

CONSTITUTION AND BYLAWS OF THE DESERT FISHES COUNCIL

(As amended November 12, 2004, Tucson, Arizona)

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CONSTITUTION OF THE DESERT FISHES COUNCIL

ARTICLE I - NAME

The name of this organization shall be the Desert Fishes Council, and shall be referred to as the Council in this document.

ARTICLE II - PURPOSE AND OBJECTIVES

Section 1. Purpose

Within the framework of an entity organized exclusively for charitable, educational and scientific purposes [including distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law)], the Council exists to conserve the biological integrity of desert aquatic ecosystems and their associated life forms, to hold symposia to report related research and management endeavors, and to effect rapid dissemination of information concerning activities of the Council and its members.

Section 2. Definition

For the purpose of this Council, the term "desert fishes" is intended to include any endemic fish or aquatic organism, be it species, subspecies, race or population that inhabits any drainage of the world's deserts or arid areas as broadly defined.

Section 3. Objectives

1. To stimulate and support studies in all phases of life history, ecology, conservation, management, and related intrinsic values of desert fishes and their ecosystems, including studies of introduced or exotic species that may be detrimental to desert fishes.
2. To provide a clearing house of information among all agencies, organizations, and individuals professionally engaged in work on desert fishes and the general public, through appointment of work committees, preparation of bibliographies and abstracts, publication of information on the World Wide Web, and related methods, when desirable.
3. To function in a professional advisory capacity, where appropriate, on questions involving conservation, management, and protection of desert fishes and their ecosystems, and to adopt such measures that will ensure continued survival of desert fishes and maintenance of their associated ecosystems in a natural state.
4. To publish symposium proceedings and transactions of meetings so as to present current information on problems relating to conservation of desert fishes and their ecosystems, and to commend outstanding action by the public and professionally engaged individuals in supporting the purposes of the Council.

ARTICLE III - MEMBERSHIP

Any person or organization interested in or engaged in the management, protection, or scientific study of desert fishes and their ecosystems, or some related phase of desert fish conservation, shall be considered eligible for membership upon application.

ARTICLE IV - OFFICERS

The officers of the Council shall be a President, Executive Secretary, Proceedings Editor, Membership Secretary, Program Secretary, and Areas Coordinator, whose duties are described in the Bylaws (Article II).

ARTICLE V - MANAGEMENT

The Council shall be governed by an Executive Committee.

ARTICLE VI - MEETINGS

An Annual Meeting of the Council shall be held.

ARTICLE VII - PUBLICATIONS

The Proceedings of the Desert Fishes Council shall be published annually.

ARTICLE VIII - ARCHIVE

A Desert Fishes Council archive shall be maintained at the University of Nevada-Las Vegas library.

ARTICLE IX - TAX EXEMPT STATUS

The affairs of the Council shall at all times be managed in such a way as to preserve and safeguard its tax-exempt status. Specifically, no part of the net earnings of the Council shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the Council shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and objectives set forth in Article II hereof. No substantial part of the activities of the Council shall be in promulgating propaganda, or otherwise attempting to influence legislation, and the Council shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Council shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes and objectives of the Council, as stated in Article II.

ARTICLE X - DISSOLUTION

Section 1. Dissolution Defined

The Desert Fishes Council shall be deemed dissolved after a two-thirds vote favoring dissolution by the attending membership at any Annual Meeting, and upon cessation of all administrative functions, provided, however, that in no event shall said administrative functions continue for a period in excess of six months from the date of the dissolution vote.

Section 2. Obligations Upon Dissolution

The Dissolution Committee shall, upon the dissolution of the Council, and after paying or making provision for the payment of all of the liabilities of the Council, dispose of all of the assets of the Council exclusively for the purposes and objectives of the Council in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Dissolution Committee shall determine. Any such assets not so disposed of shall be disposed of by the appropriate Court of the county in which the principal office of the Council is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI - TAX EXEMPT STATUS--ADDENDUM

Notwithstanding any other provision of these Articles, the organization shall not carry on any other activities not permitted by (a) an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) an organization which receives deductible contributions under Section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

BYLAWS OF THE DESERT FISHES COUNCIL

ARTICLE I - MEMBERSHIP

Section 1. Classes

The membership of the Council shall consist of the following classes: Student; Regular (foreign or domestic); Complimentary; Family; Sustaining; Life; and Patron.

Section 2. Application

Application for membership shall be transmitted in writing to the Membership Secretary on forms provided by the Council.

Section 3. Duration

Membership is on a calendar year basis.

Section 4. Benefits

Only members may present papers at the Annual Meeting, be appointed or nominated as Council officers, and be eligible for awards and assistance granted by the Council. Each membership class is entitled to receive a single copy of the annual Proceedings of the Desert Fishes Council.

ARTICLE II - OFFICERS AND COMMITTEES

Section 1. President

The President shall have general direction of the Council officers. The President shall appoint, with the assistance of the Executive Committee, Chairs of all Committees, and shall be an ex-officio member of all Committees. The President shall preside at meetings of the Executive Committee and Council.

Section 2. Executive Secretary

The Executive Secretary shall serve as general business manager and ombudsperson for the Council, and shall appoint a member of the Executive Committee to record the minutes of both Executive Committee and Council Business meetings. Furthermore, the Executive Secretary shall be responsible for receiving and disbursing all funds of the Council. A report concerning activities of this office, and an auditing of accounts during the preceding year, shall be made by the Executive Secretary to the Council at the Annual Business Meeting, and at any time requested by the President. In the event that a majority vote of the Executive Committee determines that the President cannot serve or is not serving in the capacity designated, the Executive Secretary shall serve pro-tempore.

Section 3. Membership Secretary

It shall be the responsibility of the Membership Secretary to collect and account for all membership dues payments, and to maintain the membership directory and mailing database. The Membership Secretary will provide data from the membership database to members and others, as approved by the Executive Committee, and will transmit membership dues to the Executive Secretary on an annual basis. The Membership Secretary will also provide a report to the Executive Committee and to the Council during the Annual Business Meeting.

Section 4. Proceedings Editor

It shall be the responsibility of the Proceedings Editor to receive and compile abstracts and resolutions submitted by members as potential presentations at the Annual Meeting, and to transmit these in accordance with a predetermined deadline to the Program Secretary. The Proceedings Editor will also insure that abstracts and articles from the Annual Meeting are published on an annual basis in the *Proceedings of the Desert Fishes Council*. The Proceedings Editor will provide a report to the Executive Committee and to the Council during the Annual Business Meeting.

Section 5. Program Secretary

It shall be the responsibility of the Program Secretary to announce the Annual Meeting to members, and to organize resulting abstracts into an interesting and informative program. The program agenda shall be given to the Executive Secretary at least 30 days prior to the meeting date. The Program Secretary will provide an activities report to the Executive Committee and to the Council during the Annual Business Meeting.

Section 6. Areas Coordinator

It shall be the responsibility of the Areas Coordinator to function as a liaison between the Executive Committee and the Area Chairs. In this capacity, the Areas Coordinator will provide a report to the Executive Committee and to the Council during the Annual Business Meeting.

Section 7. Area Chairs

Area Chairpersons shall be appointed by the Executive Committee to represent specific areas as determined by the Executive Committee, and from other areas of interest to the Council. Area Chairs will compile synopses of conservation, research, and management endeavors in their respective areas for presentation at the Annual Meeting. Area Chairs will also insure rapid dissemination of Council information among members within and among areas, and will assist the Executive Secretary in responding to information requests of a specific regional or local nature.

Section 8. Local Meeting Committee

The Local Meeting Committee shall be composed of a chairperson and two members of the Council selected by the Executive Committee to make necessary arrangements that will promote the success of a meeting. Complete information pertaining to arrangements shall be given to the Executive Secretary at least 90 days prior to the Annual Meeting. The chair of the Local Committee will provide a report to the Executive Committee and to the Council regarding the status of the upcoming meeting.

Section 9. Student Awards Committee

The Student Awards Committee will consist of a chairperson and two members of the Council selected by the Executive Committee to decide by majority rule at each Annual Meeting the recipients of the Carl L. Hubbs Award, and the Robert Rush and Frances Hubbs Miller Award (By-Laws Article IV Section 7). Award recipients will be announced at close of the Annual Meeting. The chair of the Student Awards Committee will provide a report to the Executive Committee and to the Council at the Annual Business Meeting subsequent to the year the awards were made.

Section 10. Miscellaneous Committees

Miscellaneous committees shall be appointed as needed by the Executive Committee of the Council, or by the membership of the Council at its business meeting, to fulfill the needs of the Council in pursuing its Objectives and Purposes (Constitution Article II).

Section 11. Accountability

All Committees shall be accountable to the Council President.

Section 12. Tenure

All committees shall serve until new committees are appointed in their stead, or until their assigned duties have been discharged.

ARTICLE III - MANAGEMENT

Section 1. Executive Committee

Shall be composed of the officers of the Council (Constitution Article 4) and the immediate Past President of the Council and the Executive Committee Member-at-Large, whose responsibility it shall be to function as a liaison between the membership and the Executive Committee by soliciting and facilitating communications between the membership and the Executive Committee. All members of the Executive Committee are voting members.

Section 2. Obligation

The Executive Committee shall conduct its affairs to conform to 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 Annual Business Meeting. Any action of the Executive Committee may be overridden by a two-thirds majority vote of the membership during the Annual Business Meeting.

Section 3. Restriction

The Executive Committee will insure that all 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.

Section 4. Nomination

The Executive Committee shall recommend nominees for officers of the Council and the Executive Committee's Member-at-Large during the Annual Meeting. Such nominees must formally accept the nomination.

Section 5. Floor Nominees

Members may offer additional nominations from the floor during the Annual Business Meeting. Such nominees must be present at the Annual Business Meeting and must formally accept the nomination from the floor.

Section 6. Balloting

When more than one nominee exists for an office, written ballots shall be received by the Executive Secretary from members present at the Annual Business Meeting, and shall be counted by the Executive Secretary and two members appointed by the President. Balloting for an individual nominee (a single candidate for an office) may be taken by a show of hands or indicated by voice.

Section 7. Alternate

If the office of Executive-Secretary is being contested, the President will fill the obligations of Balloting.

Section 8. Election

The nominee receiving the largest number of votes (a plurality) shall be declared elected. No one may hold two elective positions simultaneously in the Council. In the event of a tie in election for any office, the Executive Committee shall determine the winner and the membership will be informed.

Section 9. Term of Office

Officers will serve two year terms beginning 1 January following their election in odd-numbered years. The Executive Committee's Member-at-Large will serve two year terms beginning 1 January following election in even-numbered years.

Section 10. Vacancies

Vacancies among officers shall be filled by majority vote of the Executive Committee.

Section 11. Resolutions

Members may submit resolutions to the Council by following the same instructions and deadlines established to submit abstracts for the Annual Meeting. Proposed resolutions must be submitted with complete lists of proposed recipients of the resolution together with all contact information for those individuals. Proposed resolutions will be reviewed by a committee of members appointed for this purpose for compliance with Section 12 (Limitations) and, if deemed in compliance, proposed resolutions accepted by that committee shall be discussed by the assembled membership at the Annual Business Meeting and ratified by majority vote. The author of a resolution will report to the membership where appropriate.

Section 12. Limitations

Resolutions will be limited to those that further the objectives of the Council.

Section 13. Recommendations

Council members may recommend changes to the Constitution or Bylaws by submitting such changes to the Executive Secretary for consideration at the Annual Business Meeting of the Council.

Section 14. Acceptance

Constitution and Bylaws changes must be voted on and passed by two-thirds majority vote of the assembled membership at the Annual Business Meeting of the Council.

Section 15. Files

The Executive Secretary 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

ARTICLE IV - MEETINGS

Section 1. Annual Meeting

The Annual Meeting of the Council shall be during the first three weeks of November at a site determined by the Executive Committee.

Section 2. Location

The Annual Meeting of the Council will rotate sequentially between three locations in western North America: (a) Death Valley National Park; (b) a site to be determined in western United States of America; and (c) a site to be determined in Mexico.

Section 3. Meeting Notice

Notification of such meetings shall be given to the Executive Secretary at least six months prior to the Annual Meeting of the Council. Council members shall be notified at least ninety days prior to the Annual Meeting of the Council.

Section 4. Quorum

The quorum shall be 20 members.

Section 5. Meeting Rules

The rules contained in the latest revision of Roberts' Rules of Order shall govern the Council and its Executive Committee in all cases where they are applicable, and when they are not inconsistent with the Bylaws or the special rules of order of the Council. Unless otherwise stated in the Constitution and Bylaws for specific cases, all decisions will be made by a simple majority vote.

Section 6. Order of Business

The order of business at the Annual Business Meeting of the Council, unless changed by a majority vote of assembled members, shall be as follows:

- 1 Minutes of the previous Annual Business Meeting of the Council.
2. Minutes of the most recent Executive Committee Meeting of the Council.
3. Report of the Council's Executive Secretary.
4. Report of the Council's Membership Secretary.
5. Report of the Council's Proceedings Editor.
6. Report of the Council's Program Secretary.
7. Report of the Council's Areas Coordinator.
8. Report of the Council's Member-at-Large of the Executive Committee.
9. Report of the Council's Chairperson of the Student Awards Committee.
10. Report of the Council's Chairpersons of Local Committees for future meetings of the Council.
11. Election of Officers of the Council.
12. Resolutions of the Council.
13. Old Business of the Council.
14. New Business of the Council.

Section 7. Minutes of Meetings

Minutes of all Council meetings shall be recorded by the Executive Secretary or any member designated by the President.

Section 8. Student Awards

Two student awards will be presented at each Annual Meeting: The Carl L. Hubbs Award for best overall student paper, and The Robert Rush and Frances Hubbs Miller Award for best paper presented by a Latin American student. Students must be members of the Council and must indicate their desire to compete for an award at time of abstract submittal.

ARTICLE V - FINANCES

Section 1. Finance

Funds of the Council shall be under the supervision of the Executive Secretary.

Section 2. Fiscal Year

The fiscal year of the Council shall commence immediately after 00:00:00 hours on January 1 and end at 23:59:59 hours on December 31.

Section 3. Disbursement

The Executive Secretary shall deposit all funds of the Council in a bank approved by the Executive Committee, at frequent intervals, and in the name of the Council. The Executive Secretary shall be responsible for disbursement of Council's funds. The Executive Secretary shall balance accounts at end of each fiscal year, and report to the Executive Committee and the Council those adjustments as required by the annual audit.

Section 4. Audit

An audit of the Council's financial status shall be made at the end of each fiscal year by the officers of the Council.

Section 5. Bond

The Executive Secretary need not be bonded.

Section 6. Funds

Funds shall be derived from dues, special assessments, work projects, and contributions.

Section 7. Dues

Annual dues shall be fifteen U.S. dollars for Student Membership, twenty-five U.S. dollars for Regular Membership (foreign or domestic), thirty-five U.S. dollars for Family Membership, thirty-five U.S. dollars for Sustaining Membership, and 25 times the annual Regular Membership dues for Life Membership. Patron Membership is available to companies and corporations for a single payment of one thousand U.S. dollars (\$1,000). All memberships are payable on a calendar year basis. Complimentary memberships are gratis.

Section 8. Publication

The cost of producing and distributing the Proceedings of the Desert Fishes Council shall be covered through dues, the sale of copies, and contributions.

As revised November 12, 2004.