

# NONPROFIT BYLAWS

Of

## TECOLUTLA TURTLE PRESERVATION PROJECT

### ARTICLE I - NAME, PURPOSE

**Section 1:** The name of the organization shall be Tecolutla Turtle Preservation Project.

**Section 2:** The Tecolutla Turtle Preservation Project is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. To this end the corporation shall support the protection of Kemp's ridley sea turtles (species: *Lepidochelys Kempii*) by offering financial assistance to Vida Milenaria A.C. (of Tecolutla, Veracruz, Mexico) and other Kemp's ridley conservation efforts. The acronym, TTPP, is an acceptable form of the name for this corporation.

**Section 3:** US Government Identification number for TTPP is EIN: 134324052

### ARTICLE II - MEMBERSHIP

**Section 1:** Membership shall consist only of the members of the board of directors.

### ARTICLE III - MEETINGS

**Section 1:** Regular Meetings: The Board of Directors shall meet on a monthly basis, with the exception of one or two months during each year. Meetings will take place no less than six times annually.

**Section 2:** Special Meetings. Special meetings may be called by the Board Chair, or one-third of the Board. Notice will be given to all voting members no less than one week prior to the special meeting.

**Section 3:** Notice. The date and time of "regular" meetings will be decided upon by board agreement at the conclusion of each meeting, for the following meeting. Minutes from the meeting are immediately made available to all members of the Board of Directors, this will suffice as official written and timely notice for the following meeting. Additional notice of meetings shall be given to each voting member through conference call invitations and agenda-sharing.

### ARTICLE IV - BOARD OF DIRECTORS

**Section 1:** Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the Corporation, and delegate's responsibility for day-to-day operations. The Board shall have between 5 and 11 members. The board receives no compensation other than reimbursement for reasonable expenses.

**Section 2:** Board Elections. Directors will be elected by a majority vote of the current directors.

**Section 3:** Terms. Board members shall serve 2 year terms, and are eligible for re-election upon completion of their term.

**Section 4: Quorum.** A quorum must be attended by at least 60 percent of the Board members before business can be transacted or motions made or passed.

**Section 5: Notice.** An official Board meeting requires that each Board member have written notice two weeks in advance.

**Section 6: Officers and Duties.** There shall be four officers of the Board consisting of a Chair, Vice Chair, Secretary and Treasurer. Their duties are as follows:

The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer.

The Vice-Chair will chair committees on special subjects as designated by the board.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. Treasurer shall help develop fundraising plans, and make financial information available to Board members and the public.

The members of the Board of Directors include:

Chairperson:	Laura Kiehner
Vice-Chair:	Paul Seelaus
Secretary:	Vacant (Laura Kiehner, temporary)
Treasurer:	A. Scott Kiehner
Board Member:	Pete Bretz
Board Member:	Richard L. Wilson
Board Member:	Andy T. Coleman, Ph.D
Board Member:	Mark A. Roberts, Ph.D

**Section 7: Vacancies.** When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

**Section 8: Resignation, Termination and Absences.** Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

**Section 9: Special Meetings.** Special meetings of the Board shall be called upon the request of the Chair, or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member no less than one week in advance.

**ARTICLE V - COMMITTEES**

**Section 1:** The Board may create committees as needed, such as fundraising, housing, etc. The Board Chair appoints all committee chairs.

**Section 2:** The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

**Section 3:** If a financial committee is created, it will be overseen by the Treasurer. The Board must approve all expenditures. The fiscal year shall be April 1 - March 31. In addition to giving financial reports at each meeting, Annual Financial Reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to Board members and to the public.

**ARTICLE VI – DISSOLUTION**

Upon dissolution of the Tecolutla Turtle Preservation Project, The Corporation shall, after paying or making provision for the payment of the debts and obligation of the corporation, distribute the remaining assets and property (after necessary expenses thereof) to Vida Milenaria AC, Tecolutla, Veracruz, Mexico, OR another such organization as shall qualify as an exempt organization under section 501(c) (3) of the Internal Revenue Code of 1986, as named. Any such assets not disposed of shall be disposed by the Circuit Court of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized for such purposes as qualify them as exempt organizations.

**ARTICLE VII - AMENDMENTS**

**Section 1:** These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Board of Directors of Tecolutla Turtle Preservation Project on January 8, 2017

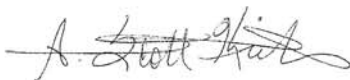
Signed:



Laura W. Kiehner

Signature

Printed Name



A. Scott Kiehner

Signature

Printed Name



Pete Bretz

Signature

Printed Name



Richard L. Wilson

Signature

Printed Name



Paul A. Seelaus

Signature

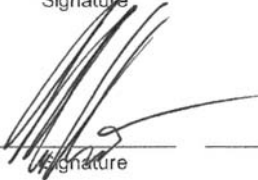
Printed Name



Andrew Coleman

Signature

Printed Name



Mark A. Roberts

Signature

Printed Name