

Bylaws of the Zoological Association of America (“ZAA”)

Article 1. Purpose

Our mission is to promote the responsible ownership, management, conservation, and propagation of animals in both privately funded and publicly funded facilities through professional standards in husbandry, animal care, safety and ethics.

We strive to:

- As a trade organizations, serve the needs of our members.
- Protect and defend the right to own exotic and domestic animals in both privately funded and publicly funded facilities, using best practices in professional care, husbandry, and safety standards which are rigorously observed and maintained.
- Defend ZAA accredited facilities against the false allegations and mischaracterizations of “animal rights” activists.
- Promote legal and ethical methods for sustainable wildlife management.
- Encourage responsible conservation of genetics through cooperative breeding.
- Promote high standards and ethics through a stringent accreditation programs.
- Educate the media, policy-makers and the public through advocacy and adherence to best practices.
- Promote “conservation through commerce” as the only sustainable alternative to failed command and control wildlife regulations.
- Promote education and conservation of nature and wildlife.

Article 2. Membership and Accreditation

Section 1. Membership

The ZAA will have membership categories for individuals, facilities, commercial and others as determined by the Board of Directors. Members must be willing to support the mission of ZAA and abide by the Bylaws, Code of Conduct, and all other rules and regulations of ZAA.

Annual membership dues and services for each category are determined and set by the Board of Directors.

Professional/Zooculturist and accredited facility applicants must be approved by a simple majority of the Board of Directors.

Professional/Zooculturists shall have the right to vote and hold an elected office. Accredited facilities shall have the right to vote.

Member in Good Standing: A Member in Good Standing shall be defined as:

- a) Members whose membership dues are paid current and abide by the Bylaws, Code of Conduct, and all other rules and regulations of ZAA. Membership dues shall be considered to be in arrears if payment is not made within 30 calendar days of the due date.
and
- b) Accredited facilities must abide by the Bylaws, Code of Conduct, and all other rules and regulations of ZAA and adhere to the ZAA Animal Care and Enclosure Standards.

Section 2. Dues and Services

Annual membership dues and services for each category are determined and set by the Board of Directors.

Section 3. Accreditation

Facilities may become accredited members by satisfying all requirements for accreditation as may be determined and set forth by the Board of Directors.

Accredited Facilities are eligible to vote. No facility may be required to participate in any program as a condition of accreditation. Each facility shall retain sole decision-making authority over animals owned by that facility.

Section 4. Voting

Each Professional/Zooculturist Member and each Accredited Facility Member is accorded the privilege of voting on any issue presented by the Board of Directors. Only Professional/Zooculturist Member and each Accredited Facility Member in good standing shall be eligible to vote. Unless otherwise determined by the Board of Directors or these bylaws, all issues will be decided by a simple majority vote, determined by the votes received, of the voting membership.

Article 3. Board of Directors

Section 1. Members of the Board of Directors

The Board of Directors shall consist of a minimum of three (3) and not more than eleven (11) members elected from the Professional/Zooculturist membership category. Directors shall serve for five (5) years and shall have staggered terms so that two (2) are elected each year for four years and three (3) are elected the fifth year. The Executive Director of the ZAA shall also be a member of the Board of Directors ex officio without the right to vote.

No two members from the same facility may serve concurrently on the Board of Directors.

If a member of the Board of Directors has two (2) consecutive unexcused absences from scheduled meetings of the Board of Directors then the absent member's position on the Board of Directors is automatically declared vacant. The vacancy is then filled according to these Bylaws.

Section 2. Rules and Regulations

The Board of Directors may adopt such rules and regulations for the conduction of the business of ZAA as they deem advisable, within the limits of these bylaws.

Section 3. Suspension or Termination

The Board of Directors may suspend or terminate any ZAA member. The suspension or termination process against a member must first be submitted to the Code of Conduct Committee for their review and recommendation. Only the Board of Directors can reinstate in ZAA a suspended or terminated member. Such reinstatement requires a two-thirds (2/3) majority vote of the Board of Directors. Suspension or termination of membership will not entitle the member to any refund of membership dues previously paid or any rights of membership.

Section 3.4. Limitation of Liability and Indemnification

Any member of the Board of Directors or any member of the Accreditation / Inspection or Membership Committee shall not be liable for any act or omission committed by any other member of ZAA (in any membership category). Further, any member of the Board of Directors or any member of the Accreditation / Inspection or Membership Committee shall not be liable for any fault or negligence committed by any other member of ZAA (in any membership category). Each ZAA member shall solely be responsible for any and all demands, causes of action by reason of personal injuries, causes of action by reason of damage to property, or any other damages, injuries and liabilities occurring on that member's premises / facility.

In the event that a third party demands damages and/or restitution, or files a cause of action by reason of personal injuries and/or property damage, or any other type of injury, damage or liability against a member of the Board of Directors and/or a member of the Accreditation / Inspection or Membership Committee due to an occurrence, incident, accident, act, negligence or omission on any other ZAA member's premises / facility, that ZAA member shall indemnify, fully protect, and hold harmless the member of the Board of Directors and/or member of the Accreditation / Inspection or Membership Committee.

Article 4. Officers

The Board of Directors shall elect officers from among itself consisting of Chairman, Vice-Chairman, Secretary, and Treasurer. Each of the officers, Chairman, Vice-Chairman, Secretary, and Treasurer must be a member of the Board of Directors a minimum of one (1) year prior to being elected an officer. Officers will be elected at the annual meeting each year and no officer may serve more than two (2) consecutive terms in the same office.

The "officer" (chair, vice chair, secretary and treasurer) term is two (2) years and "officers" may not serve more than two (2) consecutive terms (four years) in one of the "officer" positions. If a Board member holds an officer position for two (2) terms he or she must step down from that position for at least one (1) year. If a Board member is re-elected to the Board, they may serve in any of the officer positions as long as they are not serving on more than two (2) consecutive terms in any one (1) officer position.

The duties of the Chairman include, but are not limited to, presiding at all meetings of the general membership and the Board of Directors; fulfilling the duties assigned to the Chairman under these bylaws; fulfilling other duties as are deemed necessary to conduct the business of ZAA.

The duties of the Vice-Chairman include, but are not limited to, performing the presiding duties of the Chairman in the absence of or at the request of the Chairman; fulfilling the duties assigned to the Vice-Chairman under these bylaws; fulfilling other duties as are deemed necessary to conduct the business of ZAA.

The duties of the Secretary include, but are not limited to, recording the minutes of the general membership meetings and the Board of Director meetings; maintaining ZAA correspondence and bylaws; fulfilling the duties assigned to the Secretary under these bylaws; fulfilling other duties as are deemed necessary to conduct the business of ZAA.

The duties of the Treasurer include, but are not limited to, maintain all ZAA funds, and accounts; preparing financial statements for ZAA Board of Director meetings and general membership meetings; fulfilling the duties assigned to the Treasurer under these bylaws; fulfilling other duties as are deemed necessary to conduct the business of ZAA.

Article 5. Executive Director

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

The Executive Director shall have the authority to employ personnel for the Association as provided for by the Board of Directors or its Executive Committee and to terminate the employment of such personnel. He/She shall have full authority, as well as the responsibility, to supervise the work of such personnel. He/She shall attend all meetings of the Board of Directors and its Executive Committee, but shall not be entitled to vote. He/She, likewise, may attend all meetings of Bylaws, standing, and special committees in an ex officio capacity.

Article 6. Committees

The following permanent committees shall be formed:

1. Membership
2. Accreditation / Inspection - Membership in this permanent committee shall be limited to Professional / Zooculturist Members and Upper Management (i.e. directors, assistant directors, veterinarians, or owners) of Accredited Facility Members.
3. Nominating
4. Financial
5. Conservation
6. Conference
7. Member's Code of Conduct
8. Animal Management Program (AMP)

NOTE: The Executive Director will have oversight of and be a member of all committees. No one may simultaneously serve on more than two of the permanent committees.

The Board of Directors may form additional committees on an as needed basis.

The Chairman of the Board of Directors or Members of the Board of Directors may submit nominations for Committee Chairmen to the Board of Directors. The Board of Directors must approve or disapprove all committee chair nominations by a simple majority vote. Once a Committee Chairman for a particular committee is elected, the Committee Chairman shall appoint members to that committee. Each committee shall consist of an odd number of members, with a minimum of three (3) members and terms for committee members will be staggered and normally be three (3) years. The election of the Member's Code of Conduct chair and committee members will be carried out as required in the Member's Code of Conduct.

Article 7. Nominations, Elections, and Vacancies

Section 1. Board of Directors

The nominating committee shall prepare a slate of nominations for the Board of Directors with a minimum of two (2) candidates for each vacancy.

The slate of candidates for election to the Board of Directors shall also include any candidates presented to the Board of Directors at least sixty (60) days prior to the annual meeting by a petition signed by at least thirty percent (30%) of the voting membership.

The nominated person shall be a Professional/Zooculturist member in good standing and in compliance with the goals and mission of ZAA, as well as be in compliance of the Members Code of Conduct.

The slate of nominees will be reviewed by the Board of Directors, who will then approve or disapprove each slate by a simple majority vote. The final slate of nominees will then be submitted to the voting membership for their vote.

Section 2. Member's Code of Conduct Committee

The nominating committee shall prepare a slate of nominations for the Member's Code of Conduct Committee under the guidelines of the Member's Code of Conduct. The slate of nominees will be reviewed by the Board of Directors, who will then approve or disapprove each slate by a simple majority vote. The final slate of nominees will then be submitted to the voting membership for their vote.

Section 3. Elections

All Professional members and accredited institutions shall be mailed one (1) ballot each at least thirty (30) calendar days prior to the annual meeting. Ballots must be returned in the envelope provided either:

- 1) by mail to the Secretary or other person approved by the Board of Directors which will then be brought, unopened, to the annual meeting or
- 2) by the individual member to the annual meeting and given to the Secretary or other person approved by the Board.

Ballots will be counted and results will be announced at the annual meeting at a time determined by the Board of Directors.

Newly elected members of the Board of Directors shall serve from the end of the annual meeting at which they are elected until the end of the fifth annual meeting after their election. No member shall serve more than two (2) consecutive terms in the same position on the Board of Directors.

Section 4. Vacancies

Vacancies that are created due to resignations, death, or other unforeseen circumstances will be filled based on rules outlined in Florida Statute 617.0809 1,2,3.

617.0809 reads as follows:

- (1) Any vacancy occurring on the board of directors may be filled by the affirmative vote of the

majority of the remaining directors, even though the remaining directors constitute less than a quorum, or by the sole remaining director, as the case may be, or, if the vacancy is not so filled or if no director remains, by the members or, on the application of any person, by the circuit court of the county where the registered office of the corporation is located.

(2) A director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by the board of directors, but only for a term of office continuing until the next election of directors by the members or, if the corporation has no members or no members having the right to vote thereon, for such term of office as is provided in the articles of incorporation or the bylaws.

(3) A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date under s. 617.0807 or otherwise, may be filled before the vacancy occurs. However, the new director may not take office until the vacancy occurs.

Article 8. Meetings

Section 1. Number of Meetings

ZAA shall hold at least one general membership business meeting (“annual meeting”) each year. The Board of Directors may call other general membership meetings as needed to conduct ZAA business. All general membership meetings require notification of all ZAA members at least thirty (30) calendar days prior to the meeting stating time, place, and information on topics to be discussed. Attendance at general membership meetings shall be in person.

The Chairman of the Board shall have the discretion to call Board of Directors meetings as needed to conduct ZAA business. All Board of Directors meetings require notification of all Board Members at least fifteen (15) calendar days prior to the meeting stating the time, place, and information on topics to be discussed. Board of Directors meetings may be held in person, by telephone, or by e-mail.

Section 2. Quorum

A quorum of the Board of Directors shall consist of a majority of the existing Board members. Actions of the Board require a majority vote to be enacted in most instances.

Board of Directors meetings and/or votes may be conducted in person, by telephone, or by e-mail. Should a vote of the Board of Directors be conducted via e-mail, each member of the Board of Directors shall receive notification of the impending e-mail vote, and will be accorded a voting opportunity of up to fifteen (15) calendar days after the email vote is initiated to submit their vote. However, if the Chairman of the Board of Directors receives a majority of the total Board of Directors’ votes on an issue prior to the expiration of the fifteen (15) calendar-day period, the Chairman of the Board of Directors is authorized to take immediate action pursuant to the results of the vote.

A quorum of the general voting membership shall be a simple majority of the participating voting membership in any circumstance.

Article 9. Amendments

Amendments to the bylaws may be initiated in one of the following two ways:

- 1) A member of the Board of Directors may, from time to time, propose amendments to the bylaws; or,
- 2) Amendments to the bylaws may be submitted to the Board of Directors for approval by a petition

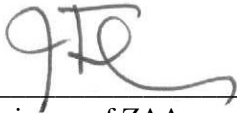
signed by at least 30% of the eligible voting membership of ZAA.

Amendments to the bylaws, initiated by either method, require a simple majority vote, determined by the votes received, of the eligible voting members for their approval following approval by 2/3 majority vote of the Corporation's Board of Directors for adoption. The voting membership shall be mailed one (1) ballot each and be given thirty (30) calendar days to submit their ballot once it is mailed.

Article 10. Parliamentary Authority

Florida Statutes shall apply to ZAA procedures and meetings in all situations in which they are applicable to the governing of this organization and in which they are not inconsistent with these bylaws or statutes applicable to this organization.

Adopted on the 8th day of November, 2017.

A handwritten signature in black ink, appearing to read 'ETE', is written above a horizontal line.

Chairman of ZAA

Approved and Adopted (date)
Eric Trager, Secretary