosed" referring to the preliminary resolution introduced by Mr. Miller at that meeting. The preliminary resolution was also removed as part of the official transcript of the February 13 meeting.

Considering the minutes of the March 12, 1971, meeting, also previously circulated to the Board, it was moved by Mrs. McGee and seconded by Mrs. Schoeller that the legislative proposal referred to in the minutes should be reproduced and made an official portion of the minutes of that meeting.

Acceptance of both sets of minutes, as amended above, was unanimous, following a motion by Mr. Tilton and a second by Mrs. McGee.

Treasurer's Report:

Mr. Barry reported a balance on hand of \$4,234.55 and noted that a total of \$3,597.00 had been received during the current membership drive, with disbursements of \$2,731.91 during the similar period. Mr. Barry concluded his report by stressing the need for a budget to provide a planned fiscal policy based upon anticipated income and expenditures. Following a general discussion of budgetary planning, with consideration given to various programs and seminars that should be provided by the Society, it was moved by Mrs. McGee and approved through general consent that two budgets should be prepared. The first should be a preliminary budget covering the period from the present through the end of June, 1971. A second budget should be prepared prior to the annual meeting on June 22 covering the remaining fiscal year, running from July 1, 1971, through December 31, 1971.

Dr. O'Malley announced Mr. Cady had agreed to serve as chairman of the Finance Committee, and he directed Mr. Barry to meet with Mr. Cady and Mr. McCarthy to prepare and submit the two budgets.

**Report of Executive Secretary:**

Summarizing the membership campaign to date, Mr. McCarthy reported a total of 222 family memberships and 13 sustaining memberships processed, with no results available as yet from the most recent mailings. He announced that, primarily due to the efforts of the Como Docents, a mailing of approximately 7,000 pieces to physicians, veterinarians and conservationists had been processed on Saturday, March 27, with results of that mailing just beginning to arrive. He also reported that, in addition to the extraordinary boost the Docents' efforts had given to the membership drive, considerable public recognition was made possible because the St. Paul Dispatch, KSTP-TV and WCCO-TV had covered the mailing. He also reported that negotiations were being conducted with a number of conservation groups and subsequent mailings to various groups would be made within the near future.

Commenting upon the preliminary newsletter that had been included in the mailing of the State Zoological Board's newsletter to its constituency, Mr. McCarthy indicated that several memberships had been obtained from this source and he apologized for the omission of the preamble to the resolution that was adopted by the Society at its February 13 meeting. This omission, he noted, covered a lesser degree of support of the Zoo Board's master plan than was actually the case, and he indicated that a much stronger and more accurate statement would be contained in the forthcoming issue of the newsletter. This issue, hopefully, will be included in the mailing of the State Board's newsletter, as well as being sent to all new members of the Society.

Commenting on the report of the executive secretary, Mrs. Schoeller recommended that names be typed on all membership cards sent to those joining the Society, rather than following a procedure of mailing blank cards, allowing space for the new members to put signatures on their membership cards. Dr. Ogilvie also requested a supply of campaign materials for use by the State Zoo Board. The executive secretary agreed that both items would be attended to immediately.

**COMMITTEE REPORTS**

**Bylaws Committee:**

Explaining that the membership drive and the forthcoming annual meeting on June 22 made it imperative that numerous changes be made in the existing Bylaws, Dr. O'Malley called upon Mr. Finnegan to present a page-by-page explanation of the proposed revisions submitted by the Bylaws Committee. (Copy of Amended Bylaws enclosed.)

Approval of the Bylaws, as amended, was unanimously passed, following a motion by Mrs. McGee and a second by Mrs. Schoeller.

#### Nominating Committee:

In order to insure sufficient time for notification and preparation of ballots, Dr. O'Malley asked for suggestions of individuals to serve on the Nominating Committee. Following numerous recommendations, including both specific individuals and organizations that should be represented, Dr. O'Malley appointed the following to serve as a Nominating Committee: Dr. W. Clough Cullen, Chairman; Mr. Fred Cady, Dr. Bruce Douglass, Dr. Carl Goossen and Mr. Archie Salyards. Approval of the Nominating Committee was unanimous, following a motion by Mr. Tilton and a second by Mr. Barry.

#### OLD BUSINESS

##### Como Zoo Proposal:

Dr. O'Malley directed the attention of the Board to previously distributed copies of the Como Zoo development program which includes immediate efforts to obtain an education building. Noting that Como was seeking support of various organizations, Dr. O'Malley called for discussion of the report. Following a brief evaluation, it was moved by Mr. Finnegan, seconded Mr. Davenport, and unanimously approved that the Minnesota Zoological Society go on record in support of the Como Zoo proposals.

##### Legislative Report:

Reporting on legislative activities, Mr. Tilton announced that a series of hearings had been set for the Zoo Board's master plan, the first of these to be held at 8:00 a.m. on Monday, April 5. Mr. Tilton concluded his report by asking all Board members to talk with their legislators and urge their favorable consideration of the State Zoo Board's master plan.

#### NEW BUSINESS

##### Minnesota Exhibit:

Because questions had been raised regarding the extent and scope of the Minnesota exhibit included in the State Zoo Board's master plan, Dr. Ogilvie presented a brief report in which he outlined numerous aspects of the Minnesota Exhibit, stressing the fact that it would be an extremely comprehensive showing of Minnesota wildlife. He indicated that a complete listing of this phase of the master plan would be extremely lengthy, but he announced that the Minnesota Exhibit would be featured prominently in the next issue of the Zoo Board's newsletter.

Dr. O'Malley announced that John Fletcher, Director of the Como Zoo, had accepted chairmanship of the program activities for the annual meeting of the Society. Mr. Fletcher had indicated that a tour of Como Zoo, transportation and various details were in the process of being resolved and that he would work very closely with the Society Board in planning a series of events to accompany the annual meeting on June 22.

Dr. O'Malley also announced that he had requested that Dr. Cullen serve as chairman of an out-state zoo committee to coordinate requests, program needs and suggestions and relay problems with which the Society might be able to help.

Dr. O'Malley also announced that Mr. Bailey had accepted the chairmanship of a special committee to interest horticulturists in the Minnesota zoological gardens. Mr. Bailey reported conversations with Dr. Leon Snyder and Mr. Lawrence Bachman, noting that both had indicated a willingness to cooperate and help in any way feasible.

Following a motion by Mr. Finnegan and a second by Mr. Barry, the meeting was adjourned at 10:40 p.m.

Respectfully submitted,

John R. Finnegan  
Secretary

BYLAWS

MINNESOTA ZOOLOGICAL SOCIETY

(As approved at Board of Trustees meeting  
April 2, 1971)

ARTICLE I

NAME AND PURPOSES

Section 1. NAME.

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

Section 2. OBJECTS AND PURPOSES.

The organization shall assist the Minnesota Zoological Board in achieving its goals; work with other zoological organizations in implementing their goals; publicize and promote the Minnesota Zoological Garden; solicit funds; accept gifts, contributions and membership fees; seek grants from other foundations; acquire animals for exhibit in Minnesota zoological gardens; enlist volunteers to assist in programs of the Minnesota Zoological garden; to secure sponsors for exhibits of the Minnesota Zoological Garden; to foster within Minnesota an environment conducive to zoo improvement; 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 II

MEETINGS

Section 1. PLACE OF MEETING.

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

Section 2. DATE OF ANNUAL MEETING.

Annual meeting of the members shall be held at such place and on such day and at such hour as provided in the Articles of Incorporation.

Section 3. SPECIAL MEETINGS.

Special meetings of the corporation may be called on order of the President or by a majority of the members of the Board of Trustees by written request to the Secretary.

Section 4. NOTICE OF MEETINGS.

Notice of each annual and special meeting of the corporation, stating the time and place, and if a special meeting, the purpose thereof, shall be sent to all members by mail and shall be published in a legal newspaper published in the City of St. Paul, Minnesota, at least ten (10) days prior to the date of meeting.

**Section 5. BUSINESS TO BE TRANSACTED.**

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

**Section 6. QUORUM AND ADJOURNMENT.**

At all meetings of the corporation, a minimum of 20 members present and entitled to vote shall constitute a quorum. If such quorum does not exist, the members present shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting until the requisite quorum shall be obtained.

**Section 7. MANNER OF VOTING.**

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

**Section 8. ORGANIZATION OF MEETINGS.**

At all meetings of the corporation 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 III

MEMBERSHIPS

**Section 1. ANNUAL INDIVIDUAL AND FAMILY MEMBERSHIPS.**

- A) Any individual may acquire an annual membership.
- B) Any man and wife may acquire a family membership. Family memberships have one (1) vote only at Society elections.
- C) Annual dues or annual membership and family membership shall be established by Board of Trustees at the first meeting of the new calendar year of the organization.
- D) Any member who shall fail to pay his or their annual dues within three (3) months after notice that they have become due shall cease to be a member. Reinstatement for annual or family membership may be made by payment of annual dues and membership rights and privileges will become effective thirty (30) days after payment of such dues.

**Section 2. ANNUAL SUSTAINING MEMBERSHIPS.**

- A) Annual sustaining memberships shall be made available to families, business firms, civic organizations and foundations, or to any individual or group wishing to demonstrate greater financial support to the Society than conveyed by individual or family memberships.
- B) All other stipulations, including one vote per membership, dues and payment thereof, as stated in Section 1 of this Article shall apply to annual sustaining memberships.

The Board of Trustees shall issue suitable certificates or cards indicating membership and the class of membership.

## ARTICLE IV

### BOARD OF DIRECTORS

#### Section 1. GENERAL POWERS.

The property, affairs and business of the corporation shall be managed by a Board of Trustees consisting of not more than 35 members aided, as permitted by the Statute of Minnesota, by an Executive Committee.

#### Section 2. MEMBERSHIP COMPOSITION OF THE BOARD OF TRUSTEES.

- A) The Board would be composed of 35 members.
- B) All but seven of the members must be elected by and from the membership. Elections will be held annually by mail ballot. One-third of the trustees will be elected each year. In 1971, the trustees will be elected for one, two and three year terms. Balloting shall take place one month prior to the annual meeting, with voters given two weeks to vote and return their ballots. All trustees will take office at the annual meeting.
- C) Seven trustees shall be reserved for the representatives of affiliated zoological societies in Minnesota and the chairman of the Minnesota Zoological Board or their designed representatives. One of these seven shall be a representative of the Como Docents.
- D) All zoo directors in Minnesota shall serve as ex-officio non-voting members of the Society Board.

#### Section 3. ORGANIZATION.

At all meetings of the Board of Trustees 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 4. RESIGNATIONS.

Any member of the Board of Trustees may resign at any time by giving written notice to the Secretary of the corporation. 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, the acceptance of such resignation shall not be necessary to make it effective.

#### Section 5. PLACE OF MEETINGS.

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

#### Section 6. ANNUAL MEETINGS.

Immediately after the adjournment of the annual meeting of the Society's membership, the Board of Trustees, including the newly elected members thereof, shall meet at the same place as the members shall have met, for the election of officers and the transaction of other business, with power to adjourn and re-adjourn. No notice need be given of such meeting.

Section 7. REGULAR MEETINGS.

Regular meetings shall be held quarterly at time and place designated by the Executive Committee. Notices of such meeting shall be given each such Trustee ten (10) days before the day on which the meeting is to be held.

Section 8. SPECIAL MEETINGS.

Special meetings of the Board of Trustees shall be held upon the written request of any Trustee stating the purpose or object thereof. Notice of each such meeting shall be mailed to each member of the Board of Trustees, 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 as so stated in the notice shall be transacted at said meeting without the unanimous consent of all members of the Board of Trustees.

Section 9. QUORUM AND ADJOURNMENT.

Nine voting members of the Board of Trustees 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 of Trustees. In the absence of a quorum a majority of the Trustees present may adjourn the meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given.

Section 10. WAIVER OF NOTICE.

Notice of any meeting need not be given to any member of the Board of Trustees, however, 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.

The officers of the corporation shall be a President, Vice President, Secretary and Treasurer, with such other officers as may be appointed in accordance with Section 3 of this Article V.

Section 2. ELECTION AND TERM OF OFFICE.

The officers of the corporation shall be elected annually by the Board of Trustees following the annual meeting. Each officer, except such officers as may be appointed in accordance with the provisions of Section 3 of this Article V, 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 3. SUBORDINATE OFFICERS.

The Board of Trustees may appoint such other officers, committees, or agents as it may deem necessary, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or

as the Board of Trustees may from time to time determine. The Board of Trustees may delegate to any officer or committee the power to appoint any such subordinate officers, committees or agents.

Section 4.

Any officer or agent appointed directly or indirectly by the Board of Trustees may be removed either with or without cause by a vote of the Board of Trustees, or if such power is granted by the Board of Trustees, by any committee or superior officer upon whom such power of removal may be conferred by the Board of Trustees.

Section 5. RESIGNATION.

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

Section 6. 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 in the manner prescribed in these Bylaws for regular appointments or elections to such office.

Section 7. PRESIDENT.

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

Section 8. VICE PRESIDENT.

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

Section 9. SECRETARY.

The Secretary shall perform the duties customarily performed by that office.

Section 10. TREASURER.

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

Special committees may be set up from time to time by the President.

A nominating committee of five, consisting of no more than three members from the seven-county metropolitan area and no more than three members of the existing Board of Trustees, shall be appointed annually by the President and approved by the Board of Trustees to nominate officers of the Society. Nominations may also be made by the membership by the filing of a petition containing

signatures of a minimum of 25 Society members. Such petition must be filed no later than 30 days prior to the mailing of the election ballot or 60 days prior to the annual meeting.

The Director of the Minnesota Zoological Garden shall be an ex-officio non-voting member of all Society committees. Directors of other state zoos may be named ex-officio members of any committees at the pleasure of the president.

Section 11. EXECUTIVE COMMITTEE.

The officers of the corporation shall serve as an Executive Committee and shall have and may exercise the authority of the Board in management and business of the corporation. The President of the Society may designate one or two other trustees to sit on the committee with approval of a majority of the Board of Trustees. Any such Executive Committee shall act only in the interval between meetings of the Board of Trustees. The Executive Committee must report all of its actions for ratification by the Board at the Board's next regular meeting.

Section 12. OTHER COMMITTEES.

The following committees will be permanent standing committees of the Society: Executive Committee; Membership; Research and Education; Conservation, Propagation and Preservation of Endangered Species; Budget and Finance; Information and Public Relations.

ARTICLE VI

FISCAL AGENT

The Board of Trustees may appoint a fiscal agent consisting of a corporate trustee authorized to transact business in the City of St. Paul, Minnesota. 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 Trustees or Executive Committee from time to time to invest and reinvest available funds of the corporation in such securities as the corporation may approve, and when so authorized to sell, transfer, convey, and otherwise dispose of the properties of the corporation, both real and personal. Said fiscal agent shall advise the Board of Trustees and the corporation from time to time as to the assets so held by it, shall receive and disburse all income and principal funds as directed by the Board of Trustees, and shall account to the corporation and the Board of Trustees from time to time for all assets held and funds received and disbursed. The fiscal agent shall also perform such other services for the corporation from time to time as may be agreed upon.

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

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

Except as above provided, all the corporate powers shall be exercised by the Board of Trustees or Executive Committee.

## ARTICLE VII

### CONTRACTS, CHECKS, BANK ACCOUNTS, etc.

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

The Board of Trustees or Executive Committee may authorize any officer or officers, agent or agents of the corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances and unless so authorized by the Board of Trustees or Executive Committee no officer, agent, or employee shall have any power or authority to bind the corporation 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 shall be contracted on behalf of the corporation unless specifically authorized by the Board of Trustees or Executive Committee.

#### 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 corporation shall be signed by such person or persons in such manner as shall be from time to time determined by the Board of Trustees or Executive Committee.

#### Section 4. DEPOSITS.

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

## ARTICLE VIII

### EXECUTIVE COMMITTEE

The Board of Trustees may, by unanimous affirmative action of the entire Board, designate two or more of their number to constitute an Executive Committee, which, to the extent determined by unanimous affirmative action of the entire Board, shall have and exercise the authority of the Board in the management

of the business of the corporation. Any such Executive Committee shall act only in the interval between meetings of the Board, and shall be subject at all times to the control and direction of the Board.

#### ARTICLE IX

##### SEAL

The Board of Trustees shall provide a suitable seal which shall be in the form of a circle and shall bear the words and figures:

MINNESOTA ZOOLOGICAL SOCIETY  
CORPORATE SEAL  
MINNESOTA  
1971

#### ARTICLE X

##### FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

#### ARTICLE XI

All Bylaws of the corporation shall be subject to alteration or repeal and new Bylaws may be made by the affirmative vote of a majority of the members of the Board of Trustees or by a majority vote of the members of the corporation at any regular meeting or special meeting called for that expressly stated purpose.

MEMORANDUM

To : Board of Trustees - Minnesota Zoological Society  
From : James C. McCarthy  
Date : April 23, 1971  
Subject : 1. Reminder of next Board meeting -  
7:45 p.m., Thursday, May 13  
St. Paul Arts and Science Center  
2. Request for response to expedite annual election  
3. Request for mailing lists and a report of activities  
to date

As indicated above, this note will attempt to serve three important purposes in addition to bringing you the enclosed copy of the first official Minnesota Zoological Society newsletter.

First, please reserve Thursday, May 13, for a most important meeting of the Board of Trustees, our last session before the annual membership meeting on Tuesday, June 22. There are many decisions that must be made to expedite our continued growth and to make final plans for the first full meeting of the Society. PLEASE MAKE EVERY EFFORT TO ATTEND BOTH MEETINGS. (Thursday, May 13, and Tuesday, June 22). You will receive minutes of our last meeting, including the revised bylaws, during the coming week.

YOUR RESPONSE TO ITEM TWO, as listed in the heading of this note, is extremely important. It is, in fact, essential to our Nominating Committee's preparation of a slate of candidates to lead the Society during the coming year.

I am most appreciative of the guidance and support each of you has given to the Society, and I sincerely hope that you will continue to give so generously of your time and talent by agreeing to the Nominating Committee's request to place your names before the membership as candidates for reelection to the Board of Trustees. If, however, you would prefer not to stand for reelection, please let the office know of your decision on or before Friday, April 30. To conserve your time, we will assume that UNLESS WE HEAR FROM YOU BY THE END OF NEXT WEEK, you will be willing to serve again, and the Nominating Committee will submit your name to the membership for our forthcoming election. We need your continued leadership, so please accept this as a most cordial invitation to allow us to place your name in nomination.

The enclosed copy of the newsletter, I believe, gives a fairly complete summary of recent activities, but I would request each of you to provide the office with any mailing list of prospective members that you can obtain. We are particularly interested in reaching members of other zoological societies and would urge those of you who belong to such groups to make every effort to provide your membership rosters to the office for our use in building a larger and stronger Society.

Enclosure

MEMORANDUM

To : Board of Trustees, Minnesota Zoological Society  
From : Valentine O'Malley, M.D., President  
Date : March 31, 1971  
Subject : 1. Reminder of next Board meeting - 7:30 p.m., Friday,  
April 2, in the Tozer Room of the St. Paul Arts and  
Science Center, 30 East 10th Street, St. Paul  
2. Suggested Agenda for Board meeting

It may seem as if you are being subjected to a barrage of mailings lately, but I hope this memo and the suggested agenda will serve the two-fold purpose of reminding you of our meeting this coming Friday evening and providing an overview of the business to be transacted.

We are, I believe, making considerable headway in a number of areas, thanks to a great deal of effort and direction by many of you. There is still much to be done, and a large attendance at our forthcoming meeting will expedite efforts to develop increasing activity by the various committees of our organization. Please make every effort to attend; your advice and counsel are needed to make the Society become an active, functioning and effective organization.

Here, for your consideration, is the suggested agenda for Friday's meeting:

- I. Approval of Agenda
- II. Minutes of Previous Meetings
- III. Reports of Committees
  - A. Bylaws
  - B. Nominating
  - C. Membership
- IV. Report of Executive Secretary
  - A. Membership Campaign
  - B. Newsletter
- V. Old Business
  - A. Como Zoo Proposal
  - B. Legislative Report
- VI. New Business
  - A. Election Report
  - B. Committee Assignments
- VII. Adjournment

Again, my appreciation for your efforts and support thus far. With your continued help and direction, I am confident that we can play a vital role in the development of a major zoological garden for the State of Minnesota.

MEMORANDUM

To : News Media  
From : James C. McCarthy - 699-0166 or 699-9777  
Date : March 23, 1971  
Subject : Request for coverage of a Massive Mailing by  
Volunteers to Secure Memberships in Minnesota  
Zoological Society

Starting at 10:00 a.m., Saturday, March 27, in  
the Como Zoo lunch room--(between Greenhouse and  
Main Zoo Building)

As the enclosed general release indicates, the  
Minnesota Zoological Society is launching a statewide membership drive  
which will run all spring.

A large mailing to interested persons will be pro-  
cessed in the Como Zoo lunch room starting at 10:00 a.m. on Saturday,  
March 27. The volunteer effort is being coordinated and manned by the  
Como Docents and numerous members of the Minnesota Zoological Society.

I thought that perhaps the idea of a room full of  
volunteers preparing thousands of pieces of mail in only one days' time  
might create enough bustling activity to make for some fairly interesting  
pictorial possibilities.

I'll be on hand to assist your photographer in any  
way possible and will take the liberty of calling you in a few days to  
get your reaction to this request.

FOR FURTHER INFORMATION:

James C. McCarthy  
258 Macalester Street  
St. Paul, Minnesota 55105  
(612) 699-9777

FOR IMMEDIATE RELEASE

ZOOLOGICAL SOCIETY

LAUNCHING MEMBERSHIP DRIVE

An intensive statewide membership drive by the Minnesota Zoological Society has been announced by Dr. Valentine O'Malley, St. Paul physician and president of the Society.

The drive will be a seasonal campaign running all spring, from the week of March 22 to the first day of summer, June 22, the date of the annual membership meeting.

Honorary memberships to Governor Wendell R. Anderson and mayors throughout the state will be awarded as part of the campaign.

Mailings to interested persons and organizations and a massive informational and educational effort will accompany the Society's attempt to build support for the master plan of the Minnesota State Zoological Board. The comprehensive plan, currently under study by the state legislature, is designed to incorporate the cultural, social, educational and ecological benefits which will accrue from a major metropolitan zoological garden serving Minnesota and surrounding states.

Commenting on the membership drive, Dr. O'Malley said, "This campaign actually has a two-fold thrust. Our efforts will be directed to support of the state zoo simultaneous with a program of help and assistance in the development of all zoological facilities throughout the state."

The Minnesota Zoological Society was organized several years ago by a group of private citizens whose studies indicated the need for a major zoological garden in Minnesota.

Recently revitalized, the Society has dedicated itself to the realization of the Minnesota Zoological Board's concept of a zoological garden and has enlarged its board of trustees to include representatives of all existing and contemplated Minnesota zoos, including Como, Duluth, Redwood Falls, Mankato and Little Falls. New trustees from numerous Minnesota communities have also been appointed to the Society board.

*Left out Rochester*

MEMORANDUM

To : Minnesota Zoological Society Board of Trustees

From : Valentine O'Malley, M.D., President

Date : March 4, 1971

Subject : 1. Minutes of last two meetings of Board of Trustees

2. Reminder of next Board meeting - 7:30 p.m.,  
Friday, April 2, in the Tozer Room of the St. Paul  
Arts and Science Center, 30 East Tenth Street  
(St. Paul)

3. Summary of membership campaign activities and a  
request for volunteer assistance

As indicated in the memo of March 16, we are sending the minutes of the last two meetings of the Board of Trustees for the general information of those who were unable to attend these meetings and for the corrections, additions, and recommendations regarding their accuracy by those of you who attended. Please review them carefully prior to the April 2 board meeting so that corrections and/or approval can be accomplished in a minimum of time at the most important meeting at the St. Paul Arts and Science Center on Friday, April 2.

As the enclosed memo to the news media indicates, the Como Zoo Docents will spearhead a volunteer effort in which a large mailing will be processed in the Como lunch room this coming Saturday, March 27. Additional volunteers are needed to expedite the mailing which will begin at 10 a.m. on Saturday morning. If any members of your family, friends or others are interested in helping, please have them call the office (699-9777) and we will be delighted to provide the necessary information and an opportunity to take active roles in helping build a larger Society membership.

Our mail campaign, incidentally, encountered a rather severe blow last Friday when the Environmental Bureau had a change of heart regarding our use of their addressograph plates to solicit the 15,000 potential members discussed in the previous memo. It seems that the individual who gave us authorization to use this list, over-stepped her authority and we have subsequently been informed that we cannot use this list for a direct solicitation of memberships. This represents a serious, but not fatal jolt to our membership drive activities. It means, however, that we must make arrangements with the various groups individually to obtain permission to solicit their members. We are in the process of talking with the responsible person from each of these organizations and have been given a rather favorable reception thus far. Actually, this really means that our mail campaign will be conducted over

a longer period of time rather than in one, large, dramatic mailing this coming Saturday. We will be mailing a substantial number of solicitation letters this coming week and will continue to wage an active campaign for memberships during the coming weeks and months.

AN EFFECTIVE MEMBERSHIP CAMPAIGN must be mounted throughout the entire state, and to do so effectively we solicit the help of each of you, particularly our outstate members. Will you please investigate local organizations in your respective communities and make inquiry to see if we could obtain lists of members of similar groups in your area. This would be particularly valuable in areas where there is an active zoological society with which you are affiliated. It would seem that organizations such as this would be extremely interested in joining our efforts to bring a zoological garden to Minnesota and you, by virtue of your membership in both organizations, could best explain our aims and objectives and, hopefully, could obtain the mailing list with a minimum of difficulty.

MINNESOTA ZOOLOGICAL SOCIETY

Minutes - Special Meeting of the Board of Trustees

March 12, 1971

Midway Motor Inn (St. Paul)

The following were present:

Valentine O'Malley, M.D., President	Mrs. Arne Schoeller
Adolf Tobler, Vice-President	John Tilton
Gordon Bailey,	D. D. Wozniak
Fred Cady	Frank Zoubek
Mrs. J. Paul McGee	John Fletcher
Fred Memmer	Philip Ogilvie
Howard Moore	Dennis McCarthy
Lewis Paper	James McCarthy

Dr. O'Malley called the meeting to order at 7:55 p.m., noting that it had originally been planned as a meeting of the Executive Committee but had developed into a special meeting of the Board for those trustees residing in the Twin Cities area to consider the legislative plans now under way by the Minnesota Zoological Board.

Prior to considering the legislative proposals developed by the State Zoological Board, Dr. O'Malley asked Mr. McCarthy to summarize activities and plans for the membership drive.

Mr. McCarthy cited that numerous mailing lists and special letters seeking membership in the Society had been prepared, including a special letter of solicitation to bankers throughout the state from Mr. Dorle, a similar letter to savings and loan officials by Mr. Meyers, a letter from Dr. Cullen to all Minnesota veterinarians and a letter co-signed by Dr. O'Malley and Dr. Douglass to all physicians in Minnesota. These letters were in process and would precede a general letter of solicitation to approximately 15,000 individuals who are currently members of conservation-oriented groups. He explained that mailing lists had been obtained from the groups previously described and arrangements had been made to utilize their addressograph plates to prepare our envelopes for mailing.

He also reported that Dennis McCarthy had made special arrangements with the Minnesota Environmental Control Association through which a general letter of solicitation had been approved by that organization and agreement secured to address approximately 15,000 Zoological Society envelopes to facilitate a massive mailing to individuals who, due to their affiliation with similar groups, could be considered prime candidates for membership. Mr. McCarthy also noted that rather than attempting to obtain a contrived form of publicity, utilizing animals or other such activities, it seemed more prudent to focus attention upon the membership drive by presenting honorary memberships to the governor and various mayors throughout the state. He reported that arrangements had

been made for a presentation to Governor Anderson and that Mayor Stenvig and Mayor McCarty had agreed to participate in this way at dates to be determined later. To provide sufficient time to obtain a large membership in the Society, Mr. McCarthy recommended a campaign that would open on the first day of spring, March 22, and continue until the first day of summer, June 22, thereby providing a reasonable length of time for a membership campaign and a target date for completion of the first drive. In addition to the attendant publicity that would accompany the awarding of honorary memberships to various elected officials and preparation of a massive mailing, he noted that there would be numerous publicity opportunities throughout the campaign that would assist in calling attention to both the Society membership drive and the legislative plans of the State Zoological Board.

Noting that the timing coincided very well, Dr. Ogilvie announced that WCCO-TV had scheduled a one-hour special feature on the proposed Zoological Garden which would be shown at 6:30 p.m., Wednesday, March 24. He recommended that promotional material be prepared and that an attempt be made to have requests for memberships follow the WCCO production. Dr. Ogilvie also reported that the next issue of the State Board's newsletter was in the process of being printed and that a one-page insert could accompany this mailing, provided it be prepared within the next day or so and delivered to central duplicating for insertion in the newsletter, thereby providing free exposure to approximately 5,000 persons throughout the state. The executive secretary was directed to prepare an insert, preferably in newsletter form, to take advantage of this opportunity to reach an additional large number of interested persons.

Turning to specific legislative activities, Dr. O'Malley asked Mr. Tilton and Dr. Ogilvie to summarize activities to date and explain the legislative proposals which had been distributed to those in attendance. (Copy enclosed) *not in mind*

The remainder of the meeting was devoted to an extensive discussion of legislative procedures and an exchange of ideas and recommendations, particularly from Mr. Memmer and Mr. Wozniak whose legislative experience provided many valuable insights into activities and methods of developing support for legislative programs. Mr. Wozniak recommended that the second bill be amended to include a provision for some form of matching funds by local zoos hoping to receive grants from the Minnesota State Zoological Board. It was moved by Mr. Cady, seconded by Mrs. McGee and carried without dissent the Minnesota Zoological Society go on record in support of the legislative program, provided that a stipulation for matching funds by grant recipients be included in the second bill.

3.

Prior to adjournment, consideration was given to possible dates for the next meeting of the Board and the selection of a date for the annual meeting, with Friday, April 2, 7:30 p.m. selected as the date of the next meeting of the Board of Trustees and the annual meeting was scheduled for Tuesday, June 22.

Following a motion by Mr. Wozniak, the meeting was adjourned by unanimous consent at 10:25 p.m.

Respectfully submitted,

James C. McCarthy  
Executive Secretary

**MEMORANDUM**



**To** : Minnesota Zoological Society - Board of Trustees  
**From** : Valentine O'Malley, M.D., President  
**Date** : February 16, 1971  
**Subject** : 1. Summary of action taken at February 13 Board of Trustees Meeting  
2. Minutes of January 16 Board of Trustees Meeting (for those not in attendance at February 13 Meeting)

As indicated above, I am enclosing copies of a resolution which was unanimously approved at our recent Board of Trustees meeting on Saturday, February 13, and copies of a letter which was sent as a result of that meeting. The resolution, following considerable discussion and modification, represents the official Society position regarding the Minnesota Zoological Board concept and plans for a zoological garden.

Because we have not set a date for our next Board meeting and the resolution represents the result of the bulk of the business transacted at last Saturday's meeting, we are not enclosing minutes of the February 13 meeting at this time. Complete minutes will be sent to you later, with an announcement of the date and location of our next meeting.

Minutes of the January 16 meeting were distributed last Saturday; but, for the benefit of those who were unable to attend last week, we are enclosing copies of the January 16 minutes.

The other enclosures are copies of a letter and application blank that have been sent to the former Society members who joined during our 1966 membership campaign. Perhaps you could use them to obtain a few members from among your friends.

**Enclosures**

**P.S.** A few of our Board members, regular and ex-officio, have not yet remitted dues. Perhaps you could use one of the enclosed blanks to do so.

February 14, 1971

Mr. John E. Tilton, Chairman  
Minnesota State Zoological Board  
Suite 112, M.E.A. Building  
55 Sherburne Avenue  
St. Paul, Minnesota 55103

Dear Mr. Tilton:

Herewith is formally transmitted a copy of the resolution adopted February 13, 1971 by the Board of Trustees of the Minnesota Zoological Society.

The resolution, as you see, supports the concept and plans for the new state zoo as presented by your Board to the Minnesota legislature.

There apparently has been some question raised by members of your Board about the mention of sites in Item two of the resolution. The reference to sites should not be interpreted as opposition to the Lebanon Hills site as proposed in the Phase One plans. The sites mentioned would be additional land which could be used for zoo purposes. I hope this clears up that point.

The Board of Trustees of the Minnesota Zoological Society hopes that the 1971 legislature will establish a state zoo and that our group and yours will work as partners in the years ahead to build a unique and valuable zoological garden.

Sincerely yours,

Valentine O'Malley, M.D.  
President  
Minnesota Zoological Society

### Adopted Resolution

The Minnesota Zoological Society, dedicated to the establishment of a major state zoological garden, supports the concept and plan outlined in the proposal of the Minnesota Zoological Board with the following observations:

1. The Society believes that it can be of service in the future planning and development of the zoo and hopes that it will be asked to participate in further refinement of Phase One plans and planning of subsequent phases. The Society feels that there should be greater emphasis on Minnesota exhibits, particularly Minnesota fishlife.
2. The Society urges that the Minnesota Zoological Board accept sites in the metropolitan area such as the Bailey farm which can be obtained through donation or at little basic cost, and utilize these sites in overall planning; such sites could be made available for public use, if not complete zoos, for picnic parks and wildlife refuges.
3. The Society recognizes the basic importance of the financing proposals as outlined in the Zoological Board plan. The Society apprehends that the attendance projections will be challenged and scrutinized because of the necessity to pay off the interest and principal on the bonds. Because of this concern, we believe the Zoological Board and the Minnesota Legislature should review the financing proposals very carefully. The Legislature should appropriate adequate funds for the next biennium for the Zoological Board operations.

## MINNESOTA ZOOLOGICAL SOCIETY

Minutes - Board of Trustees Meeting, January 16, 1971, held  
at the Holiday Inn (St. Paul).

The following were present:

Valentine O'Malley, M.D., President	Mrs. Glenn Ross
Adolf Tobler, Vice President	Mrs. Arne Schoeller
John R. Finnegan, Secretary	R. M. Schneider
Gordon Bailey	Harold B. Shapira
Fred Cady	John Tilton
W. Clough Cullen, D.V.M.	D. D. Wozniak
William Davenport	Frank W. Zoubek
Walter Dorle	John Fletcher
Bruce Douglass, M.D.	P. W. Ogilvie, Ph. D.
Glen Kraywinkle	James McCarthy
Mrs. J. Paul McGee	
Louis H. Meyers	
Joseph T. O'Neill	

President O'Malley called the meeting to order at 10:30 a.m. and extended a brief welcome to all members of the Board of Trustees, particularly the newly appointed members who would be officially installed later in the meeting.

The first item of business was approval of the agenda as distributed to all in attendance. Upon a motion by Mr. Cady and a second by Mr. Tobler, the agenda was unanimously approved.

Minutes of the December 29, 1970, Board meeting, as previously circulated to the Board, were unanimously approved.

### Treasurer's Report:

In the absence of Mr. Barry, Mr. McCarthy reported that \$120.00 had been received in dues from members of the Board of Trustees and had been deposited on January 13. This deposit, added to the amount on hand, resulted in a balance of \$3,222.47 as of January 13, 1971.

### Report of Executive Committee:

A four-part summary of activities by the Executive Committee was presented for consideration and disposition by the Board with the following results:

1. A list of thirteen nominees for membership on the Board of Trustees of the Minnesota Zoological Society, twelve submitted by the State Zoo Board, and Mr. Leonard A. LaShomb, who was nominated by Mr. Tobler, was unanimously approved upon a motion by Mr. Tobler and a second by Mrs. Schoeller.

2. A second recommendation, suggesting that the Society defer employment of a full-time executive secretary until a total of \$30,000.00 was on hand or pledged, was amended upon a motion by Mr. Cady in which the \$30,000.00 figure was deleted by substituting the phrase "until adequate funds in the opinion of the Board of Trustees are available."

The recommendation, as amended, was unanimously approved.

3. Following a general discussion in which recommendations that further consideration be given to establishing various pricing structures and soliciting other similar organizations, the recommendation regarding a special solicitation for \$50.00 membership from all Minnesota banks, was not acted upon. Through general agreement it was decided to defer action, pending investigation and recommendations by a special subcommittee of the Finance Committee.
4. The Board unanimously agreed that the current executive secretary should be authorized to make such purchases as necessary to conduct the business of the Society.

#### Minnesota Zoological Society History:

For the benefit of new Trustees, not conversant with past activities of the Society, Mr. Schneider presented a brief summary of the Society's activities during the past fifteen years to help bring a major zoological garden to the State of Minnesota. The Society, he noted, began in 1955 as an organization dedicated to filling the cages at Como Zoo. During the years, Mr. Schneider reported, the organization had developed from a local to a county to a statewide group that had acquired sites for a zoo, attempted to obtain legislation to create such a facility and had actually played an important role in the legislative session that had developed the Minnesota State Zoological Board.

#### Committee assignments:

In an effort to become operative as quickly as possible, Dr. O'Malley indicated the need for the immediate establishment of various committees and directed the attention of the Board to the suggested list that was included with the materials in the Board books. He thanked those who had accepted the various assignments and asked for preferences from the members present. (The current committee structure is listed on the memorandum of February 3 reminding the Board of the February 6 meeting).

**Membership Drive:**

Commenting on the membership drive, Mr. McCarthy suggested a delegation of authority to a small group (preferably the Executive Committee) so that decisions could be made rather quickly concerning the mechanics of launching a membership drive. He indicated a belief that a three-part campaign was in order, consisting of the following components:

1. A general drive for \$10.00 family memberships, designed to broaden the strength and size of the Society and increase its general effectiveness. While not particularly rewarding from a financial basis, Mr. McCarthy indicated a belief that a large membership would be essential to the success of the organization.
2. A special drive, similar to the suggested appeal to banks, to obtain operating funds based upon a membership cost of approximately \$50.00.
3. A campaign for large contributions from a relatively few number of individuals, firms and foundations.

Mr. McCarthy also noted that immediate planning was necessary to determine the mechanics of the campaign and that various questions such as the benefits of the \$10.00 membership to the prospective member, target date for official launching of the campaign, a heavy publicity and promotional campaign and the solicitation of members of all zoological societies from throughout the state were key factors in the planning of a general membership campaign.

In the course of the general discussion, it was agreed that the membership campaign would be directed primarily by the Membership Committee, contingent upon approval of the Executive Committee and subsequently of the Board of Trustees.

The discussion also indicated a need for change in the Bylaws regarding categories of membership, fees for the various types of membership, etc. A feasible way of handling this, it was agreed by the Board, would be for the Membership Committee to study the current Bylaws, assess their workability, and make recommendations to the Bylaws Committee to implement the desired changes. At this point, Dr. Ogilvie strongly recommended that all memberships be of an annual nature with no provision for life membership except as honorary memberships.

Following a motion by Mr. Cady and a second by Mr. Schneider, the above course of action was unanimously approved.

Because the pre-determined time for adjournment was close at hand, Dr. O'Malley announced that our tax status was being studied by Mr. Wozniak and Mr. Wozniak had indicated in a letter that there seemed to be no urgency at this point regarding a definitive determination of the tax status of the association. Mr. Wozniak indicated that he would pursue this matter and report his findings to the Board of Trustees at a subsequent meeting.

At this point Senator Joseph O'Neill, a member of the Society's Board of Trustees and primary sponsor of the Zoo Bill, emphasized the importance of support by the Society, noting that the bill would be prepared during the next couple of weeks with the hope that it could be included, in short form with provisions for bonding authority, in the budget message of the Governor. Senator O'Neill indicated a belief that it was going to be difficult to obtain legislative approval, but it was his conviction that it was a strong program and the cooperation of the Zoological Society and Zoological Board would be big factors in the ultimate success of the legislation. Prior to adjourning, Dr. O'Malley suggested the need for another meeting of the Board within the very near future. Following a brief discussion, it was moved by Mr. Cady, seconded by Mrs. Schoeller, and unanimously agreed that the next meeting of the Board of Trustees would be held at 10:30 a.m., Saturday, February 6, in the St. Paul Arts and Science Center.

The meeting was adjourned at 12:20 p.m.

Respectfully submitted,

John R. Finnegan  
Secretary

MINNESOTA ZOOLOGICAL SOCIETY

Minutes - Board of Trustees Meeting

February 13, 1971

St. Paul Arts and Science Center

The following were present:

Valentine O'Malley, M.D., President	Fred Memmer
Adolf Tobler, Vice President	Walter Miller
John R. Finnegan, Secretary	Howard Moore
John Barry, Treasurer	R. M. Schneider
Gordon Bailey	John Tilton
William Davenport	Elaine Bressie
David F. Dunn	Dennis McCarthy
	James McCarthy

President O'Malley called the meeting to order at 10:55 a.m.

The first order of business was approval of the agenda as distributed to all in attendance. Upon a motion by Mr. Schneider and a second by Mr. Bailey, the agenda was unanimously approved.

Minutes of the January 16, 1971, meeting, as previously circulated to the Board, were unanimously approved.

Treasurer's Report:

Mr. Barry reported a balance on hand of \$2,557.25.

Report of Executive Secretary:

Mr. McCarthy gave a brief summary of activities since the last meeting of the Board of Trustees in which he reported that the exhibit and preliminary membership solicitation at the veterinarian's convention seemed to be a public relations success; but thus far, had shown few tangible benefits in the obtaining of new members. He indicated, however, that considerable interest had been shown by those in attendance and it seemed reasonable to expect that a follow-up solicitation for membership in the near future would yield direct benefits to the Society. He then introduced his son, Dennis, explaining that Dennis had started working with him recently and had been assigned primarily to the Zoological Society to assist in the membership campaign. Because Dennis had handled the veterinarian's convention exhibit, he commented briefly on this event, noting that two airlines stewardesses had been obtained, without cost, to staff the booth and had agreed to assist the Society with further activities. Como zoo, he reported, had provided a lion cub to help call attention to the booth and a picture of the lion and stewardesses appeared in the St. Paul newspapers.

Master Plan of the Zoological Board:

Noting that the primary purpose of this meeting was for action upon the concept presented by the State Zoological Board at the

last meeting of the Society, Dr. O'Malley called for discussion of the Zoo Board's Master Plan. Mr. Miller, indicating that a specific document would facilitate this discussion, introduced a suggested resolution which summarized a basic position the Society might take. (Copy enclosed) Emphasizing the fact that the resolution presented merely a tentative basis for discussion and that it was not prepared at society expense, Mr. Miller read the three-part resolution, and moved its acceptance. The motion was seconded by Mr. Schneider.

To expedite discussion, Dr. O'Malley suggested a part-by-part consideration of the resolution. Following an extensive discussion of section one, it was moved by Mr. Moore, seconded by Mr. Barry and unanimously approved that this portion of the resolution be amended by inserting the word 'further' before the word 'refinement' in sentence one and deleting the last two sentences of this portion of the resolution. During discussion of the proposed amendment, Mr. Tobler moved to modify the primary amendment by deleting only sentence three of section one of the recommended resolution. This motion was seconded by Mr. Bailey and unanimously approved. It was followed by subsequent unanimous approval of section one as amended. (e.g. insertion of the word 'further' before the word 'refinement' in sentence one and the deletion of sentence three).

Turning to a discussion of section two of the suggested resolution, it was moved by Mr. Tilton, seconded by Mr. Schneider, and unanimously approved as written.

Following the brief discussion of section three, it was moved by Mr. Miller and seconded by Mr. Schneider that this portion of the resolution be adopted. Following an extensive discussion of section three, dealing with the financing proposals outlined in the Zoological Board plan and Society recommendations concerning them, Mr. Memmer moved to amend this portion of the resolution by substituting the following wording to replace section three as originally written:

"The Society recognizes the basic importance of the financing proposals as outlined in the Zoological Board plan. The Society apprehends that the attendance projections will be challenged and scrutinized because of the necessity to pay off the interest and principal on the bonds. Because of this concern, we believe the Zoological Board and the Minnesota Legislature should review the financing proposals very carefully. The Legislature should appropriate adequate funds for the next biennium for the Zoological Board operations."

Following a second by Mr. Davenport, the revised section three was unanimously approved.

The amended resolution (copy enclosed) was approved by unanimous consent.

**Old Business:**

In the absence of any specific items of old business, Mr. Tilton commended the Board for the development of a highly workable resolution and repeated the offer of the Minnesota State Zoological Board to provide office help and space to the Society to facilitate the development of a major membership drive.

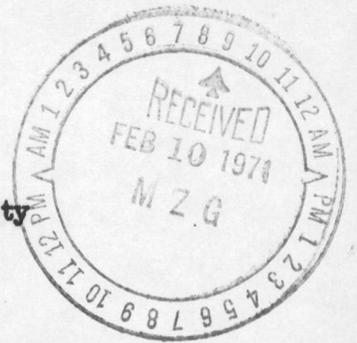
The meeting was adjourned at 12:30 a.m. for a luncheon to be followed by committee meetings.

Respectfully submitted

John R. Finnegan  
Secretary

MEMORANDUM

To : Board of Trustees - Minnesota Zoological Society  
From : Valentine O'Malley, M.D., President  
Date : February 9, 1971  
Subject : Rescheduled Board of Trustees meeting - 10:30 a.m. -  
Saturday, February 13 - St. Paul Arts and Science Center  
Minutes of January 16 meeting



Hoping that we've had our last bout with Minnesota's severe weather, and as indicated in the telephone message postponing last Saturday's meeting, this note will confirm our Board meeting this coming Saturday, February 13, at 10:30 a.m. in the St. Paul Arts and Science Center.

The Arts and Science Center occupies the block bounded by Wabasha, Tenth, Cedar and Exchange Streets. Our meeting and luncheon will be held in the Members' Lounge on the top floor. For ease of parking and ready access to the elevator, I would suggest that you park in the City Health Department's lot, located on Tenth Street, and use the Tenth Street (near Cedar) entrance to the Arts and Science Center.

Because we must guarantee the number of luncheons, will you please call our office (698-1926 or 699-0166 - Area Code 612) if you will be UNABLE TO ATTEND.

As we planned last week, our committees are asked to meet (in the Arts and Science Center) following the luncheon. It would seem that we can accomplish a great deal, with less infringement upon your time, by combining meeting dates and locations for the entire Board and individual committees.

Again, in the interests of expediting and saving time, I would suggest you review the enclosed minutes of the last Board meeting prior to our meeting this Saturday. (SEE NOTE BELOW.)

Thank you for your continued guidance and support. I hope to see all of you at the St. Paul Arts and Science Center, 30 East 10th Street, at 10:30 a.m. on Saturday, February 13.

Enclosure (NO ENCLOSURE: MINUTES WILL BE DISTRIBUTED AT SATURDAY'S MEETING.)

MINNESOTA ZOOLOGICAL SOCIETY

January 16, 1971

AGENDA

- I. 10:30 a.m. - Call to Order and Welcome to New Board Members ✓
- II. Approval of Agenda ✓
- III. Minutes of Previous Meeting ✓
- IV. Treasurer's Report ✓
- V. Report of Executive Committee ✓
- VI. Summary of Minnesota Zoological Society History ✓
- VII. Committee Assignments ✓
- VIII. Old Business
  - A. Membership Drive
- IX. New Business
- X. 12:00 Noon - Adjournment

MINNESOTA ZOOLOGICAL SOCIETY

Minutes - Board of Directors meeting - December 29, 1970, held at the St. Paul Arts and Science Center.

The following were present:

Valentine O'Malley, M.D., President	Mrs. J. Paul McGee
Adolf Tobler, Vice President	Howard Moore
John R. Finnegan, Secretary	Raymond M. Schneider
Gordon Bailey	Mrs. Arne Schoeller
Jerome Bilder	John Fletcher
Cecil March	James McCarthy

President O'Malley called the meeting to order at 8:20 p.m.

The first order of business was the disposition of the minutes of the November 24 and the December 15 meetings. The minutes, as previously circulated to the Board, were unanimously approved.

Treasurer's Report:

In the absence of Mr. Barry, President O'Malley indicated that because there had been no expenditures, the balance on hand would be the same as that of the last meeting, \$3,541.46. Commenting upon the financial position of the Society, Mr. Schneider asked for clarification regarding the current holdings of the Society, particularly the Bailey site. Mr. Bailey explained that 80 acres had been deeded to the Society with the stipulation that it be used for zoo purposes within ten years. If this were not done, this land would revert to Washington County. Mr. Bailey also noted that there was an additional 87 acres adjoining the 80-acre tract that was available to the Society on a similar basis.

In the subsequent discussion, it was indicated that additional land adjoining these two sections would be available for purchase to be used for a zoo. Mr. Tobler indicated a belief that a \$400.00 earnest money down-payment had been made on this land in behalf of the Society by Mr. Harmon. He said that it was his recollection that the money was held until July, 1970, at which time the \$400.00 paid by Mr. Harmon had been forfeited.

Bylaws Revision:

Turning to the specific reason for which this special meeting of the Board had been called, Dr. O'Malley and Mr. Finnegan summarized the second meeting with the State Zoological Board, citing the general agreement between the two groups and the approval, in principle, of the recommended Bylaws changes which were discussed at the December 15 meeting of the Minnesota Zoological Society Board. In response to Dr. O'Malley's request for questions regarding the various meetings, Mr. March inquired about the Viking League which had been discussed by the two organizations prior to the decision to reactivate the Minnesota Zoological Society. Following a brief discussion in which clarification of the fact that the Viking League had been a tentative proposal by the State Zoological Board at a time when the future activities of the Minnesota Zoological Society had not been clearly defined, Mr. Finnegan proceeded with the recommended changes to the Bylaws of the Society and proposed amendments, and action taken upon each was as follows:

Mr. Finnegan recommended that Article III, Section 1, which had read, "The property, affairs and business of the corporation shall be managed by a Board of Directors consisting of not more than 35 members, aided, as permitted by the statutes of Minnesota, by an Executive Committee. All but five of the members must be elected by and from the membership. Five of said members may be ex officio, the mayors or other members of governing bodies of such governments as may be involved in any agreement with the Society for a zoological garden owned by such governing body or bodies; provided such ex officio members shall be non-voting members" be amended in the following manner:

"Article III, Section 1, General Powers. The property, affairs and business of the corporation shall be managed by a Board of Trustees consisting of not more than 35 members.

"All but seven of the members must be elected by and from the membership. Elections will be held annually by mail ballot. One-third of the trustees will be elected each year. In 1971, the trustees will be elected for one, two and three-year terms. Balloting shall take place one month prior to the annual meeting, with voters given two weeks to vote and return their ballots. All trustees will take office at the annual meeting.

"Seven trusteeships shall be reserved for the presidents of affiliated zoological societies in Minnesota and the chairman of the Minnesota Zoological Board or their designated representatives.

"All zoo directors in Minnesota shall serve as ex-officio non-voting members of the Society Board."

Acceptance of this amendment was unanimously approved following a motion by Mr. Tobler and a second by Mr. March.

Mr. Finnegan then recommended that Article IV, Section 2, originally reading, "The officers of the corporation shall be elected annually by the Board of Directors. Each officer, except such officers as may be appointed in accordance with the provisions of Section 3 of this Article III, 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," be amended to read,

"Article IV, Section 2, Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Trustees following the annual meeting. Each officer, except such officers as may be appointed in accordance with the provisions of Section 3 of this Article III, 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."

Approval of this amendment was moved by Mr. Finnegan, seconded by Mrs. McGee and unanimously carried.

Article VII, which originally read as follows, "The Board of Directors may, by unanimous affirmative action of the entire Board, designate two or more of

their number to constitute an Executive Committee, which, to the extent determined by unanimous affirmative action of the entire Board, shall have and exercise the authority of the Board in the management of the business of the corporation. Any such Executive Committee shall act only in the interval between meetings of the Board, and shall be subject at all times to the control and direction of the Board" be amended as follows:

"Article VII. The officers of the corporation shall serve as an Executive Committee and shall have and may exercise the authority of the Board in management of the business of the corporation. The president of the Society may designate one or two other directors to sit on the committee with approval of a majority of the Board of Trustees. Any such Executive Committee shall act only in the interval between meetings of the Board. The Executive Committee must report all of its actions for ratification by the Board at the next regular meeting."

Following a motion by Mr. Tobler and a second by Mrs. McGee, this amendment was unanimously approved.

At this point Mr. Finnegan recommended a general change in wording throughout the Bylaws to replace the word "directors" with "trustees." He explained this change would avoid confusion with the term "Board of Directors" as used by the State Zoological Board. Acceptance of this change was unanimously approved following a motion by Mrs. McGee and a second by Mrs. Schoeller.

Mr. Finnegan next proposed that Article VIII, Section 1, referring to committees, be changed to read as follows:

"Article VIII, Section 1, Committees. The following committees will be permanent standing committees of the Society: Executive Committee; Membership; Research and Education; Conservation, Propagation and Preservation of Endangered Species; Budget and Finance; Information and Public Relations.

"Section 2. Special committees may be set up from time to time by the president.

"Section 3. A Nominating Committee shall be set up annually to nominate officers of the Society. Nominations may also be made by the membership by the filing of a petition containing signatures of a minimum of 25 Society members. Such petition must be filed no later than 30 days prior to the mailing of the election ballot or 60 days prior to the annual meeting.

"Section 4. The Director of the Minnesota Zoological Garden shall be an ex-officio non-voting member of all Society committees. Directors of other state zoos may be named ex-officio members of any committees at the pleasure of the president."

Mr. Finnegan noted that acceptance of these additional amendments would require a renumbering of the subsequent articles:

The foregoing amendments, upon a motion by Mr. March and a second by Mr. Tobler, were unanimously approved.

Consistent with the new numbering sequence of the remaining articles, Mr. Finnegan recommended the adoption of a new Article IX to read as follows:

"Upon dissolution or liquidation of the corporation, all of its assets shall pass to and vest in the State of Minnesota for the benefit of the Minnesota Zoological Garden."

Mrs. Schoeller moved the adoption of this amendment. Following a second by Mr. Bailey, it was unanimously approved.

Concluding his proposed amendments to the Bylaws, Mr. Finnegan recommended that Article II, Section 1, which had read as follows, "Annual and Family Memberships. A) Any individual may acquire an annual membership. B) Any man and wife may acquire a family membership. C) Annual dues of annual members shall be \$5.00 and of family members \$15. D) Any member who shall fail to pay his or their annual dues within three months after notice that they have become due shall cease to be a member. The Board of Directors may for good cause shown reinstate any delinquent member" be revised to read:

"Article II, Section 1. Annual active voting memberships shall be established. The annual dues will be set yearly by the board of trustees.

"A membership will include the family of the member but will have only one vote."

Approval of this change was unanimously carried following a motion by Mrs. Schoeller and a second by Mr. Bilder.

To expedite the mechanics of launching a membership drive in the immediate future, it was moved by Mr. Bailey, seconded by Mrs. Schoeller, and unanimously approved that a \$10.00 fee for annual family membership be established for the forthcoming campaign. At this juncture Mr. Tobler transmitted his \$10.00 for the purchase of the first of these memberships to the executive secretary. His action was followed by all members of the Board and the executive secretary was instructed to make appropriate arrangements to obtain membership dues from all Board members not in attendance.

A general discussion regarding the next meeting of the full Board, including the new members yet to be appointed, and representatives of the State Zoological Board, was discussed. Because mid-January seemed to be an appropriate time, it was moved by Mr. Finnegan, seconded by Mr. Tobler and unanimously approved that the next meeting of the Board should be held at 10 a.m. on Saturday, January 16, in a place to be determined by the Executive Committee. The Executive Committee was also authorized to take appropriate steps to launch the general membership drive as soon as feasible.

Commenting on the membership drive, Dr. O'Malley explained that he had discussed the booklet being prepared by the Minnesota State Zoological Board with Dr. Ogilvie. The booklet, he explained, would be going to press within the next day or so and Dr. Ogilvie had asked that a determination be made regarding the quantity the Minnesota Zoological Society would be interested in purchasing, at an approximate

cost of \$2.00 per copy. The Executive Committee, upon a motion by Mr. March and a second by Mr. Tobler, was authorized to determine the quantity that would be purchased by the Society.

As a means of facilitating the work of the Society, Dr. O'Malley directed the attention of the Board to the listing of committee possibilities which had been distributed at the beginning of the meeting. Following a brief discussion of the roles of the various committees, all members in attendance accepted the suggested assignments as indicated on the list. (Copy enclosed.) The executive secretary was instructed, in his next mailing to the Board, to seek the preferred committee assignments of those Board members not in attendance at this meeting.

There being no further business, the meeting was adjourned at 10:30 p.m.

Respectfully submitted,

John R. Finnegan  
Secretary

MINNESOTA ZOOLOGICAL SOCIETY  
Report of Executive Committee  
January 16, 1971

Members of the Minnesota Zoological Society's Executive Committee (Dr. O'Malley, Mr. Finnegan and Mr. Tobler) met on Saturday, January 9, and - pending ratification by the Board of Trustees - approved the following actions and recommendations:

1. Unanimously approved the list of nominees submitted for membership on the Board of Trustees of the Minnesota Zoological Society by Mr. Tilton and Dr. Ogilvie, in behalf of the Minnesota State Zoo Board. (Eleven persons were presented during a meeting with Mr. Tilton and Dr. Ogilvie on Saturday, January 9. A twelfth candidate, bringing the Board to its authorized total of 35, was submitted on Monday, January 11, and was also unanimously approved on that date.) OK

In the course of the meeting, the Executive Committee, Mr. Tilton and Dr. Ogilvie agreed that Mr. Tobler should be authorized to seek a prominent labor figure and offer him a position on the Society's Board of Trustees. OK

2. Unanimously agreed that, although a full-time executive secretary would be a significant asset to the Society, to defer such action until ~~a total of \$30,000.00 on hand or pledged, was available for Society operations.~~ OK  
*ade funds are available*
3. Approved an immediate (as soon as feasible) letter of solicitation to be sent to all Minnesota banks. The letter, suggested and drafted by Mr. Tilton, was subsequently modified with the recommendation that two letters be sent--one seeking single memberships at \$50.00 each; the other requesting the purchase of multiple memberships, at the same cost, by larger banks.
4. Authorized the current executive secretary to make such purchases as necessary (general supplies, books for Trustees, etc.) to conduct the business of the Society. OK

The Executive Committee respectfully submits this report and moves approval of the items listed above.

MINNESOTA ZOOLOGICAL SOCIETY BOARD OF TRUSTEES

Officers

President:

Valentine O'Malley, M.D.  
1960 Summit Avenue  
St. Paul, Minnesota 55105  
(222-4421)

Vice President:

Adolf Tobler  
915 Edmund Avenue  
St. Paul, Minnesota 55104  
(225-4204)

Secretary:

John R. Finnegan, Executive Editor  
Northwestern Publications  
55 East Fourth Street  
St. Paul, Minnesota 55101  
(226-0301)

Treasurer:

John E. Barry, Vice President  
American National Bank  
419 Robert Street  
St. Paul, Minnesota 55101  
(228-2247)

Trustees

Gordon Bailey  
Bailey Nurseries, Inc.  
1325 Bailey Road  
St. Paul, Minnesota 55119  
(459-9774)

Jerome Bilder  
649 Como Avenue  
St. Paul, Minnesota 55103  
(489-1927)

Edward Buchanan  
903 Northland Avenue  
Duluth, Minnesota 55804  
(318-724-8884, 525-4559)

Fred Cady  
Honeywell, Inc.  
2701 Fourth Avenue South  
Minneapolis, Minnesota 55408  
(332-5200)

Dr. W. Clough Cullen  
730 South Front  
Mankato, Minnesota 56001  
(507-388-5666, 507-345-3381)

William Davenport  
1158 West Skillman  
~~St. Paul~~, Minnesota 55113  
(631-2205, 488-3920)

Walter Dorle, President  
Northwestern State Bank  
875 Minnehaha Avenue  
St. Paul, Minnesota 55101  
(771-5555)

Dr. Bruce Douglass  
Department of Medicine, Mayo Clinic  
~~200 First Street SW~~  
Rochester, Minnesota 55901  
(507-282-2511, 507-289-1002,  
~~507-286-2468~~)

Tom Ehlers  
521 East Third Street  
Redwood Falls, Minnesota 56283  
(507-637-8080)

Stanley Hubbard  
KSTP-TV  
3415 University Avenue  
St. Paul, Minnesota 55114  
(645-2724)

Glen Kraywinkle, Manager  
Chamber of Commerce  
Little Falls, Minnesota 56345  
(632-5509)

5155

Roseville

Donald E. Lease  
Route 3  
Box 83  
Stillwater, Minnesota 55082  
(439-3421, 224-5544, Extension 4690)

Cecil C. March  
16 Buffalo Road  
North Oaks, Minnesota 55110  
(484-1619)

Mrs. J. Paul McGee  
2867 Burnham Boulevard  
Minneapolis, Minnesota 55116  
(377-0630)

Mrs. Helen E. McMillan  
House of Representatives  
State Capitol  
St. Paul, Minnesota  
1230 Second Drive  
Austin, Minnesota 55912

Fred P. Memmer  
666 LaBore Road  
St. Paul, Minnesota 55117  
(774-8731)

Louis H. Meyers  
Twin City Federal Savings & Loan  
395 Robert Street  
St. Paul, Minnesota 55101  
(227-7061)

Walter Miller, General Manager  
Union Brass and Metal  
501 Lawson Avenue W. (489-1331)  
St. Paul, Minnesota 55117

Howard I. Moore  
2843 Churchill  
St. Paul, Minnesota 55113  
(484-0180)

John W. Mooty  
Roanoke Building  
109 South Seventh Street  
Minneapolis, Minnesota 55402  
(339-9501)

Joseph T. O'Neill  
1381 Summit Avenue  
St. Paul, Minnesota 55105  
(229-9505)

227-

Richard Ordway  
Ordway Street  
Dellwood  
White Bear Lake, Minnesota 55110  
(429-4774, 224-8881)

Lewis Paper  
1944 Bayard Avenue  
St. Paul, Minnesota 55116  
(631-1111)

D. Eugene Phillips  
1502 Sixth Avenue S.  
Moorhead, Minnesota 56560  
(218-236-2843, 218-236-1331)

Mrs. Glenn Ross  
Box 106  
Route 5  
~~Christmas Lake~~, Highway 41  
Excelsior, Minnesota 55331  
(474-6867)

Dr. Joseph D. Rossillon  
Southwest Minnesota State College  
Marshall, Minnesota 56258  
(507-537-7282, 507-532-6356)

Mrs. Arne Schoeller  
1924 James Avenue South  
Minneapolis, Minnesota 55403  
(377-3608)

R. M. Schneider  
The Catholic Bulletin  
244 Dayton Avenue  
St. Paul, Minnesota 55102  
(227-8271)

Harold B. Shapira  
1832 Colvin Avenue  
St. Paul, Minnesota 55116  
(698-3831)

John Tilton  
3200 Calhoun Parkway  
Minneapolis, Minnesota 55416  
(920-6902)

D. D. Wozniak  
538 Minnesota Building  
St. Paul, Minnesota 55101  
(227-9494)

Frank W. Zoubek <sup>588-</sup>  
~~1885 North Chatsworth (489-3318)~~  
St. Paul, Minnesota 55113

MINNESOTA ZOOLOGICAL SOCIETY BOARD OF TRUSTEES  
EX OFFICIO MEMBERS

David F. Dunn, Director  
Parks and Recreation Department  
Olmsted County Courthouse  
Rochester, Minnesota 55901  
(507-282-2157, 507-288-6961)

John Fletcher, Director  
Como Zoo  
Kaufman Drive, Midway Parkway  
St. Paul, Minnesota 55103  
(488-3221, 645-2496)

Basil Norton, Director  
Duluth Zoo  
7210 Fremont Street  
Duluth, Minnesota 55807  
218-624-1502)

Dr. P. W. Ogilvie, Director  
Minnesota Zoological Garden  
Suite 112, M.E.A. Building  
55 Sherburne Avenue  
St. Paul, Minnesota 55103(636-3755)

Tom Tyson, Director  
Redwood Falls Zoo  
412 South Minnesota Street  
Redwood Falls, Minnesota 56283  
(507-637-2661)

Otto Uecker, Chairman  
Parks and Recreation Department  
Little Falls, Minnesota 56345  
(612-632-6671)

AGENDA

MINNESOTA ZOOLOGICAL SOCIETY

Board Meeting - December 29, 1970

- I. Call to Order
- II. Minutes of November 24 and December 15 Meetings
- III. Treasurer's Report
- IV. Explanation and Action of Bylaws Amendments
  - A. Expansion of Board to 35
  - B. Zoo Directors ex-officio Board members
  - C. State Zoo Director ex-officio member of all permanent committees
  - D. Ten-dollar family memberships
- V. Committee Assignments -
  - A. (See attached list)
- VI. Plans for Membership Drive
  - A. Opening, duration, procedure, benefits, etc.
  - B. Newsletter (Format and Frequency)
- VII. Planning of Next Board Meeting
  - A. Date, time, place, procedure, etc.
- VIII. Additional Business
- IX. Adjournment

COMMITTEE POSSIBILITIES

LEGAL:

Wozniak  
Memmer  
Fox

BYLAWS:

Miller  
Finnegan  
O'Neill  
Cady  
and 3 outstate

FINANCIAL:

Barry  
Cady  
Dorle  
Meyers  
and 2 outstate

EXECUTIVE:

Officers &  
Mrs. McGee

MEMBERSHIP

Mrs. Schoeller  
Tobler  
Mrs. McGee  
March  
Ordway  
Moore  
Bailey  
Bilder  
and 6 outstate

*Davenport*  
*Kragwinkel*

INFORMATION AND  
PUBLIC RELATIONS:

Schneider  
Hubbard  
Shapira

RESEARCH AND EDUCATION:

Mooty  
Salyards

CONSERVATION, PROPAGATION  
and PRESERVATION:

*Foundations and Grants*

MEMORANDUM

To : Board of Trustees - Minnesota Zoological Society  
From : Valentine O'Malley, M.D., President  
Date : January 7, 1971  
Subject : 1. Minutes of December 29 meeting of the Minnesota Zoological Society Board of Directors (Trustees)  
2. Announcement of EXTREMELY IMPORTANT Board Meeting and comprehensive presentation of zoo plans by the Minnesota Zoological Society Board



10:00 a.m. - Saturday, January 16 - Holiday Inn - St. Paul

NOTE: This meeting, the first with our newly-appointed Board members and the Minnesota State Zoological Board will include ratification and/or revision of plans made by the Executive Committee for the membership drive, final committee assignments and general planning of Minnesota Zoological Society activities during the coming months. PLEASE MAKE EVERY EFFORT TO ATTEND. (10:00 a.m. - Saturday, January 16 - Holiday Inn - St. Paul)

Most of the pertinent information has been listed above, so I'll just briefly reemphasize the importance of this forthcoming meeting which will follow this schedule:

10:00-10:30 Coffee and get-acquainted session with new Board members  
10:30-12:00 First meeting of full Board of Minnesota Zoological Society  
12:00-12:30 Luncheon (Dutch Treat) for both Boards  
1:30 Presentation of plans by the Minnesota Zoological Board

Again, may I urge each of you to make every effort to attend this most important meeting which promises to be an occasion upon which we will take a major step toward translating our hopes for a state zoological garden into a reality.

I would appreciate your checking the enclosed list of tentative committee assignments and letting me or Mr. McCarthy know if they meet your preference. (Incidentally, those of you not in attendance at the December 29 meeting will note in the minutes that all Board members present at the meeting purchased memberships. You may want to send a check for \$10.00, payable to the Minnesota Zoological Society to me or to Mr. McCarthy, c/o Minnesota Zoological Society, 258 Macalester Street, St. Paul, Minnesota 55105.)

DIRECTIONAL NOTE: The Holiday Inn is located near the State Capitol just north of Freeway 94. Take the Marion Street exit.

Enclosures

MEMORANDUM

To : Board of Trustees - Minnesota Zoological Society

From : Valentine O'Malley, M. D., President

Date : January 12, 1971

Subjects : 1. Welcome to New Board Members

2. Reminder of Meeting - 10:00 a.m. - Saturday,  
January 16 - Holiday Inn - St. Paul  
(Near State Capitol - just north of Freeway 94  
at Marion Street exit)

3. Minutes of Previous Meetings for New Board Members

Because time is very short, I hope this note will serve as a preliminary welcome to the new Trustees of the Minnesota Zoological Society and a most cordial invitation to attend the first meeting of our newly-expanded Board at the Holiday Inn (St. Paul) this coming Saturday, January 16.

I am looking forward to becoming acquainted with you at this most important meeting when we will be joined by the Minnesota State Zoo Board for luncheon and be given a full presentation of the plans for the Minnesota Zoological Garden.

The minutes, which are enclosed for our new Trustees, will provide a measure of general background information and will be supplemented extensively in both written and oral forms during Saturday's meeting.

In behalf of our executive committee and entire Board of Trustees, I wish to reaffirm our pleasure for your willingness to give of your time and talent as we work toward the establishment of a major-league zoological garden for the state of Minnesota. I am looking forward to a mutually pleasant and profitable association during the months and years ahead. Hope to see all of you on Saturday.

Enclosure

## Zoo Society Plans Revival *Mpls Trib 12/31*

The Minnesota Zoological Society, dormant since the creation of the Minnesota Zoological Board, will try to reestablish itself as an independent citizens organization, the society's executive secretary said Wednesday.

James C. McCarthy said that the society's board of directors voted Tuesday night to expand to 35 members, an increase of seven,

including representatives of societies throughout the state. In addition, five ex-officio members will be replaced by five new members named by the zoo board.

The purpose of the changes, McCarthy said, is to make the society kind of a "friendly critic or evaluator" as well as to support the establishment of a major zoo in the Twin Cities area.

## MINNESOTA SOCIETY *Mpls Star 12/30* More zoos envisioned

The Minnesota Zoological Society, a private organization which in 1962 began promoting a Twin Cities area zoo, is going to restructure its membership, work for more state zoos and secure representation statewide.

It is a separate organization from the state group, the Minnesota Zoological Board, which is planning the metropolitan

zoo to be located in Apple Valley in Dakota county.

The society has been relatively inactive since the state zoo board was established, but now has

indicated a regeneration and broader scope of activities, said Dr. Valentine O'Malley, society president.

A drive for members throughout the state is slated to start next month, said the St. Paul physician. Some of the society's aims include promotion of plans for the development of smaller zoos and environmental and ecological areas throughout the state.

John

## COMMITTEE POSSIBILITIES

### LEGAL:

Wozniak  
Memmer  
Fox

### BYLAWS:

Miller  
Finnegan  
O'Neill  
Cady  
and 3 outstate

### FINANCIAL:

Barry  
Cady  
Dorle  
Meyers  
and 2 outstate

### EXECUTIVE:

Officers &  
Mrs. McGee

### MEMBERSHIP

Mrs. Schoeller  
Tobler  
Mrs. McGee  
March  
Ordway  
Moore  
Bailey  
Bilder  
and 6 outstate

### INFORMATION AND PUBLIC RELATIONS:

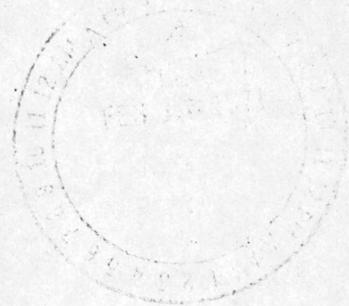
Schneider  
Hubbard  
Shapira

### RESEARCH AND EDUCATION:

Mooty  
Salyards

### CONSERVATION, PROPAGATION and PRESERVATION:

February 15, 1971



Mr. John Tilton, Chairman  
Minnesota Zoological Board  
Room 112, Capital Court Building  
55 Sherburne Avenue  
St. Paul, Minnesota 55103

Dear Mr. Tilton:

It is my opinion that the resolution of the Board of Trustees of the Minnesota Zoological Society at the February 13, 1971 meeting was not opposed to the plans of the Minnesota Zoological Board.

I feel that the Society's support of the concepts and plans of the Minnesota Zoological Board is expressed in the first sentence of the resolution. The observations noted in the body of the resolutions indicate positive support for a state zoo.

Sincerely,

A handwritten signature in dark ink, which reads "Valentine O'Malley". The signature is written in a cursive style.

Valentine O'Malley, M. D.  
President  
Minnesota Zoological Society

## MINNESOTA ZOOLOGICAL SOCIETY

Minutes - Board of Directors meeting - December 29, 1970, held at the St. Paul Arts and Science Center.

The following were present:

Valentine O'Malley, M.D., President	Mrs. J. Paul McGee
Adolf Tobler, Vice President	Howard Moore
John R. Finnegan, Secretary	Raymond M. Schneider
Gordon Bailey	Mrs. Arne Schoeller
Jerome Bilder	John Fletcher
Cecil March	James McCarthy

President O'Malley called the meeting to order at 8:20 p.m.

The first order of business was the disposition of the minutes of the November 24 and the December 15 meetings. The minutes, as previously circulated to the Board, were unanimously approved.

### Treasurer's Report:

In the absence of Mr. Barry, President O'Malley indicated that because there had been no expenditures, the balance on hand would be the same as that of the last meeting, \$3,541.46. Commenting upon the financial position of the Society, Mr. Schneider asked for clarification regarding the current holdings of the Society, particularly the Bailey site. Mr. Bailey explained that 80 acres had been deeded to the Society with the stipulation that it be used for zoo purposes within ten years. If this were not done, this land would revert to Washington County. Mr. Bailey also noted that there was an additional 87 acres adjoining the 80-acre tract that was available to the Society on a similar basis.

In the subsequent discussion, it was indicated that additional land adjoining these two sections would be available for purchase to be used for a zoo. Mr. Tobler indicated a belief that a \$400.00 earnest money down-payment had been made on this land in behalf of the Society by Mr. Harmon. He said that it was his recollection that the money was held until July, 1970, at which time the \$400.00 paid by Mr. Harmon had been forfeited.

### Bylaws Revision:

Turning to the specific reason for which this special meeting of the Board had been called, Dr. O'Malley and Mr. Finnegan summarized the second meeting with the State Zoological Board, citing the general agreement between the two groups and the approval, in principle, of the recommended Bylaws changes which were discussed at the December 15 meeting of the Minnesota Zoological Society Board. In response to Dr. O'Malley's request for questions regarding the various meetings, Mr. March inquired about the Viking League which had been discussed by the two organizations prior to the decision to reactivate the Minnesota Zoological Society. Following a brief discussion in which clarification of the fact that the Viking League had been a tentative proposal by the State Zoological Board at a time when the future activities of the Minnesota Zoological Society had not been clearly defined, Mr. Finnegan proceeded with the recommended changes to the Bylaws of the Society and proposed amendments, and action taken upon each was as follows:

Mr. Finnegan recommended that Article III, Section 1, which had read, "The property, affairs and business of the corporation shall be managed by a Board of Directors consisting of not more than 35 members, aided, as permitted by the statutes of Minnesota, by an Executive Committee. All but five of the members must be elected by and from the membership. Five of said members may be ex officio, the mayors or other members of governing bodies of such governments as may be involved in any agreement with the Society for a zoological garden owned by such governing body or bodies; provided such ex officio members shall be non-voting members" be amended in the following manner:

"Article III, Section 1, General Powers. The property, affairs and business of the corporation shall be managed by a Board of Trustees consisting of not more than 35 members.

"All but seven of the members must be elected by and from the membership. Elections will be held annually by mail ballot. One-third of the trustees will be elected each year. In 1971, the trustees will be elected for one, two and three-year terms. Balloting shall take place one month prior to the annual meeting, with voters given two weeks to vote and return their ballots. All trustees will take office at the annual meeting.

"Seven trusteeships shall be reserved for the presidents of affiliated zoological societies in Minnesota and the chairman of the Minnesota Zoological Board or their designated representatives.

"All zoo directors in Minnesota shall serve as ex-officio non-voting members of the Society Board."

Acceptance of this amendment was unanimously approved following a motion by Mr. Tobler and a second by Mr. March.

Mr. Finnegan then recommended that Article IV, Section 2, originally reading, "The officers of the corporation shall be elected annually by the Board of Directors. Each officer, except such officers as may be appointed in accordance with the provisions of Section 3 of this Article III, 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," be amended to read,

"Article IV, Section 2, Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Trustees following the annual meeting. Each officer, except such officers as may be appointed in accordance with the provisions of Section 3 of this Article III, 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."

Approval of this amendment was moved by Mr. Finnegan, seconded by Mrs. McGee and unanimously carried.

Article VII, which originally read as follows, "The Board of Directors may, by unanimous affirmative action of the entire Board, designate two or more of

their number to constitute an Executive Committee, which, to the extent determined by unanimous affirmative action of the entire Board, shall have and exercise the authority of the Board in the management of the business of the corporation. Any such Executive Committee shall act only in the interval between meetings of the Board, and shall be subject at all times to the control and direction of the Board" be amended as follows:

"Article VII. The officers of the corporation shall serve as an Executive Committee and shall have and may exercise the authority of the Board in management of the business of the corporation. The president of the Society may designate one or two other directors to sit on the committee with approval of a majority of the Board of Trustees. Any such Executive Committee shall act only in the interval between meetings of the Board. The Executive Committee must report all of its actions for ratification by the Board at the next regular meeting."

Following a motion by Mr. Tobler and a second by Mrs. McGee, this amendment was unanimously approved.

At this point Mr. Finnegan recommended a general change in wording throughout the Bylaws to replace the word "directors" with "trustees." He explained this change would avoid confusion with the term "Board of Directors" as used by the State Zoological Board. Acceptance of this change was unanimously approved following a motion by Mrs. McGee and a second by Mrs. Schoeller.

Mr. Finnegan next proposed that Article VIII, Section 1, referring to committees, be changed to read as follows:

"Article VIII, Section 1, Committees. The following committees will be permanent standing committees of the Society: Executive Committee; Membership; Research and Education; Conservation, Propagation and Preservation of Endangered Species; Budget and Finance; Information and Public Relations.

"Section 2. Special committees may be set up from time to time by the president.

"Section 3. A Nominating Committee shall be set up annually to nominate officers of the Society. Nominations may also be made by the membership by the filing of a petition containing signatures of a minimum of 25 Society members. Such petition must be filed no later than 30 days prior to the mailing of the election ballot or 60 days prior to the annual meeting.

"Section 4. The Director of the Minnesota Zoological Garden shall be an ex-officio non-voting member of all Society committees. Directors of other state zoos may be named ex-officio members of any committees at the pleasure of the president."

Mr. Finnegan noted that acceptance of these additional amendments would require a renumbering of the subsequent articles.

The foregoing amendments, upon a motion by Mr. March and a second by Mr. Tobler, were unanimously approved.

Consistent with the new numbering sequence of the remaining articles, Mr. Finnegan recommended the adoption of a new Article IX to read as follows:

"Upon dissolution or liquidation of the corporation, all of its assets shall pass to and vest in the State of Minnesota for the benefit of the Minnesota Zoological Garden."

Mrs. Schoeller moved the adoption of this amendment. Following a second by Mr. Bailey, it was unanimously approved.

Concluding his proposed amendments to the Bylaws, Mr. Finnegan recommended that Article II, Section 1, which had read as follows, "Annual and Family Memberships. A) Any individual may acquire an annual membership. B) Any man and wife may acquire a family membership. C) Annual dues of annual members shall be \$5.00 and of family members \$15. D) Any member who shall fail to pay his or their annual dues within three months after notice that they have become due shall cease to be a member. The Board of Directors may for good cause shown reinstate any delinquent member" be revised to read:

"Article II, Section 1. Annual active voting memberships shall be established. The annual dues will be set yearly by the board of trustees.

"A membership will include the family of the member but will have only one vote."

Approval of this change was unanimously carried following a motion by Mrs. Schoeller and a second by Mr. Bilder.

To expedite the mechanics of launching a membership drive in the immediate future, it was moved by Mr. Bailey, seconded by Mrs. Schoeller, and unanimously approved that a \$10.00 fee for annual family membership be established for the forthcoming campaign. At this juncture Mr. Tobler transmitted his \$10.00 for the purchase of the first of these memberships to the executive secretary. His action was followed by all members of the Board and the executive secretary was instructed to make appropriate arrangements to obtain membership dues from all Board members not in attendance.

A general discussion regarding the next meeting of the full Board, including the new members yet to be appointed, and representatives of the State Zoological Board, was discussed. Because mid-January seemed to be an appropriate time, it was moved by Mr. Finnegan, seconded by Mr. Tobler and unanimously approved that the next meeting of the Board should be held at 10 a.m. on Saturday, January 16, in a place to be determined by the Executive Committee. The Executive Committee was also authorized to take appropriate steps to launch the general membership drive as soon as feasible.

Commenting on the membership drive, Dr. O'Malley explained that he had discussed the booklet being prepared by the Minnesota State Zoological Board with Dr. Ogilvie. The booklet, he explained, would be going to press within the next day or so and Dr. Ogilvie had asked that a determination be made regarding the quantity the Minnesota Zoological Society would be interested in purchasing, at an approximate

cost of \$2.00 per copy. The Executive Committee, upon a motion by Mr. March and a second by Mr. Tobler, was authorized to determine the quantity that would be purchased by the Society.

As a means of facilitating the work of the Society, Dr. O'Malley directed the attention of the Board to the listing of committee possibilities which had been distributed at the beginning of the meeting. Following a brief discussion of the roles of the various committees, all members in attendance accepted the suggested assignments as indicated on the list. (Copy enclosed.) The executive secretary was instructed, in his next mailing to the Board, to seek the preferred committee assignments of those Board members not in attendance at this meeting.

There being no further business, the meeting was adjourned at 10:30 p.m.

Respectfully submitted,

John R. Finnegan  
Secretary

## COMMITTEE POSSIBILITIES

### LEGAL:

Wozniak  
Memmer  
Fox

### BYLAWS:

Miller  
Finnegan  
O'Neill  
Cady  
and 3 outstate

### FINANCIAL:

Barry  
Cady  
Dorle  
Meyers  
and 2 outstate

### EXECUTIVE:

Officers &  
Mrs. McGee

### MEMBERSHIP

Mrs. Schoeller  
Tobler  
Mrs. McGee  
March  
Ordway  
Moore  
Bailey  
Bilder  
and 6 outstate

### INFORMATION AND

#### PUBLIC RELATIONS:

Schneider  
Hubbard  
Shapira

### RESEARCH AND EDUCATION:

Mooty  
Salyards

### CONSERVATION, PROPAGATION and PRESERVATION:

MEMORANDUM

To : Board of Directors; Minnesota Zoological Society  
From : Valentine O'Malley, M.D., President  
Date : December 22, 1970  
Subjects : 1. Summary of recent negotiations and agreements reached between the Minnesota Zoological Society and the Minnesota State Zoo Board.  
2. A most important meeting of the Minnesota Zoological Society Board of Directors to amend Bylaws to enable our taking necessary action to implement a major membership drive.

8:00 p.m. - Tuesday, December 29 - Board Room (3rd Floor)  
St. Paul Arts and  
Science Center  
30 East Tenth Street  
St. Paul

This is an easy memo to write . . .

Easy, because the enclosed summaries of the recent productive activities of the subcommittee on planning, under the guidance of our Board of Directors, state the present position of the Minnesota Zoological Society far more eloquently than anything I could hope to write.

I urge each of you to read the four enclosures carefully as a basis for the decisions that must be made at a special Board meeting at 8:00 p.m., Tuesday, December 29, in the Board Room on the third floor of the St. Paul Arts and Science Center. This is an extremely important meeting, called to make official amendments to our Bylaws and consider various procedural items to facilitate the launching of a membership drive.

In chronological order, this mailing contains:

1. Minutes of the November 24 meeting of the Minnesota Zoological Society Board of Directors.
2. A summary of the December 10 meeting of subcommittees of the Minnesota Zoological Society and the Minnesota Zoo Board.
3. Minutes of the December 15 meeting of the Minnesota Zoological Society Board of Directors.
4. A summary of the December 18 meeting of subcommittees of the Minnesota Zoological Society and the Minnesota Zoo Board.

You have received the position papers of the two organizations that were used as the basis of the meetings of the two groups, so these enclosures will bring you up to date as we prepare to launch intensive activities to help realize our long-time goal, a good Minnesota state zoo.

As indicated in the enclosed material, the Minnesota Zoological Society and the Minnesota Zoo Board seem to have resolved the difficulties that have hampered the efforts of both groups and we are now preparing to devote a great deal of effort to translate the hopes for a first-class zoo into a reality.

MEMORANDUM (2)

This can come about only through the advice and counsel of all members of our Board of Directors which, as indicated in the enclosures, will immediately be brought to a total of 35, as provided in our current Bylaws. Therefore, please consider this a strong appeal for your attendance at this meeting and a concerted use of your time, talent and guidance in the forthcoming months of accelerated activity.

To expedite your consideration of these enclosures, here is a summary of the four proposed Bylaws changes. The first three were approved at our last meeting but cannot take effect until officially approved at a meeting called for the purpose of amending our Bylaws. Reasons for the fourth change, the only new item, are explained in the summary of the December 18 meeting.

PROPOSED BYLAWS CHANGES:

1. Expansion of the Society Board to 35 by adding seven members consisting of representatives from other societies throughout the state and the Zoological Board chairman and asking the Zoological Board to name an additional five persons to bring the membership of the Board to 35, as prescribed in the Bylaws of the Society. As the Board agreed at its last meeting, we wish to change the Bylaws to eliminate five "ex-officio" members representing cities or other such governing bodies.
2. Make all zoo directors in the state ex-officio members of the Board.
3. Make the state zoo director an ex-officio member of each permanent committee of the Society and empower the Society's Board of Directors to invite other zoo directors to serve as ex-officio members of any committee of the Society.
4. Change the provision for \$5.00 individual and \$15.00 family memberships to one category, a \$10.00 family membership.

You will notice, incidentally, on the first page of the summary of the December 18 meeting the question was raised regarding the desire of present Society members to continue as members of the Board. I sincerely hope that each of you plans to continue because we really need your knowledge and experience, particularly now during the crucial six months as we conduct a major membership drive. Although I am a relative newcomer to the Society, I am aware and most appreciative of your years of service and leadership and I ask each of you for your continued guidance during what should prove to be a most challenging and interesting period in the history of the Minnesota Zoological Society.

Enclosures

## MINNESOTA ZOOLOGICAL SOCIETY

The second meeting between the Minnesota Zoological Society Board and the representatives of the Minnesota Zoo Board was held Friday, December 18, at the Zoo Board offices. Present were:

<u>Society</u>	<u>Board</u>
Dr. Valentine O'Malley, President	Mr. Alexander
Mrs. J. Paul McGee	Dr. Seal
John R. Finnegan	Dr. Ogilvie
	Mr. Bridgewater
	Miss Bressie

Dr. O'Malley outlined the decisions made by the Society Board at its meeting December 15 which included:

1. Expansion of the Society Board to its full complement of 35 members.

This would be done by:

- a. Adding the presidents or representatives of all zoo society affiliates in the state and the Zoo Board chairman. This number was set at seven, although not all communities listed have societies as yet. The 7 positions would be representing Little Falls (no society); Como (Docents); Redwood Falls (no society); Mankato; Duluth; Rochester (no society) and the State Zoo Board.
- b. Allowing the State Zoo Board to nominate five members to the Board. The Society Board would have to elect them.

This approach was agreed upon and the following names were suggested as representatives from affiliates: Ed Buchanan of Arrowhead; Don Lease of the Como Docents; Clough Cullen, Mankato, and Tom Ehlers, Redwood Falls. Other names will be forthcoming. The Zoo Board will provide the Society with a list of proposed directors for the five spots. It was made clear that all directors would have to run for office in June and that a staggered term of office would be set up for the directors in the new bylaws.

The question was raised about whether all the present directors of the Society plan to continue their membership. We said all members would be polled. The specific policy was not discussed as to who would fill those vacancies. (NOTE: It is the policy of the Society, however, to fill any additional vacancies with members of its choice. The Zoo Board would not be given any additional appointive privileges at this point.)

Summary on expansion of the Society Board:

1. Six representatives from affiliated societies and the State Zoo Board chairman. (These will be written into the bylaws as automatic members of the Board.)
2. Five new Board members to be offered by the Zoo Board.
3. Other vacancies will be filled by appointment of the State Zoo Board.

4. All Board members but the six affiliated and the Board chairman will run for election at the annual meeting.

There was agreement with the selection of James McCarthy as interim executive secretary of the Society. The Zoo Board representatives accepted the "advice and consent" provision of Dr. Ogilvie on the question of hiring a permanent full-time executive secretary. They did, however, recommend that Dr. Ogilvie be placed on a "personnel" committee which they suggested should be established. We did not agree on the committee but did say the idea would receive consideration. The zoo director, of course, would be ex-officio member of any standing committee established under our proposal.

There was no disagreement over retaining the name, Minnesota Zoological Society.

The committee structure was outlined as proposed at our last meeting and was approved.

The membership drive was discussed and it was suggested that the \$10.00 family membership be adopted rather than the \$5.00 individual and \$15.00 family we now have in our bylaws. We may want to raise this to \$15.00 later with some kind of discount for charter members but all agreed that \$10.00 would be easier to sell. The \$5.00 individual memberships, it was said, cost more to service than they are worth. We said we would take that idea to our Board and, if possible, make a telephone poll to change to the \$10.00 figure.

We said we planned to publish a newsletter as soon as possible. The Zoo Board representatives said they would give us several mailing lists: a general list of some 2,000 names; a preferred list of 200 people who have said they want to join a society and a list of officers of all conservation groups in the state. They said they would give this list to McCarthy. They will be run off on 3 x 5 cards which could be checked against our list that McCarthy will get from Webb Publishing.

Dr. O'Malley said once we get the names of the proposed new board members, he will write all asking their committee preferences. He said their desires would be satisfied as far as possible, as would the preferences of present Board members.

A January 8 or 15 meeting for the Society Board was proposed; it would start at 4 p.m. for organization; there would be a dinner at 6 or 6:30 p.m., and at approximately 8 p.m. the Minnesota Zoo Board members would meet with us. The Board and Dr. Ogilvie would present the master plan. There would be discussion of the plans. Future meetings would be set up also to go into greater detail on specific points--financing, site, etc.

There was general agreement that we have to move rapidly into organization and operation. We have to get some briefings so that we can establish positions on the plans.

Dr. Ogilvie said that he would like an idea of how many copies of the zoo master plan the Society thinks it would like. The 62-page book will cost about \$1.00 a copy. He thinks it could be sold for \$1.50 or \$2.00. We thought that the Society should have sufficient copies for its Board but we would have to consider if we needed more.

Dr. Ogilvie also suggested setting up a special showing of zoo posters developed by Cincinnati to be sold for revenue purposes. He also suggested bringing in a wildlife artist, George Sutton, as part of a membership type program.

It also was mentioned that John Tilton had contacted some banks in the Twin Cities area for corporate memberships in any society that cooperates with the State Zoo Board. He was seeking contributions of \$100.00 or \$500.00 to help underwrite Society costs.

The suggestion was made that when we send out our first membership material we would also include a letter from John Tilton as chairman of the Zoo Board backing the Society's activities.

The Society's position on all points outstanding, in short, apparently was acceptable to all.

We agreed to:

Begin work on bylaws proposals.

Develop a newsletter immediately.

Obtain a letter from Mr. Tilton.

Prepare and distribute a news release dealing with the agreements between the Society and the State Zoo Board.

Poll all present Board members to see if they are willing to continue to serve.

The meeting, which began at 7:30 p.m., adjourned at 8:45 p.m.

John R. Finnegan  
Acting Secretary

MINNESOTA ZOOLOGICAL SOCIETY

258 Macalester Street

St. Paul, Minnesota 55105

Minutes - Board of Directors Meeting - December 15, 1970, held at the Twins Motor Inn, St. Paul, Minnesota.

The following were present:

Dr. Valentine O'Malley, President	John Finnegan
Adolf Tobler, Vice President	Walter Miller
John Barry, Treasurer	Mrs. J. Paul McGee
James McCarthy, Secretary	Mrs. Arne Schoeller
Jerome Bilder	D. D. Wozniak
Fred Cady	John Fletcher

President O'Malley called the meeting to order at 7:45 p.m.

The reading of the minutes of the previous meeting (November 24, 1970) was deferred, pending circulation of them to the Board. Mr. McCarthy summarized the major items of business that had taken place at the last meeting. He indicated that the minutes of the present meeting and those of November 24 would be mailed to all members of the Board within the next few days.

Treasurer's Report:

Mr. Barry reported a balance on hand of \$3,541.46.

President O'Malley directed the attention of the Board to the copy of Mr. Finnegan's summary of the meeting with representatives of the Zoological Board on December 10, 1970, in which Dr. O'Malley, Mr. Finnegan and Mrs. McGee had met with Mr. Alexander, Miss Bressie, Mr. Bridgewater, Dr. Ogilvie, Dr. Seal and Mr. Tilton to seek areas of agreement and a common ground for action based upon the position papers (previously mailed to members of the Board) of the Minnesota Zoological Society and the Minnesota State Zoological Board.

To expedite discussion, Dr. O'Malley asked Mr. Finnegan to comment upon the written report and indicate his feelings of agreement and disagreement between the two organizations. Mr. Finnegan, indicating that he shared Dr. O'Malley's feeling that significant progress was made at the meeting, commented upon the three levels of membership qualifications for positions on the Board of Directors of the Minnesota Zoological Society. He reported that both groups agreed upon the election of directors by the general membership and the adding of board positions for the directors of other societies and the Zoo Board chairman. He indicated, however, that agreement had not been reached on the Zoo Board's desire to establish a policy through which it would regularly appoint a certain number of Minnesota Zoological Society board members. During this period of transition preceding the general election in June, 1971, Mr. Finnegan indicated that he had no objection to the Zoo Board's appointing individuals to the remaining positions, bringing the total membership of the Board to 35, but he opposed this as a sustaining policy.

Mr. Finnegan also commented on the Zoo Board's desire to grant Dr. Ogilvie the right to veto the Society's choice of an executive secretary. Mr. Finnegan indicated that he opposed this provision which, in effect, would virtually negate the independent status of the Zoological Society.

Following Mr. Finnegan's remarks, Dr. O'Malley asked Mrs. McGee to present her observations of the meeting of the two organizations and the discussion thus far.

Mrs. McGee indicated that although she was somewhat reluctant to attempt to explain the Zoo Board's reason for their stand regarding the executive secretary, she could see why this would be a matter of concern, particularly in view of the past history of the relationship between the Society and Zoo Board and the criticism of the Zoo Board's activities by individual board members of the Minnesota Zoological Society during the past year in which the Society had been dormant. She also noted that it was understandable for Dr. Ogilvie to be extremely concerned that he could work closely with and have confidence in the person named executive secretary of the Society, particularly in the light of various conflicts that had developed throughout the country between zoo boards and their affiliated societies. Mrs. McGee concluded her remarks by reemphasizing the comments of Dr. O'Malley and Mr. Finnegan regarding their belief that the meeting had been very productive and had resulted in the resolution of numerous past hostilities between the two organizations.

Dr. O'Malley thanked Mr. Finnegan and Mrs. McGee for their observations and indicated that he could see justification to the Zoological Board's concern regarding willingness and ability of the Minnesota Zoological Society to conduct a sustaining effort of activity.

In the discussion that followed, it was moved by Mr. Wozniak, seconded by Mr. Tobler, and unanimously agreed to bring the membership of the Society's Board to 35 by adding six members consisting of representatives from other societies throughout the state and the Zoological Board chairman and to ask the Zoological Board to name an additional five persons to bring the membership of the Board to 35, as prescribed in the bylaws of the Society. The Board agreed to change the bylaws to eliminate five "ex-officio" members representing cities or other such governing bodies.

It was also moved by Mr. Wozniak, seconded by Mrs. McGee, and unanimously carried, that all zoo directors in the state be made ex-officio members of the Board.

Mr. Cady moved that the state zoo director be named an ex-officio member of each permanent committee of the Society and that the Society's Board of Directors be empowered to invite other zoo directors to serve as ex-officio members of any committee of the Society. The motion was seconded by Mr. Wozniak and carried unanimously.

To expedite the obtaining of an executive secretary and resolve the present differences of opinion concerning veto power by the state zoo director, the committee, consisting of Dr. O'Malley, Mr. Finnegan and Mrs. McGee, was instructed to renegotiate with the state board and make plans to select an executive secretary with the advice and counsel of the state zoo director by means of his ex-officio membership on all committees, including the Selection Committee.

It was moved by Mr. Finnegan, seconded by Mr. Cady, and unanimously approved that provisions be made to amend the bylaws to permit a mail ballot for the annual election of directors to provide for terms of differing lengths to insure a future organizational system that would provide for an annual election of approximately one-third of the members of the board of directors.

Following a brief discussion of the possibility of changing the name of the Minnesota Zoological Society, it was moved by Mr. Finnegan, seconded by Mr. Tobler and unanimously carried that the name Minnesota Zoological Society be retained.

Mr. Cady moved that the Board of Directors of the Minnesota Zoological Society go on record as encouraging the development of a Como Zoo Society with the stipulation that, until such time as a formal society is established, the Docents will be considered the representatives of Como Zoo and be granted a position by the Minnesota Zoological Society's Board of Directors. The motion was seconded by Mrs. Schoeller and unanimously approved.

Upon resolution of these policy decisions, the Board discussed the establishment of various committees deemed to be essential to the proper functioning of the Society. The Board agreed that the following committees should be appointed:

**PERMANENT STANDING COMMITTEES:**

Executive Committee; Membership Committee; Research and Education Committee; Conservation, Propagation and Preservation of Endangered Species Committee; Budget and Finance Committee; Information and Public Relations Committee.

**SPECIAL COMMITTEES:**

Bylaws Committee; Legal (Tax Status) Committee; Executive Secretary Selection Committee.

**NOMINATING COMMITTEE:**

Establishment of this committee, to be selected each year, should be structured as democratically as possible without becoming cumbersome. Two possibilities were suggested as guidelines to the Bylaws Committee:

1. The Nominating Committee could be appointed by the Board to select candidates with provisions for nomination by petition from the membership.
2. The Nominating Committee, or a majority of its members, could be elected by the membership.

At this juncture Mr. Wozniak reported that, regarding reorganization as a public foundation for tax purposes, it would appear that the Minnesota Zoological Society would not be in difficulty at the present time even if no action is taken immediately. He reported a conversation with Mr. Fox and indicated that the "proposed" regulations had just been issued and will be followed by hearings which will still allow 90 days for specific action. Mr. Wozniak indicated that an information return should be filed by the Society on or before May 15, 1971.

In discussing the mechanics of developing a membership drive, the Board was in agreement that a newsletter outlining the purposes of the Society and its re-activation, the membership drive and types of membership to be offered should be developed as soon as possible. Costs and classifications of memberships were

discussed and, without formal action, the Board accepted a recommendation by Mr. Tobler that the individual membership fee of \$5.00 and \$15.00 family membership, as stipulated in the Society Bylaws, be promoted in the membership drive.

To expedite the publication of a newsletter and launching of the membership drive, it was moved by Mr. Cady, seconded by Mr. Finnegan, and unanimously approved that a committee consisting of Mr. Tobler as chairman, Mr. Barry, Dr. O'Malley and Mr. Finnegan meet with Mr. McCarthy as soon as possible to negotiate the possibility of his serving as an interim executive secretary, to develop a newsletter and launch a membership drive.

There being no additional formal business, the meeting was adjourned at 10:05 p.m.

Respectfully submitted,

James C. McCarthy  
Secretary

NOTE:

Immediately following the meeting, Dr. O'Malley, Mr. Finnegan and Mr. Tobler met with Mr. McCarthy to negotiate terms for Mr. McCarthy to serve as interim executive secretary. Following a brief discussion, it was moved by Mr. Finnegan, seconded by Dr. O'Malley and unanimously approved that Mr. McCarthy and his firm be retained, effective immediately, at a monthly retainer of \$600.00 per month. To effect this arrangement, Mr. McCarthy resigned as secretary of the Zoological Society, effective immediately, and Mr. Finnegan was named interim secretary pending official approval at the next meeting of the Board of Directors.

MINNESOTA ZOOLOGICAL SOCIETY

Minutes - Board of Directors Meeting - November 24, 1970, held at the Midway Motor Inn, St. Paul, Minnesota.

The following were present:

Lewis Paper, President  
James McCarthy, Secretary  
Jerome Bilder  
Fred Cady  
John Finnegan  
Mrs. J. Paul McGee  
Fred Memmer

Walter Miller  
Dr. Valentine O'Malley  
Raymond Schneider  
D. D. Wozniak  
John Fletcher  
Robert Fox

President Paper called the meeting to order at 7:50 p.m.

The first order of business was the disposition of minutes of the October 28, 1970, meeting. The minutes, as previously circulated to the Board and pending corrections submitted by Mr. Fox, were unanimously approved upon a motion by Mr. Cady and a second by Mrs. McGee.

Treasurer's Report:

In the absence of Mr. Barry, President Paper reported a balance on hand as of November 24, 1970, of \$3,641.46. To clarify questions concerning the holdings of the Society, Mr. Paper reported a conversation with Mr. Barry indicating that the 125 shares of stock had a current value of \$5,900.00, which resulted in a monthly income of \$35.00.

President Paper reported a telephone conversation with Mr. Harmon on October 29 in which Mr. Harmon indicated a desire to withdraw from the Nominating Committee appointed at the October 28 Board meeting. In a second conversation on November 24, Mr. Harmon indicated a desire to resign from the Board of Directors of the Society. President Paper reported that it was Mr. Harmon's belief that due to his membership on the Minnesota Zoological Board, he felt it would be in the best interests of all concerned for him to cease dual membership as a member of the Board of Directors of the two organizations.

Mr. Cady moved that the Board accept the resignations with regret and the secretary be directed to send an appropriate resolution of appreciation to Mr. Harmon. The motion, seconded by Mr. Schneider who volunteered to assist in drafting the resolution, was unanimously carried.

Turning to the recommendations of the subcommittee on planning, the first recommendation that "the president of the Minnesota Zoological Society be encouraged to appoint a committee to formulate an active program to effect the purposes as outlined in Article III of the Articles of Incorporation as amended up to August 30, 1966," was discussed by the Board. Approval of this recommendation, upon a motion by Mr. Wozniak and a second by Mr. Finnegan, was unanimously carried.

The second recommendation in which the president of the Minnesota Zoological Society was encouraged "to appoint a committee to expand the membership to more fully effect these purposes through a sustaining program of advertising and publicity," was also discussed and, following a suggestion by Mrs. McGee that it would seem to be in the best interests of both groups to work with the Minnesota Zoological Board in this activity, the recommendation was returned to the subcommittee with instructions to meet with the Minnesota Zoological Board to see if a cooperative effort could be developed to carry out this activity. The above course of action was unanimously approved following a motion by Mr. Cady and a second by Mr. Wozniak.

Report of the Nominating Committee:

Mr. Schneider reported that the Nominating Committee, charged with the responsibility of obtaining candidates for the presidency following Mr. Paper's resignation, wished to submit Dr. Valentine O'Malley as a candidate for the presidency of the Society. Mr. Schneider's motion to this effect was seconded by Mr. Memmer and was followed by a motion that nominations be closed by Mr. Miller, seconded by Mr. Finnegan and unanimously approved.

Elected by acclamation, Dr. O'Malley replaced Mr. Paper as presiding officer and following brief remarks in which he expressed appreciation to Mr. Paper for his leadership, it was moved by Mrs. McGee, seconded by Mr. Schneider, and unanimously approved, that the secretary be directed to prepare a proper resolution to Mr. Paper expressing appreciation for his leadership.

There being no further business, the meeting was adjourned at 9:40 p.m. following a motion by Mr. Miller and a second by Mr. Paper.

Respectfully submitted,

James C. McCarthy  
Secretary

## MINNESOTA ZOOLOGICAL SOCIETY

This is a report of the discussion with the Minnesota Zoological Board about the future relationship between the Board and the Society.

Representing the Society: Dr. Valentine O'Malley, president; Mrs. J. Paul McGee and Mr. John Finnegan. Representing the Zoo Board: Mr. Alexander, Dr. Seal, Dr. Ogilvie, Mr. Bridgewater, Miss Bressie and Mr. Tilton.

There seemed to be general agreement about the overall purposes of the Society--to assist the Board in promoting a state zoo. We stressed the necessity for an independent status for the Society and, I think, got reluctant acceptance of that proposal. They are concerned about what we mean by "friendly critics" and do not seem to want after-the-fact examination of the plans. They do not argue with criticism within the "family" while planning is going on but they want the Society to take a united "in support" stand once the decisions are made. We pointed out that while the Society might be critical in the "family" it might also decide to be publicly critical if the plans went contrary to a majority of the Board's point of view.

The committee stressed the importance of having an "independent" agency examine and comment on plans in terms of creditability and acceptability. I am not sure that the Board bought that approach entirely but I think they will accept it.

There appeared to be agreement on the expansion of the Society to include other societies and to broaden total membership. The Board would remain at 35 as in our current by-laws. There was a good deal of discussion about membership and election procedures. Our position was that there should be only two types of members on the board of directors: those elected by the membership and those who get their jobs by virtue of being the president (or his representative) of affiliated zoo societies. The Board wanted another class of membership--those appointed by it. I think we should hang tightly on this issue. I do not feel that it is entirely resolved. If the Society is to be independent, then membership on the board of directors should not be automatic for zoo board representatives. There is nothing to prevent the zoo board from pushing some of its candidates for election or appointment.

There was agreement to fill out the present board membership (35) with new members. There are 24 on the board, we think. If we hold spots for six (representing other societies and the zoo board chairman) then we need to appoint five additional directors. We suggested that the zoo board make up a list of potential candidates. (I think the board should submit several more than there are posts to give us a choice). I hope there is no misunderstanding on the numerical make-up. Mr. Alexander kept referring to 11 or 12 appointments the zoo board could make. The figure is five (or six if one present board member resigns).

We agreed to eliminate the five mayors from the board as the by-laws now provide.

They accepted the idea of ex-officio board membership for all zoo directors in the state. They asked that the state zoo director be made an ex-officio member of each standing committee of the society.

On the question of the executive secretary of the Society who might be hired: they argued that in order to get someone who can work closely with the zoo board and the zoo director, the director should have veto power over the man named to staff the Society. We felt the veto should not exist but that the Society's policy should be to consult closely with the zoo director about who would be hired. We stressed that it was important to have a good working relationship between the zoo director and the executive secretary, but that the veto would unnecessarily water down the independent status of the society. This may be a key point in the discussion. Dr. Ogilvie seems particularly firm on this point. Tilton, also. He said that if this provision was included then he could better face legislators who might feel that the Board was abdicating its responsibility in working with the Society as we propose it.

We pointed out there would be annual elections of directors every June and that we would recommend changing the by-laws to permit a mail ballot. We should not disenfranchise voters who live outstate. There also was a suggestion that nomination to the board could be made by petition. The committee felt that was an acceptable idea.

There was a good deal of discussion about the name of the reorganized society. Ogilvie, Tilton and Seal made much of the fact that the Minnesota Zoological Society has a poor image in some areas of the state for a number of reasons and that member recruitment would be better if the name were changed. I said that I was not opposed to a name change if I could be convinced that a change was really needed. I have not been convinced by the discussion that took place.

There was a suggestion that Como create a zoological society.

We agreed to put all these changes before our board and to give them the specific proposals as soon as possible.

I, personally, believe that the zoo board people think that sooner or later they can gain control of the Society and have it function pretty much as they wish. This means total support for the zoo package and no criticism. If they do achieve this control through means set up in the organization of the Society, I can see no objection. If the Society is viewed as a participant or advisor in plan and program development, fine. I would hate to see the Society become merely a propaganda and lobbying agency. It won't be if we work to keep it independent.

I am optimistic at this point that we can reach agreement that we all can live with.

We should now draft specific by-law changes, statements of purpose, and a list of standing committees. We need to launch a membership drive as soon as possible. We ought to establish contact immediately with other societies in the state to inform them of what is going on -- as we see it.

John R. Finnegan

POSITION PAPER OF MINNESOTA ZOOLOGICAL BOARD

Recognizing the historic contribution of the Minnesota Zoological Society to the development of a state zoo and appreciating the value of such efforts, the Minnesota Zoological Board desires continued expansion of citizen support on a statewide basis to achieve the mutual goal of an excellent major zoo for Minnesota.

The Minnesota Zoological Board invites all members of the Minnesota Zoological Society Board who share the commitment to this concept to cooperate in forming an organizational committee as the basis for establishing a new statewide organization.

The Minnesota Zoological Board proposes an organization reflecting the following:

- A. The organization shall assist the Minnesota Zoological Board in achieving its goals; work with other organizations within Minnesota in implementing its goals; publicize and promote the Minnesota Zoological Garden; solicit funds; accept gifts, contributions, and membership fees; seek grants from other foundations; acquire animals for exhibit in the Minnesota Zoological Gardens; enlist volunteers to assist in programs of the Minnesota Zoological Garden; to secure sponsors for exhibits of the Minnesota Zoological Garden; to foster within Minnesota an environment conducive to zoo improvement; 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.
- B. The Board of Trustees of the organization shall be composed of democratically-elected members, representatives of affiliated zoological societies, appointees of the Minnesota Zoological Board and the director of the Minnesota Zoological Garden.
- C. The organizational committee shall cease its function at the time of the first annual meeting of membership, no later than July, 1972.
- D. Officers of the organization shall be elected by the organizational committee during the first year and by the Trustees during subsequent years.
- E. The director of the Minnesota Zoological Garden or his designee shall be a member of each committee of the Board of Trustees.
- F. The organization shall be directed by an executive secretary selected by the organizational committee or Board of Trustees with the approval of the Minnesota Zoological Board and the director of the Minnesota Zoological Garden.
- G. The by-laws adopted for the organization shall be jointly prepared by the organizational committee of the Operations Subcommittee of the Minnesota Zoological Board and subject to the approval of the Minnesota Zoological Board.

## POSITION PAPER OF THE MINNESOTA ZOOLOGICAL SOCIETY

The Board of Directors of the Minnesota Zoological Society is interested in the development of a new state zoological garden and in the expansion and upgrading of existing smaller zoos throughout the state.

The Board feels that these goals can best be achieved if the Society remains an independent non-profit agency as established under its Articles of Incorporation and bylaws. Both will be amended to insure that the Society becomes an operational statewide organization in fact as well as in name.

It is in the best interests of the state zoo board and in the public interest that the Society retain its independence while expanding its membership and developing closer relations with other zoological societies in Minnesota.

The strength of that approach lies in the fact that the Minnesota Zoological Society could examine and evaluate the plans and proposals of any zoological board or zoo in the state and comment upon them. Its support would carry more weight with legislators and others because of its independence. Its role as a friendly critic of plans could help improve the planning and development programs and help to instill greater confidence on the part of the public.

The credibility of such an organization's position would be much stronger than the support of a zoological society which is controlled and whose policies are directed by a majority of Board members named by the chairman of the state board.

Therefore, we propose:

1. That the basic structure of the Minnesota Zoological Society remain as it is except for the following changes:
  - a. The president of any zoological society in the state will be a member of the Board of the Minnesota Society, including the chairman of the state zoo board.
  - b. All zoo directors in the state will be ex-officio members of the Society Board.
  - c. The Articles of Incorporation will be changed to eliminate references to St. Paul in Article IX dealing with liquidation of the corporation.
  - d. Two attorney-members of the Board are working out language to meet IRS requirements for operation as a public charity. This should answer the question about donations, etc.

POSITION PAPER OF THE MINNESOTA ZOOLOGICAL SOCIETY

2. We will immediately launch a membership drive with fees as outlined in our bylaws. We will direct our attention particularly to those in organizations such as the Audubon Society, MECCA, the Sierra Club and other such agencies.
3. We will hire an executive secretary and other staff if funds permit. His duties will be to run the Society and develop a close liaison with the Zoo Board. The secretary will be directly responsible to the Society.
4. In addition to the aims and purposes outlined in the Articles of Incorporation, we would also add our support of programs for the preservation of endangered species.

The Board of Directors realizes that the Society has been dormant for a year awaiting planning and program development by the state zoo commission, but pledges that it will develop a strong action program in the years ahead. The Society newsletter will be revived as part of the new membership campaign.

The Society intends to establish close liaison with the Zoo Board, to study its plans and legislative proposals and to support those proposals that it feels merit endorsement.

The position of the Zoological Society Board is simple: we want a good state zoo in Minnesota. We believe our Society can play an important role in the development of that facility. We believe that an independent status - which allows for constructive criticism - is the best approach in the overall public interest.

MINUTES: Meeting of subcommittee appointed at October 28, 1970  
Board of Directors Meeting to recommend future role and  
activities of the Minnesota Zoological Society.

The subcommittee met at noon in the St. Paul Athletic Club on Wednesday, November 18. The following were present: Adolf Tobler, chairman; Mr. Fletcher; Mr. McCarthy; Mrs. McGee; Mr. Memmer; Dr. O'Malley; Mr. Schneider and Mr. Wozniak.

Chairman Tobler called the meeting to order at 12:15 p.m.

Mr. Schneider reported discussion with various subcommittee members, including Mr. Finnegan who was unable to attend the meeting, and indicated a consensus recommendation that appropriate steps be taken to keep the Minnesota Zoological Society an independent, public organization as it has been in the past. Following a general discussion of the terminology involved, and the goals of the Minnesota Zoological Society, Mr. Schneider moved approval of the above recommendation, pending rephrasing by Mr. Memmer and Mr. Wozniak to insure compliance with Internal Revenue Service regulations. The motion was seconded by Dr. O'Malley and unanimously approved.

The following recommendation was moved by Dr. O'Malley, seconded by Mrs. McGee and unanimously approved:

This subcommittee recommends that the president of the Minnesota Zoological Society be encouraged to appoint a committee to:

1. Formulate an active program to effect the purposes as outlined in Article 3 of the Articles of Incorporation as amended up to August 30, 1966.
2. To expand the membership to more fully effect these purposes through a sustaining program of advertising and publicity.
3. To develop further public support for the Minnesota Zoological Society to protect endangered species of animal life.
4. To work in cooperation with the Minnesota State Zoological Board and the State Department of Conservation to enhance the structure and the operations of the various smaller Zoos throughout the state.

The subcommittee also unanimously agreed that Mr. John Fletcher, Director of the Como Zoo and consultant to the Minnesota Zoological Society, should be invited to the November 24 meeting of the Board of Directors and subsequent meetings of the subcommittee.

Respectfully submitted,  
James C. McCarthy

MINNESOTA ZOOLOGICAL SOCIETY

258 Macalester Street  
St. Paul, Minnesota 55105

Minutes - Board of Directors meeting, October 28, 1970, held at the Midway Motor Inn, St. Paul, Minnesota.

The following were present:

Lewis Paper, President	Mrs. J. Paul McGee
Adolf Tobler, Vice President	Fred Memmer
John Barry, Treasurer	Louis Meyers
James McCarthy, Secretary	Walter Miller
Gordon Bailey	Dr. Valentine O'Malley
Jerome Bilder	Raymond Schneider
Fred Cady	Mrs. Arne Schoeller
Reuel Harmon	D. D. Wozniak

Guests attending the meeting were Robert Fox, John Hannaford, William Davenport, Dr. Philip Ogilvie, John Tilton and Mrs. Fred Cady.

President Paper called the meeting to order at 7:30 p.m.

The first order of business was the disposition of the minutes of the December 4, 1969, meeting. The minutes, as previously circulated to the Board, were unanimously approved.

Treasurer's Report: Mr. Barry reported the current balance on hand was \$3,706.46.

President Paper announced that he had received a letter of resignation from Mrs. B. H. Ridder, Jr. Acceptance of the resignation was unanimously approved upon a motion by Mr. Wozniak and a second by Mr. Meyers.

As a means of facilitating business, President Paper presented a preliminary working agenda in which representatives of the Minnesota Zoological Board would make a brief presentation and, following a short question-and-answer session, these guests would leave the meeting to enable free discussion by the Board which would, hopefully, include action on the proposal submitted by the representatives of the State Zoological Board and other business facing the directors of the Minnesota Zoological Society.

Prior to calling upon the representatives of the Minnesota State Zoological Board, President Paper gave a brief summary of the history and activities of the Minnesota Zoological Society in which he recalled efforts on the part of this organization toward the establishment of a major Zoological Garden in the Twin Cities area. In the course of his remarks, President Paper explained that the organization was originally started as a supporting arm to enhance the Como Park Zoo and that it had gradually evolved from a local to a county to a state-wide organization.

At this point, President Paper introduced Mr. Tilton and Dr. Ogilvie to present their thinking and recommendations regarding the role they would like to see the Minnesota Zoological Society play in the development of the planned State Zoo.

Mr. Tilton, chairman of the Minnesota State Zoological Board, expressed his appreciation for the opportunity to meet with the Minnesota Zoological Society and indicated that the Zoological Board was prepared to offer staff, office space and general facilities to assist efforts by the Society to develop a state-wide group to work with the State Zoological Board on a sustaining basis during the developmental stages of the new Zoo, as well as with the various activities that would take place once the Zoo was established. He then called upon Dr. Philip Ogilvie, director of the Minnesota State Zoological Board for remarks indicating his feelings regarding the role of a Zoological Society.

Dr. Ogilvie emphasized the fact that every major Zoo has a strong society working with it to enhance operation of the Zoo. He indicated that during the last several months he had traveled extensively throughout Minnesota and the universal question raised at his appearances was one of interest in the Zoo and a request for direction as to how they could join together to help support the proposed Zoo. He cited the advantages of a large active citizens' group working to assist the Zoo through various projects that would make a Zoo a more valuable and functional part of the state assets.

Following the two brief presentations, Mr. Tilton and Dr. Ogilvie solicited questions from the Zoological Society Board regarding their proposed recommendations. No immediate questions were forthcoming.

Proceeding to the status of foundations and possible revision of the Articles of Incorporation of the Minnesota Zoological Society, President Paper called upon Mr. Hannaford to provide general background information. Mr. Hannaford cited the Tax Reform Act of 1969 and indicated that, according to the provisions of this act, the Minnesota Zoological Society and other similar private foundations will be subject to a four per cent tax beginning in 1971. He also explained that, should the Minnesota Zoological Society elect to remain a private foundation, contributors to the Society would be faced with a tax situation in which only 20 per cent of their contributions would be deductible, contrasted to a 50 per cent deductibility allowance to public foundations such as the United Fund. To resolve the situation, Mr. Hannaford offered three alternative courses of action for the Society:

1. Continuation under the status quo, e.g., pay the four per cent tax and abide by the deductibility regulations that will, in all likelihood, be forced upon private foundations.
2. Liquidate all assets . . . this would involve, under the current operating procedures of the Society, all assets being assigned to the City of St. Paul. Revisions could be made so that assets could be directed to another organization such as the Minnesota Zoological Board.

3. The Minnesota Zoological Society could change into a public foundation, thereby avoiding the four per cent tax and taking advantage of the 50 per cent deductibility provided to contributors to the Society and become an instrument of the Minnesota Zoological Board.

In the course of the discussion that followed Mr. Hannaford's presentation, Mr. Tobler raised the question regarding the number of shares of stock owned by the Society, indicating that the total value of the holdings would be a factor to be considered. He asked for clarification as to whether the Society held 150 or 125 shares of stock. Mr. Barry indicated that his records showed a holding of 125 shares of stock.

Prior to the departure of Mr. Tilton, Dr. Ogilvie and Mr. Davenport, Mr. Tilton commented briefly on the difficulties encountered by the Minnesota Zoological Board in accepting gifts. He indicated that because the Zoological Board was a state agency, there were difficulties involved in accepting gifts of any size. He stressed the advantages of a privately-governed group, such as the Minnesota Zoological Society, serving as an independent organization rather than an instrument of the State Zoological Board in the acceptance and possible transfer of gifts for the betterment of the Zoo.

Following the departure of the representatives of the State Zoological Board, President Paper presented the following three-part tentative agenda and asked for discussion of each item in order:

1. Should the Minnesota Zoological Society remain a private foundation?
2. What are the alternatives to the proposal outlined in the mailing all members of the Board of Directors had received?
3. Development of consensus regarding course of action of the Minnesota Zoological Society.

In the discussion that followed, Mr. Tobler indicated that the proposal mailed to all members would seem to be one in which the Minnesota Zoological Society would be absorbed by the State Zoological Board. He commented briefly on the problems he had encountered as chairman of the Site Selection Committee in which he called two meetings, but was replaced as presiding officer at each session.

At this point, Mr. Schneider suggested, at the risk of being premature in his proposal, that it might be advantageous to table the proposed motion to amend the Articles of Incorporation of the Minnesota Zoological Society pending a more complete discussion and planning of the thrust of the Society should it elect to continue as a functioning organization. This observation was transformed into a motion which was seconded by Mr. Wozniak.

In the discussion that followed, Mr. Cady indicated the desirability of further discussion of possible alternatives before taking action on the motion; and, as a result, the motion and its second were withdrawn by Mr. Schneider and Mr. Wozniak, respectively.

At this point, Mr. Robert Fox, an associate of Mr. Hannaford's, submitted the following ways in which the Minnesota Zoological Society could become a public foundation. The first course of action would involve that of liquidation, followed by a general restructuring of the Society. He also emphasized the fact that the Society could become a public foundation by giving notice to the IRS that the Society planned to operate as a public organization for the next sixty months (five years). This possibility, he noted, has the risk of having its structure undermined should more than one-third of the Society's financial support come from one individual or foundation, rather than the general public. Briefly stated, a substantial gift representing more than one-third of the Society's total income for one year would remove it from the classification of a public foundation.

At this point, Mr. Schneider moved the proposed amendment of the Articles of Incorporation be tabled to a date no later than November 30, 1970. The motion was approved by unanimous consent.

Stressing the importance of making a change from a private foundation, and emphasizing the inherent liabilities under the present structure, President Paper indicated that consensus seemed to reflect a desire to remain free from the Minnesota State Zoological Board and asked for verifying comments of this opinion. Mr. Wozniak, speaking for this point of view, indicated that there were considerable values to be accrued from an organization such as the Minnesota Zoological Society serving as a "watch dog" over the Minnesota State Zoological Board.

At this point, President Paper suggested that a subcommittee should be formed to determine the most desirable function for the Minnesota Zoological Society and asked for volunteers. The following indicated their willingness and were appointed to serve: Adolf Tobler (chairman), John R. Finnegan, James McCarthy, Mrs. McGee, Mr. Memmer, Dr. O'Malley, Mr. Schneider and Mr. Wozniak.

President Paper, seeking a generally acceptable date for the next Board meeting, requested the subcommittee to meet and submit a report to the Board at the next meeting, which was set for 7:30 p.m., Tuesday, November 24, at the same location (Midway Motor Inn).

President Paper also indicated a desire to resign the office of president and asked Messrs. Harmon, Memmer and Schneider to serve as a nominating committee.

There being no further business, the meeting was adjourned at 9:40 p.m.

Respectfully submitted,

James C. McCarthy  
Secretary

BYLAWS  
MINNESOTA ZOOLOGICAL SOCIETY  
(As amended up to August 30, 1966)

ARTICLE I.

Meetings of Members

Section 1. Place of Meeting. Meetings of the members of the corporation shall be held at such place as the Board of Directors may from time to time designate.

Section 2. Date of Annual Meeting. Annual meeting of the members shall be held at such place and on such day and at such hour as provided in the Articles of Incorporation.

Section 3. Special Meetings. Special meetings of the corporation may be called on order of 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. Notice of each annual and special meeting of the corporation, stating the time and place, and if a special meeting, the purpose thereof, shall be given by publishing the same in a legal newspaper published in the City of St. Paul, Minnesota, at least ten (10) days prior to the date of meeting. The Board of Directors may from time to time order the giving of such additional notice as it deems advisable.

Section 5. Business to be transacted. No business shall be transacted at any special meeting of the corporation except that stated in the notice of meeting.

Section 6. Quorum and Adjournment. At all meetings of the corporation a majority of the members present or by proxy in writing shall constitute a quorum. If such a majority shall not be present the members present shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting until the requisite quorum shall be obtained.

Section 7. Manner of Voting. Each member shall at every meeting of the membership be entitled to one vote. Votes may be cast by written proxy filed with the Secretary.

Section 3. Organization of Meetings. At all meetings of the corporation 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 II.

Section 1. Annual and Family Memberships.

- A) Any individual may acquire an annual membership.
- B) Any man and wife may acquire a family membership.
- D) Annual dues of annual members shall be \$5.00 and of family members \$15.00.
- D) Any member who shall fail to pay his or their annual dues within three months after notice that they have become due shall cease to be a member. The Board of Directors may for good cause shown reinstate any delinquent member.

Section 2. Any person who shall have donated to the corporation in the aggregate cash or the equivalent in value of any of the following amounts shall become a member of the class of membership appearing opposite such amount. Any member paying the difference between one classification and another classification shall change to the higher classification.

\$ 50	Annual Sustaining
\$ 100	Underwriters
\$ 300	Life Membership
\$ 1000	Patrons (can be paid in five equal yearly installments)
\$ 2500	Founders
\$10000	Founders in Perpetuity
\$25000 and over	Benefactors (can be paid in five equal yearly installments)

The Board of Directors shall issue suitable certificates or cards indicating membership and the class of membership.

ARTICLE III

Board of Directors

Section 1. General Powers. The property, affairs and business of the corporation shall be managed by a Board of Directors consisting of not more than 35 members, aided, as permitted by the statutes of Minnesota, by an Executive Committee. All but five of the members must be elected by and from the membership. Five of said members may be ex officio, the mayors or other members of gov-

erning bodies of such governments as may be involved in any agreement with the Society for a zoological garden owned by such governing body or bodies; provided such ex officio members shall be non-voting members.

Section 2. Organization. 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 3. Resignations. Any member of the Board of Directors may resign at any time by giving written notice to the Secretary of the corporation. 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 the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Place of Meetings. Meetings of the Board of Directors shall be held at such places as the Board of Directors may from time to time indicate.

Section 5. Annual Meetings. Immediately after the adjournment of the annual meeting of the membership the Board of Directors, including the newly elected members thereof, shall meet at the same place as the members shall have met, for the election of officers and the transaction of other business, with power to adjourn and readjourn. No notice need be given of such meeting.

Section 6. Regular Meeting. Regular meetings of the Board of Directors shall be held quarterly on the second Tuesday in May, August, November and February at a place and hour stated in the notice. Notice of each such meeting shall be given each such director at least ten (10) days before the day on which such meeting is to be held.

Section 7. Special Meetings. 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 such 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 as so stated in the notice shall be transacted at said meeting without the unanimous consent of all members of the

Board of Directors.

Section 8. Quorum and Adjournment. 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 of Directors. In the absence of a quorum a majority of the Directors present may adjourn the meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given.

Section 9. Waiver of Notice. Notice of any meeting need not be given to any member of the Board of Directors, however, if such notice shall have been waived by him in writing or by telegraph, or if he shall attend such meeting in person.

#### ARTICLE IV.

##### Officers

Section 1. The officers of the corporation shall be a President, Vice-President, Secretary and Treasurer, with such other officers as may be appointed in accordance with Section 3 of this Article III.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors. Each officer, except such officers as may be appointed in accordance with the provisions of Section 3 of this Article III, 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 3. Subordinate Officers. The Board of Directors may appoint such other officers, committees, or agents as it may deem necessary, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine. The Board of Directors may delegate to any officer or committee the power to appoint any such subordinate officers, committees or agents.

Section 4. Any officer or agent appointed directly or indirectly by the Board of Directors may be removed either with or

without cause by a vote of the Board of Directors, or if such power is granted by the Board of Directors, by any committee or superior officer upon whom such power of removal may be conferred by the Board of Directors.

Section 5. Resignation. Any officer may resign at any time by giving written notice to the President or to the Secretary of the corporation. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

Section 6. 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 in the manner prescribed in these Bylaws for regular appointments or elections to such office.

Section 7. President. The President shall preside at all meetings of the members and of the Board of Directors. He shall do and perform such duties as may be from time to time assigned to him by the Board of Directors. He may sign and execute all authorized contracts or other obligations in the name of the corporation.

Section 8. Vice-President. The Vice-President shall, in the absence of the President, perform the duties of that office.

Section 9. Secretary. The Secretary shall perform the duties customarily performed by that office.

Section 10. Treasurer. The Treasurer shall perform the duties customarily performed by that office.

#### ARTICLE V.

##### Fiscal Agent

The Board of Directors may appoint a fiscal agent consisting of a corporate trustee authorized to transact business in the City of St. Paul, Minnesota. 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 or Executive Committee from time to time to invest and reinvest avail-

able funds of the corporation in such securities as the corporation may approve, and when so authorized to sell, transfer, convey, and otherwise dispose of the properties of the corporation, both real and personal. Said fiscal agent shall advise the Board of Directors and the corporation from time to time as to the assets so held by it, shall receive and disburse all income and principal funds as directed by the Board of Directors, and shall account to the corporation 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 corporation from time to time as may be agreed upon.

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

The net income of the corporation 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 or Executive Committee may from time to time fix and determine.

Except as above provided, all the corporate powers shall be exercised by the Board of Directors or Executive Committee.

#### ARTICLE VI.

##### Contracts, Checks, Bank Accounts, Etc.

Section 1. Contracts, Etc. How Executed. The Board of Directors or Executive Committee may authorize any officer or officers, agent or agents of the corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances and unless so authorized by the Board of Directors or Executive Committee no officer, agent, or employee shall have any power or authority to bind the corporation 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 shall be contracted on behalf of the corporation unless specifically authorized by the Board of Directors or Executive Committee.

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 corporation shall be signed by such person or persons in such manner as shall be from time to time determined by the Board of Directors or Executive Committee.

Section 4. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositaries as the Board of Directors or Executive Committee may designate, or if there be a fiscal agent, with the fiscal agent, and shall be disbursed under such rules and regulations as the Board of Directors may from time to time determine.

#### ARTICLE VII.

##### Executive Committee

The Board of Directors may, by unanimous affirmative action of the entire Board, designate two or more of their number to constitute an Executive Committee, which, to the extent determined by unanimous affirmative action of the entire Board, shall have and exercise the authority of the Board in the management of the business of the corporation. Any such Executive Committee shall act only in the interval between meetings of the Board, and shall be subject at all times to the control and direction of the Board.

#### ARTICLE VIII.

##### Seal

The Board of Directors shall provide a suitable seal which shall be in the form of a circle and shall bear the words and figures:

MINNESOTA ZOOLOGICAL SOCIETY  
CORPORATE SEAL  
MINNESOTA  
1961

#### ARTICLE IX.

##### Fiscal Year

The fiscal year of the corporation shall be the calender year.

ARTICLE X.

All Bylaws of the corporation shall be subject to alteration or repeal and new Bylaws may be made by the affirmative vote of a majority of the members of the Board of Directors or by a majority vote of the members of the corporation at any regular meeting or special meeting called for that expressly stated purpose.

Minutes - Meeting, Membership and Board of Directors, Minnesota Zoological Society, 7:45 p.m., December 4, 1969, St. Paul Arts and Science Center.

Fourteen members being present in response to the publication of the 10-day legal notice, President Harmon declared the meeting official with a quorum present.

Reading of the minutes of the last membership meeting, February 17, 1967, was waived.

Resignations of Directors Holtz, Carnes, Oenheimer, Johnson, Ridder, Schilling, Skellet, Troy, Clapp and Parker were accepted.

Reelection of the remaining incumbent directors was moved by Schneider and seconded by Shapira. All were reelected unanimously. They are:

Jerome Bilder	Mrs. J. Paul McGee	Lewis Paper
Fred Cady	Fred Memmer	R. M. Schneider
Stanley Hubbard, Sr.	Howard Moore	Harold Shapira
Reuel Harmon	Joseph O'Neill	Adolf Tobler
Cecil March	Richard Ordway	D. D. Wozniak

Nominations for new directors were presented by Schneider, seconded by Shapira. Unanimously elected were Gordon Bailey, Bailey Nurseries, donor of the Bailey zoo site; John Barry, vice president of the American National Bank; Walter Dorle, president, Northwestern State Bank; John R. Finnegan, Assistant Executive Editor, Northwest Publications; James McCarthy, McCarthy and Associates; Louis H. Meyers, vice president, Twin City Federal Savings and Loan; Walter Miller, general manager, Union Brass and Metal; Dr. Valentine O'Malley, internist and conservationist; Mrs. B. H. Ridder, Jr., wife of the publisher of the Dispatch-Pioneer Press and Mrs. Arne Schoeller, zoo enthusiast and wife of the former director of the Citizens League.

Those attending the membership meeting were Bailey, Barry, Bilder, Harmon, March, McCarthy, Memmer, Miller, O'Malley, Schneider, Schoeller, Shapira, Tobler, and Wozniak.

The membership meeting was adjourned. The session then was reconvened by President Harmon as a meeting of the Society Board of Directors.

The written resignations of President Harmon and Secretary Schneider as officers and Treasurer Holtz as officer and board member were read and unanimously accepted.

Schneider presented the report of the nominating committee: Paper, president; Tobler, vice president; McCarthy, secretary and Barry, treasurer. Nominations were closed and the slate of new officers was elected unanimously.

In the absence of Paper, Harmon continued to chair the meeting by request.

Harmon read the financial report of former treasurer Holtz showing a current bank balance in excess of \$4,000 and ownership of stocks valued at approximately \$5,000.

The board voted unanimously that a resolution of appreciation be entered in the minutes for retiring officers and directors.

A letter from John Tilton, chairman of the State Zoological Board was read. It offered office space and secretarial help for the Society and suggested that a joint effort be made to establish the society's future role so that the state board and the society could work together. After considerable discussion, it was decided to accept Mr. Tilton's offer of office space and secretarial help. It also was decided to appoint a society committee to meet with the State Zoo Board to help plan the future role of the society.

A letter was read from Northern States Power Company offering the society land under its power lines at the Bailey site. Action on this was deferred for further study upon a motion by Memmer and a second by Wozniak.

The secretary was instructed to write letters of appreciation to Mr. Tilton and the Northern States Power Company. He was further instructed to prepare letters acknowledging the acceptance of resignations, and the election of new directors and officers who were unable to attend the meeting.

Harmon gave a brief history of the society, the need for its continued existence and growth, and a report on the activities of the State Zoo Commission, of which he is vice chairman.

New board members asked that they be briefed further on background activities of the society.

The new secretary was instructed to plan a newsletter to all members of the Minnesota Zoological Society, bringing them up to date on the society's activities.

The meeting adjourned at 9:30 p.m.

Respectfully submitted,

R. M. Schneider  
and  
James C. McCarthy

Minnesota Zoological Society - Board of Directors:

Gordon Bailey  
John Barry - Treasurer  
Jerome Bilder  
Fred Cady  
Walter Dorle  
John Finnegan  
Reuel D. Harmon  
Stan Hubbard, Sr.  
James McCarthy - Secretary  
Mrs. J. Paul McGee  
Cecil March  
Fred Memmer  
Louis H. Meyers  
Walter Miller  
Howard I. Moore  
John Mooty  
Dr. Val O'Malley  
Joseph T. O'Neill  
Richard Ordway  
Lewis Paper - President  
Ray Schneider  
Mrs. Arne Schoeller  
Harold Shapira  
Adolf Tobler - Vice President  
D. D. Wozniak

Others:

Bill Davenport - Chairman Committee of One Hundred  
Phil Ogilvie - Director Minnesota Zoological Garden  
John E. Tilton - Chairman Minnesota Zoological Garden  
Jack Hannaford - Attorney  
Bob Fox - Attorney

zoo Hist 65

POSITION PAPER OF THE MINNESOTA ZOOLOGICAL SOCIETY

The Board of Directors of the Minnesota Zoological Society is interested in the development of a new state zoological garden and in the expansion and upgrading of existing smaller zoos throughout the state.

The Board feels that these goals can best be achieved if the Society remains an independent non-profit agency as established under its Articles of Incorporation and bylaws. Both will be amended to insure that the Society becomes an operational statewide organization in fact as well as in name.

It is in the best interests of the state zoo board and in the public interest that the Society retain its independence while expanding its membership and developing closer relations with other zoological societies in Minnesota.

The strength of that approach lies in the fact that the Minnesota Zoological Society could examine and evaluate the plans and proposals of any zoological board or zoo in the state and comment upon them. Its support would carry more weight with legislators and others because of its independence. Its role as a friendly critic of plans could help improve the planning and development programs and help to instill greater confidence on the part of the public.

The credibility of such an organization's position would be much stronger than the support of a zoological society which is controlled and whose policies are directed by a majority of Board members named by the chairman of the state board.

Therefore, we propose:

1. That the basic structure of the Minnesota Zoological Society remain as it is except for the following changes:
  - a. The president of any zoological society in the state will be a member of the Board of the Minnesota Society, including the chairman of the state zoo board.
  - b. All zoo directors in the state will be ex-officio members of the Society Board.
  - c. The Articles of Incorporation will be changed to eliminate references to St. Paul in Article IX dealing with liquidation of the corporation.
  - d. Two attorney-members of the Board are working out language to meet IRS requirements for operation as a public charity. This should answer the question about donations, etc.

POSITION PAPER OF THE MINNESOTA ZOOLOGICAL SOCIETY

2. We will immediately launch a membership drive with fees as outlined in our bylaws. We will direct our attention particularly to those in organizations such as the Audubon Society, MECCA, the Sierra Club and other such agencies.
3. We will hire an executive secretary and other staff if funds permit. His duties will be to run the Society and develop a close liaison with the Zoo Board. The secretary will be directly responsible to the Society.
4. In addition to the aims and purposes outlined in the Articles of Incorporation, we would also add our support of programs for the preservation of endangered species.

The Board of Directors realizes that the Society has been dormant for a year awaiting planning and program development by the state zoo commission, but pledges that it will develop a strong action program in the years ahead. The Society newsletter will be revived as part of the new membership campaign.

The Society intends to establish close liaison with the Zoo Board, to study its plans and legislative proposals and to support those proposals that it feels merit endorsement.

The position of the Zoological Society Board is simple: we want a good state zoo in Minnesota. We believe our Society can play an important role in the development of that facility. We believe that an independent status - which allows for constructive criticism - is the best approach in the overall public interest.

POSITION PAPER ON STATE ZOOLOGICAL SOCIETY:

Recognizing the historic contribution of the Minnesota Zoological Society to the development of a state zoo and appreciating the value of such efforts, the Minnesota Zoological Board desires continued expansion of citizen support on a statewide basis to achieve the mutual goal of an excellent major zoo for Minnesota.

The Minnesota Zoological Board invites all members of the Minnesota Zoological Society Board who share the commitment to this concept to cooperate in forming an organizational committee as the basis for establishing a new statewide organization.

The Minnesota Zoological Board proposes an organization reflecting the following:

- A. The organization shall assist the Minnesota Zoological Board in achieving its goals; work with other organizations within Minnesota in implementing its goals; publicize and promote the Minnesota Zoological Garden; solicit funds; accept gifts, contributions, and membership fees; seek grants from other foundations; acquire animals for exhibit in the Minnesota Zoological Garden; enlist volunteers to assist in programs of the Minnesota Zoological Garden; to secure sponsors for exhibits of the Minnesota Zoological Garden; to foster within Minnesota an environment conducive to zoo improvement; 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.
- B. The Board of Trustees of the organization shall be composed of democratically-elected members, representatives of affiliated zoological societies, appointees of the Minnesota Zoological Board and the director of the Minnesota Zoological Garden.
- C. The organizational committee shall cease its function at the time of the first annual meeting of membership, no later than July, 1972.
- D. Officers of the organization shall be elected by the organizational committee during the first year and by the Trustees during subsequent years.
- E. The director of the Minnesota Zoological Garden or his designee shall be a member of each committee of the Board of Trustees.
- F. The organization shall be directed by an executive secretary selected by the organizational committee or Board of Trustees with the approval of the Minnesota Zoological Board and the director of the Minnesota Zoological Garden.
- G. The by-laws adopted for the organization shall be jointly prepared by the organizational committee of the Operations Subcommittee of the Minnesota Zoological Board and subject to the approval of the Minnesota Zoological Board.

1. Agree on Genl Purpose
2. Will serve as umbrella type org
3. Membership, Board of 35 members, appointed by  
300 board (10 or 12) trustees
4. 3 limits 3 mayors on board.
5. Dir of Bd or designee shall be ex officio member  
of each Board Committee
6. In principal Exec Secy of Society selected by  
mutual agreement of Soc + Director
7. Amendments to by laws made by letter

November 4, 1970

# InterDesign Inc.

Alfred W. French III

Peter Seitz

Duane Thorbeck

**Minneapolis Office:**

1409 Willow Street, Minneapolis, Minn. 55403

335-7878 / 612

**Saint Paul Office:**

475 Summit Avenue, Saint Paul, Minn., 55102

Dr. Philip W. Ogilvie  
Minnesota Zoological Board  
112 MEA Building  
55 Sherburne Avenue  
Saint Paul, Minnesota



Dear Dr. Ogilvie:

The Board at their last meeting requested advise concerning the additional property that would have to be acquired to properly control and protect the water levels in the lakes in the northeast and southwest corners of the zoo site. Eugene Hickok & Associates have worked out the expected fluctuations in water levels and related this to the topographical elevations as you will see on the attached memo.

We would recommend, therefore, that the Zoo Board purchase additional property to the limits shown on the enclosed sketches.

Yours truly,

InterDesign Inc.

A handwritten signature in cursive script that reads "Alfred W. French III".

Alfred W. French III

AWF:ns

enc: 2

cc: Eugene Hickok & Associates

October 29, 1970

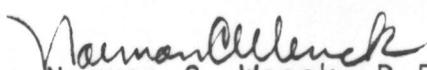
MEMO:

TO: Al French, InterDesign, Inc.

RE: Minnesota Zoological Garden - Recommended buffer zones around the lakes which are not entirely within the site.

1. The lake at the southwest corner of the site, designated Lake E, and the lake at the northeast corner of the site, designated Lake D, lie partially outside the zoo site. In order to properly manage and control these lakes the areas surrounding these lakes must be controlled.
2. The high water elevation will be regulated, but it will fluctuate widely and therefore a buffer zone on high water easement which can be managed is important in order to properly control the runoff.
3. Lake D will be the ultimate holding basin for the storm water runoff entering all the managed lakes. It is recommended that all property within the 920' contour or a minimum of 200 feet from the lakeshore, whichever is greater, be purchased. It is also recommended that provisions for an emergency spillway to release the runoff from the design flood be made.
4. Lake E will not experience the lake level fluctuation anticipated at Lake D, but the slopes running to the lake should be controlled. It is recommended that all property within the 1030' contour or for a minimum of 200 feet from the lake, whichever is greater, be purchased.
5. The 200' setback is a recognized standard for lakeshore development and can be considered a minimum value.

E.A. HICKOK & ASSOCIATES

  
Norman C. Wenck, P.E.

NCW:rc

Ernie A. Hartzel and Associates, Inc.  
Hydrological - Engineers



545 Indian Mound  
Wayzata, Minnesota 55391

(612) 473-4224

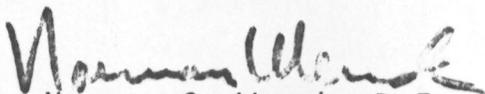


November 25, 1970

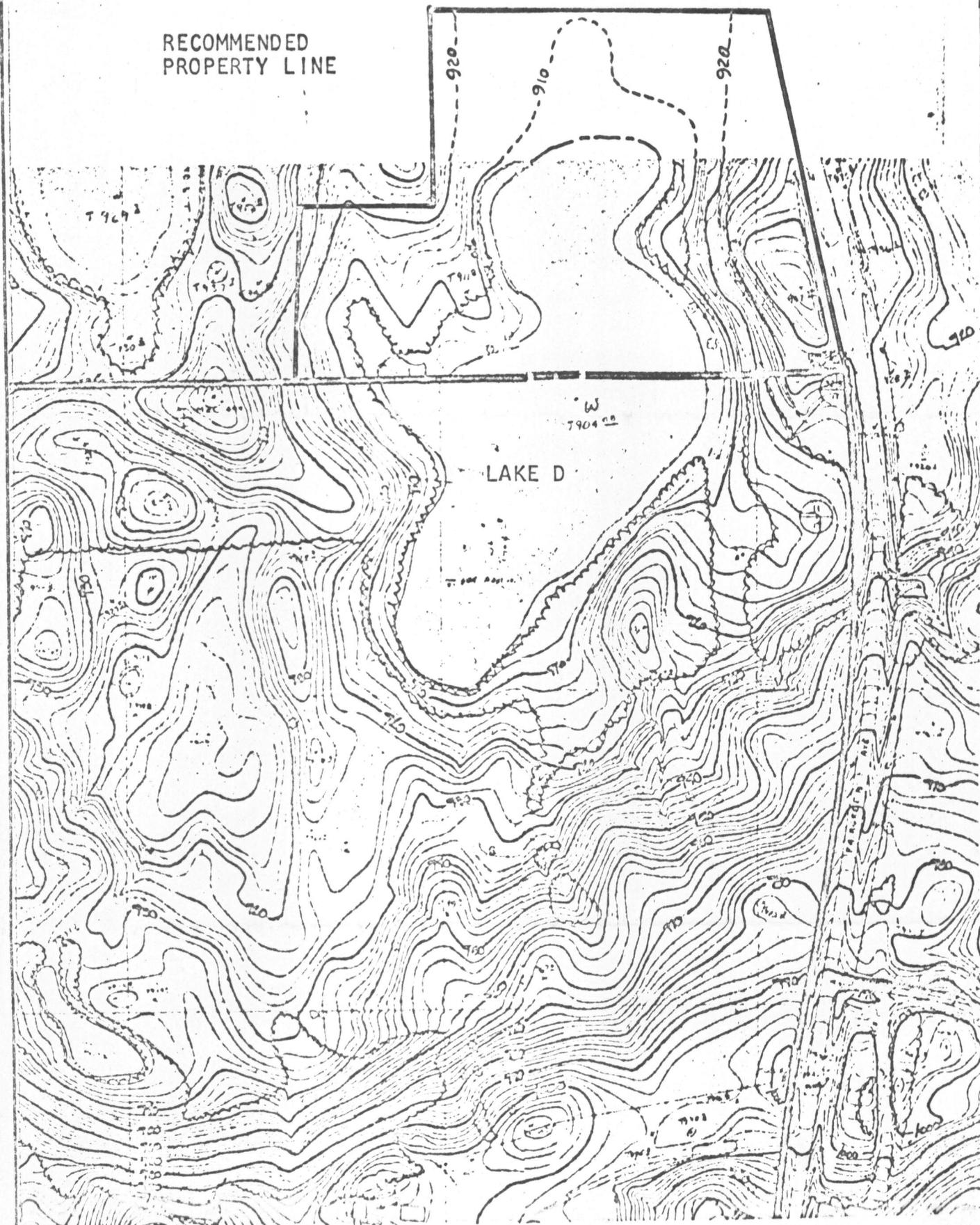
MEMO TO: Al French, InterDesign, Inc.

RE: Minnesota State Zoological Garden -  
buffer zones for Lakes D & E.

1. Please refer to my memo of October 29, 1970 on the above referenced subject where I recommended purchasing the land to a certain contour or a minimum of 200 feet from the lake, whichever is greater. After review of the elevations north of Lake D it appears that the 200 foot setback is the better criteria.
2. I have defined the recommended limits on a copy of the topo of the respective areas for your use.

  
Norman C. Wenck, P.E.

RECOMMENDED  
PROPERTY LINE

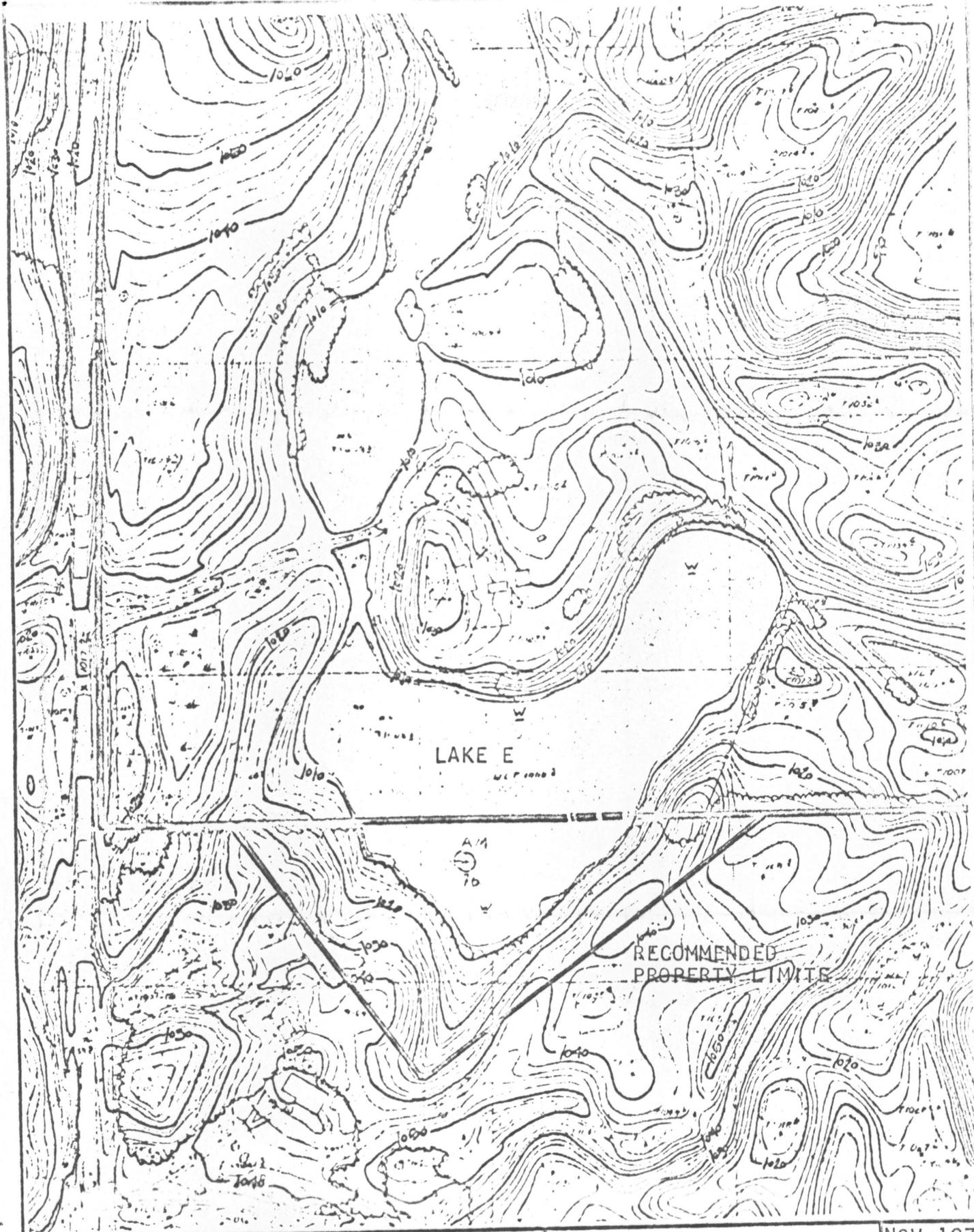


MINNESOTA STATE ZOOLOGICAL GARDEN

LAKE D - BUFFER ZONE

E A HICKOK & ASSOCIATES  
HYDROLOGISTS - ENGINEERS  
MINNEAPOLIS MINNESOTA

NOV. 1970



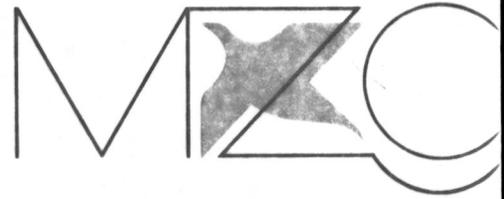
MINNESOTA STATE ZOOLOGICAL GARDEN

LAKE E - BUFFER ZONE

E A HICKOK & ASSOCIATES  
 HYDROLOGISTS - ENGINEERS  
 MINNEAPOLIS MINNESOTA

NOV. 1970

MINNESOTA ZOOLOGICAL GARDEN



December 3, 1970

Mr. Lawrence Carlson  
President, Minnesota Conservation Federation  
4313 Shady Oak Road  
Hopkins, Minnesota 55343

Dear Mr. Carlson:

The Minnesota Zoological Board wishes to express their appreciation for the Resolution No. 7 passed at the 18th annual assembly of the Minnesota Conservation Federation, September 20, 1970, regarding the Minnesota Zoological Gardens. We appreciate your support.

Relative to the resolution itself, we should like to point out that acreages noted for the San Diego Zoo (3500 acres) and the Los Angeles Zoo (4400 acres) are not accurate if they refer to the zoo proper. Actually, San Diego Zoo proper is comprised of 128 acres and the Los Angeles Zoo of 112 acres. There are, however, Balboa and Griffith parks, respectively, surrounding the zoo, providing buffer and other recreational activity areas.

It should be noted that San Diego has purchased 1800 acres outside the city in San Pasqual Canyon for the development of a safari type zoo.

Relative to conservation education it is our feeling that education is the only real justification for the existence of a zoo facility and our committees on education, the professional staff, and design team have been conscientiously working toward producing the finest conservation education program extant in a zoo anywhere.

We would be happy to provide a special program for you relative to the zoo development. If this is desirable, please contact our informational representative, Miss Elaine Bressie, at this office.

Sincerely,

DDB vc  
cc Mr. John Rose

Donald D. Bridgwater  
Assistant Director

MINNESOTA CONSERVATION FEDERATION

Eighteenth Annual Assembly  
Hill City, Minnesota  
September 20, 1970



Resolution No. 7

Minnesota Zoological Gardens

WHEREAS, the Minnesota Legislature did establish the Minnesota Zoological Board during the 1969 session for the purpose of planning and recommending the establishment of a statewide facility to be known as the Minnesota Zoological Gardens, and

WHEREAS, the cities of San Diego and Los Angeles have similar facilities of 3,500 acres and 4,400 acres respectively and they find themselves overcrowded and desirous of more space for these public educational facilities,

NOW THEREFORE BE IT RESOLVED that the Minnesota Conservation Federation at its Annual Assembly in Hill City, Minnesota, September 20, 1970, does hereby request the Minnesota Zoological Board to consider a site for the Minnesota Zoological Gardens of at least 1,000 acres in size, and further that the plans include facilities for the teaching of Conservation Education to visiting members of the public and school children.