

**DESERT BIGHORN COUNCIL**  
**CONSTITUTION AND BYLAWS**  
*(Effective April 20, 2017)*

Article I - Name

Section 1 Name - The name of this organization shall be the DESERT BIGHORN COUNCIL, and shall be referred to as the “Council” in this document.

Clause A Definition - For the purpose of this Council, the term “desert bighorn” is intended to include those bighorn sheep occurring in desert or semi-desert regions and belonging to the subspecies *Ovis canadensis mexicana*, *nelsoni*, *cremnobates*, *weemsi*, or *californiana*.

Article II - Purpose and Objectives

Section 1 Purpose - To provide for the exchange of information on needs and management of desert bighorns through meetings and published transactions, by means of which new or important information, ideas, techniques, and problems can be presented and discussed by Council members.

Clause A Objective - To stimulate studies in all phases of the life history, ecology, management and protection, recreational and related economic values of desert bighorns, including studies of species that may be seriously detrimental to desert bighorns.

Clause B Objective - To provide a clearing house of information among all agencies, organizations, and individuals professionally engaged in work on desert bighorns - through appointment of work committees, preparation of bibliographies and abstracts, and related methods, when desirable.

Clause C Objective - To function in a professional advisory capacity, where appropriate, on local, national, and international questions involving management, conservation, and protection of desert bighorns, and to adopt such measures as shall tend to promote advancement of knowledge concerning desert bighorns and the long-term welfare of these animals.

Clause D Objective - To recognize and commend outstanding work in the profession.

Article III - Membership

Section 1 Membership - Membership is open to all who are engaged in management, protection, or scientific study of desert bighorns, and to those active in some phase of desert bighorn conservation.

Clause A Privilege - Membership dues are due and payable in April of every odd numbered year and are good for two years. Only those whose dues are paid in current status shall be permitted to vote during general business sessions at the Council meetings.

Section 2 Constitution and Bylaws - Any person may receive a copy of the Constitution and Bylaws upon request.

#### Article IV - Board of Trustees

Section 1 Powers - The exercise of the powers of this Corporation, with the right to delegate to officers and agents the performance of duties and the exercise of such powers, shall be vested in its Board of Trustees. The Board of Trustees shall also act as the Technical Staff as is hereinafter described.

Such Board of Trustees (Technical Staff) shall be elected at the Council meeting and shall serve for a term of six (6) years.

#### Article V - Election of Officers

Section 1 Officers - The Officers of the Council shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer.

Clause A Chair - The Chair shall have general direction of the Council Officers. The Chair shall appoint, with the assistance of the Executive Committee (Article VIII, Section 3), Chairs of all regular and special committees, with the exception of the Chair for the Technical Staff (Article VIII, Section 9). The Council Chair shall also preside at meetings of the Executive Committee and Council, and shall be an ex-officio member of all committees.

Clause B Vice Chair - The Vice-Chair shall assist the Chair in duties where needed. In the absence of the Chair, or in the event of Chair's inability to act, the Chair's duties shall be assumed by the Vice-Chair.

Clause C Secretary - The Secretary shall serve as general business manager and shall issue notices of annual or special meetings and other materials distributed by the Council to its membership and shall record the minutes of the meeting. A report concerning Council activities shall be made by the Secretary at the Council business meeting. In the event neither the Chair nor Vice-Chair can serve in their capacity, the Secretary shall serve pro tempore.

Clause D Treasurer - The Treasurer shall be responsible for receiving and dispersing all funds of the Council, as well as the Charles Hansen and Ralph Welles Scholarship Fund. A report of the Council's accounts shall be made by the Treasurer at the Council business meeting.

Section 2 Term of Office - The Officers shall serve for approximately two (2) years, be installed at the Council meeting, take office immediately thereafter, and terminate their duties at the conclusion of the next Council meeting.

Section 3 Vacancies - Vacancies among Officers shall be filled by the Chair, Vice-Chair, Secretary, or Treasurer, in the same order of successional responsibility previously indicated, for the unexpired term of office.

Section 4 Nomination - The three (3) member Nominating Committee (Article VIII, Section 4) shall present a slate of no more than two (2) candidates for each elective position, namely Chair, Vice-Chair, Secretary, and Treasurer.

Clause A Approval - Prior approval shall be obtained from said candidates.

Clause B Announcement - The Nominating Committee's list of nominees shall be sent to the Secretary, and shall be included in the meeting program.

Clause C Floor Nominees - Additional nominations from the floor may be placed on the Nominating Committee's slate at the time of the Council meeting. Such nominees must formally accept the nomination while present on the floor. No person can be nominated who is not present at the Council meeting.

Section 5 Balloting - When more than one (1) nominee for an office has been nominated, written ballots shall be received from members present at the Council meeting by the Secretary and shall be counted by the Secretary and two (2) members appointed by the Chair. Balloting for an individual nominee (a single candidate for an Office) may be taken by a show of hands, or indicated by voice.

Clause A Alternate - If the office of Secretary is being contested, the Vice-Chair will fulfill the obligation of Balloting.

Clause B Election - The nominee receiving the largest number of votes (a plurality) shall be declared elected. No one may hold two (2) elective positions simultaneously in the Council.

## Article VI - Meetings

Section 1 Council Meeting - The meeting of the Council shall be within the first two (2) weeks of April, on a biennial basis, during odd numbered years. *The host state may request permission to deviate from these dates for logistical reasons, but the alternative dates for the meeting must be approved by a majority of the Technical Staff.*

Clause A Location - The meeting location will rotate; with every other meeting being held in the states of Arizona, California, or Nevada. The intervening meetings shall be held in the State voted on by the Council members during the business meeting held at the previous Council meeting. The exact location for the meeting shall be determined by the Meeting Committee (Article VIII, Section 6).

Clause B Meeting Notice - Notice of such meetings shall be given to the Secretary by November, at least six months prior to the annual meeting. Council members shall be notified at least 90 days prior to the Council meeting.

Clause C Quorum - The quorum shall be over 50 percent of the indexed membership, or 20 members, whichever is less.

Section 2 Meeting Rules - The rules contained in the latest revision of Roberts' Rules of Order shall govern the Council in all cases to which they are applicable, and in which they are not inconsistent with the Constitution and Bylaws, or the special rules of order of the Council.

## Article VII - Management of Finances

Section 1 Management - The Council shall be governed by an Executive Committee (Article VIII, Section 3).

Section 2 Finance - Funds of the Council shall be received by the Treasurer, who will keep a record of all monies and produce the records for audit by the Executive Committee at the close of the fiscal year and prior to the business meeting, or at any time the Executive Committee deems necessary.

Clause A Duties - The Treasurer shall collect dues and distribute membership cards. Clause

B Payments - The Treasurer shall issue payment for all bills approved by the Chair. All bank withdrawals require the signature of the Treasurer and the Council Chair or the Tech Staff Chair.

Clause C Petty Cash - The Treasurer may keep a petty cash fund.

Clause D Bond - The Treasurer need not be bonded.

Clause E Funds - Funds shall be derived from dues, special assessments, work projects, and contributions. Royalties from the book, "The Desert Bighorn," are obligated to the Hansen-Welles Scholarship Fund.

Clause F Safekeeping - Funds shall be placed in a banking institution insured by the Federal Deposit Insurance Corporation (FDIC); long-term (memorial) funds may be placed in a diversified portfolio of securities in a brokerage firm that is a member of the Securities Investor Protection Corporation (SIPC).

Section 3 Dues - Dues shall be set by the Executive Committee. The fiscal year of the Council shall commence on April 1 of each calendar year and shall terminate on March 31 of the following year.

Section 4 Publication - Dues will be apportioned between the various functions of the organization as appropriate to meet commitments of the Council.

Section 5 Files - The Council shall maintain a file containing: Constitution and Bylaws, minutes of all meetings, correspondence pertinent to Council affairs, all committee reports, financial statements and records, and any other material judged by the Executive Committee as pertinent. The files shall be housed and maintained by the Historian (see Article VIII, Section 10).

Section 6 Resolutions and Public Statements - Council member(s) shall submit resolutions for consideration to the Resolution committee (Article VIII, Section 7). These shall be accepted by the Committee and prepared for submission to the Council members. Information regarding previous actions taken by the Council may be issued by the Secretary upon request.

#### Article VIII - Committees and Staff

Section 1 Appointments - The Chair shall, with the help of the Executive Committee, appoint Chairmen of all regular standing and special committees, except that the Council Chair shall appoint the Chair and members of the Nominating Committee, also the Chair of the Technical Staff shall be elected by the membership of the Technical Staff.

Section 2 Committee Decision(s) - Decision(s) of a committee shall be inviolate, and any desired revision or change would have to be appealed.

Clause A Appeal - Any appeal to change a committee decision(s) shall have to come from the floor, in the form of a motion, at the Council meeting.

Section 3 Executive Committee - Shall be composed of the Officers of the Council and the immediate past Chair of the Council.

Clause A Obligation - The Executive Committee shall conduct its affairs to conform with the provisions of the Constitution and Bylaws. The Executive Committee is authorized to act for the Council between meetings and shall report its interim actions to the members at the succeeding Council meeting. Any action of the Executive Committee may be overridden by a two-thirds majority vote of the attending membership.

Clause B Audit - The Executive Committee shall audit the financial records of the Treasurer at the close of the fiscal year and prior to the Council meeting.

Section 4 Nominating Committee - Shall be composed of three (3) members of the Council appointed by the Council Chair.

Clause A Obligation - (See Article V, Section 4, clauses A and B).

Section 5 Meeting Committee - Shall be composed of three (3) members of the Council from within the state that the forthcoming meeting is to be held.

Clause A Obligation - It shall be the responsibility of the Meeting Committee to make public contact through newspaper, radio, and television media for publicity. It shall be the responsibility of the Committee to make necessary contacts to provide meeting places, accommodations, and any arrangements that will promote the success of a meeting. It shall be the responsibility of the Committee to develop an interesting and informative program and agenda for the Council meeting. Information pertaining to the arrangements and the program agenda shall be given to the Secretary 90 days prior to the meeting date. A Promotions Coordinator will assist the Meeting Committee to help select, purchase, and maintain Council promotions merchandise.

Clause B Restriction - Publicity shall be restricted to Council action, programming, awards, and announcements. At no time will publicity be released that would discredit any person or organization, a member, state game and fish organization, federal agency, college, or university.

Section 6 Constitution and Resolutions Committee - Shall consist of the Chair, Secretary, and the immediate past Chair.

Clause A Obligation - It shall be the responsibility of the Constitution and Resolutions Committee to draft changes and revisions in the Constitution and Bylaws and present these changes to the Council for vote at the Council meeting. It shall be the responsibility of the Committee to draft resolutions in the accepted form and grammar, and present the resolution for Council consideration, discussion, and vote.

Clause B Recommendations - Council members may recommend changes to the Constitution or the Bylaws by submitting such changes to the Secretary for committee consideration. Council members may recommend adoption of resolutions by submitting such to the Committee no less than 24 hours prior to the Council business meeting.

Clause C Acceptance - Resolutions will be limited to subjects directly related to the management, conservation, and protection of desert bighorn sheep or its habitat, or resolutions of gratuity or memorial. Constitution and Bylaw changes, and Resolutions, must be voted on and passed by a two-thirds vote of members present at the Council meeting.

Section 7 Transactions Committee - Shall be composed of an Editor and two (2) assistants.

Clause A Obligation - It shall be the responsibility of the Transactions Committee to publish the Transactions of the Council meeting.

Clause B Transactions - It shall be the responsibility of the Secretary to post a downloadable version of the Transactions on the Council website.

Section 8 Technical Staff - Shall be composed of not more than seven (7), nor less than five (5), members of the Council.

Clause A Obligation - It shall be the Technical Staff's responsibility to review and approve applications for funds collected in Hansen-Welles Memorial Fund. The Technical Staff will be guided by the Council's decision that these monies be donated to students or others for studies or research of the desert bighorn sheep. In addition, the staff will inform Charles Hansen's immediate family of all recipients of these funds.

Clause B Obligation - The Technical Staff will provide or obtain advisor assistance for persons or agencies requesting information or help in desert bighorn sheep research and management, including review of environmental impact statements or other proposals which will impact desert bighorn sheep.

Clause C Election - Technical Staff members shall be elected by the Council when necessary; and the Chair of the Technical Staff shall be elected by members of the Technical Staff. In order to preserve continuity, it is desired that 4 members shall have served for at least 3 years.

Clause D Term - The term of Technical Staff members shall be 6 years. Technical Staff members can be re-elected for more than 1 term.

Section 9 Awards Committee - Shall be composed of three (3) members of the Council.

Clause A Obligation - It shall be the responsibility of the Awards Committee to evaluate and determine qualified Council members for consideration for the Council's awards, or any other recognition deemed suitable to the cause.

Clause B Criterion - Committee members shall follow the Council's accepted "criterion and guide for determining the Desert Bighorn Council Award for outstanding work relating to desert bighorn sheep."

Section 10 Historian - The Council Historian shall be appointed by the Chair, with approval of the members at the Council business meeting.

Clause A Obligation - It shall be the Historian's responsibility to keep and house all Council records, except records two years old or less, which shall be kept by the Secretary. The Secretary will, however, provide the Historian with copies of minutes of the Council business meeting and annual financial statements, which are less than two years old.

Clause B Limitations - The Historian shall serve as long as the Historian is able and wishes to, subject to regular confirmation by the Chair and membership.

Section 11 Dissolution Committee - Shall be the Technical Staff.

Clause A Obligation - (See Article IX, Section 1).

Section 12 Miscellaneous Committees - Shall be appointed as needed to fulfill the desires of the Council in pursuing the objectives and purposes (Article II).

Section 13 Accountability - All committees shall be accountable to the Council Chair.

Section 14 Tenure - All committees shall serve until new committees are appointed in their stead, or until the duties assigned have been discharged, in conformance to Article V, Section 2.

#### Article IX - Dissolution

Section 1 Dissolution - On dissolution of the Council, any assets remaining shall be distributed to a fund, foundation, or corporation organized and operated exclusively for the purpose specified in Section 501(c)3 of the Internal Revenue Code, as such section may be amended, superceded, or reformed.

#### Bylaws

Section 1 Order of Business - The order of business at the Council business meeting, unless changed by a majority vote of members present, shall be as follows:

1. Reading of the minutes of the previous meeting
2. Reports of the Secretary and Treasurer
3. Reports of the committees
4. Election of Officers
5. Old Business
6. New Business

Section 2 Enactment - Bylaws may be adopted, amended, or repealed at any Council business meeting by a majority vote of members present.