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# ZOOLOGICAL BOARD BY-LAWS

## Article I

- Section 1. **PURPOSE:** The purpose of the Zoological Board is to serve as the formal means through which members participate using their skills, knowledge and experience in providing suggestions in the fortification and prosperity of matters concerning, financials issues, infrastructure development, marketing and overall improvements, for the City owned Lincoln Park Zoo.
- Section 2. **BOARD ACTIONS:** All matters acted upon before this Board that directly impact personnel or budgetary status, shall go before the Public Infrastructure Committee for action. Roberts rules of order shall govern at all meetings.

## Article II

- | Section 1. **MEMBERSHIP:** The membership of this Board shall consist of at least 7 but not more than 10 members nominated by the Mayor and confirmed by the Common Council. Members of this Board shall have business knowledge, marketing skills, zoo operations experience, knowledge of wildlife, or other skills required to benefit such a Board. One member shall be a member of the Common Council, one member shall be appointed by the Lincoln Park Zoological Society, one member shall be appointed by the Manitowoc County Fish & Game Protective Association, one member shall be appointed by the Northeastern Wisconsin Great Lakes Sports Fisherman, Inc., and up to 4 "at large" Manitowoc Co Wildlife enthusiasts. Members may not authorize another person to act for them by proxy. The City of Manitowoc's Director of Public Infrastructure shall designate a recording Secretary. The members of this Board shall serve without pay, but may be entitled to reimbursement for their actual and necessary expenses including local travel expenses included in discharge of their duties.
- Section 2. **MEMBERSHIP STRUCTURE:** The Zoological Board shall have a Chairman and a Vice-Chairman. The Director of Public Infrastructure for the City of Manitowoc shall be advisory to the Board and shall be responsible for the agenda, minutes and forwarding appropriate items to Public Infrastructure Committee.
- Section 3. **MEMBERSHIP ELECTIONS:** An election for Chairman and Vice-Chairman shall occur at the first meeting held by the Board after the adoption of these by-laws. Thereafter, there shall be elections every year to select a new

Chairman and Vice-Chairman. The members shall be allowed to re-elect the current Chairman and Vice-Chairman for consecutive terms.

- Section 4. **TERMS AND APPOINTMENTS**: Members shall serve on this Board in accordance with the term of office specified by Section 3.170 of the City of Manitowoc Municipal Code at the time of initial appointment. All subsequent previously appointed officers of the Board who are reappointed or subsequently appointed shall represent the City's Zoological Board for a term of 4 years. In the case of an early vacancy of a member, there shall be a replacement selected to fill the remainder of the retired member's term. Persons who are appointed to fill vacated seats shall hold such seat for the balance of the term of the person who vacated the seat.
- Section 5. **VOTING**: Each member of the Zoological Board shall be entitled to one vote on all matters brought to a vote during a regular or called special meeting in which said member is present and provided a quorum is present at the time as specified in Article II, Section 6.
- Section 6. **QUORUM**: Four (4) members of the Zoological Board officially holding appointments from the appointing authority shall constitute a quorum. A quorum shall be necessary for the transaction of any official business. Without a quorum present, no business may be conducted or any action taken by the Board.

### **Article III**

- Section 1. **DUTIES OF ALL MEMBERS**: It shall be the duty of the Chairman to officiate all regular and special meetings. The Chairman may call special meetings of the membership as a whole, at his discretion when he deems necessary. In the absence of the Chairman, the Vice-Chairman shall assume the duties of the Chairman.

The Vice-Chairman shall assist the Chairman at all regular meetings and special meetings.

It shall be the responsibility of the Director of Public Infrastructure for the City of Manitowoc to provide a Recording Secretary to keep an accurate record of proceedings of all regular and special meetings. Responsibilities include: a) formation of the agendas b) recording and distribution of minutes c) maintenance of membership terms d) requesting the Mayor's appointment of members e) notification of meetings, dates, and times, and e) handling actions voted on by the Board.

## Article IV

- Section 1. TIME OF MEETINGS: The starting time for regular meetings for the Zoological Board will be 4:00 pm monthly from September through May. Agendas shall be distributed to the members via US Mail or e-mail one (1) week prior to the meetings. The Director of Public Infrastructure shall determine if the meeting will be held on that said Wednesday, contingent on material available. Meetings shall be held as necessary, however, at least four (4) meetings a year shall be scheduled.
- Section 2. SPECIAL MEETINGS: Special meetings shall be scheduled if needed. At least one-week notice shall be given to all members.

## Article V

- Section 1. RECORDS OPEN TO MEMBERS: Agendas, minutes and other documentation related to the Board shall be kept at the Recreation office. All records associated with this Board shall always be open for examination by any member.
- Section 2. CHANGES IN BY-LAWS: The ability to alter, amend, repeal or adopt new by-laws by a majority vote shall be vested to current members of the Zoological Board.

Inception of By-laws     /    /    2017