

**BYLAWS
OF THE DOCENT COUNCIL
OF THE SAN FRANCISCO ZOOLOGICAL SOCIETY**

ARTICLE I

NAME

The name of this nonprofit, unincorporated association, within, and under the direction and control of, the San Francisco Zoological Society, shall be the Docent Council (the "Council") of the San Francisco Zoological Society (the "Society").

The Council and the Docent Executive Committee are responsible to, and their actions are subject to the ultimate review and direction of, the vice-president of education and the Board of Directors of the Society. All assets of the Council (including docent dues) shall be deemed assets of the Society; and the Council shall supervise the acquisition and disposition of such assets, subject to the ultimate direction of the Society's Board of Directors.

ARTICLE II

PURPOSE

The object of the Council shall be to provide interpretive tours and volunteer services to complement and support the Society's educational activities for the San Francisco Zoo.

ARTICLE III

MEMBERSHIP

Section 1. Definition

A docent is a volunteer who acts as a guide/teacher, providing information to the public.

Section 2. Qualifications and Status

Any person at least 18 years old; who is deemed qualified by the Training Committee after having successfully completed its courses and tests; who serves the purposes of the Council and the Society; who is a member in good-standing, complying with the Bylaws requirements (including those specified in the Docent Guidelines) shall be qualified to become a docent.

Section 3. Categories

- (a) Provisional: A docent is considered provisional until one (1) year from the date of his/her first docent training class. Provisional docents may serve on committees (other than the Docent Executive Committee and the Training Committee) but may not serve as chairperson of any committee. A provisional docent may not vote. Prior to a provisional docent being accepted as an active docent, his/her provisional period shall be reviewed (and may be extended) as outlined in the Docent Guidelines.
- (b) Active: A provisional docent shall attain "active" status upon successful completion of his/her provisional year. Active docents may serve or chair any committee and may vote. Active docents are required to complete continuing educational credits annually as outlined in the Docent Guidelines. Active docents shall participate in one or more of the following categories:
 - i) Interpretative: An interpretative docent is assigned to touring or stations throughout the Zoo or other activities as assigned.
 - ii) ZooMobile: A ZooMobile docent is assigned to provide presentations to schools and other organizations, using Animal Resource Center (ARC) animals.

iii) **Emeritus:** Upon successful completion of five (5) full years (not including leaves of absence) as an active docent in good-standing in any of the above three categories, a docent may apply for emeritus status. An emeritus docent is a non-touring docent. One is required to complete other assignments or services as agreed upon by the Education Office of the Society and the Docent Executive Committee.

- (c) **Sustaining:** A docent may be granted "sustaining" status if he/she has been an active docent for a period of two (2) full years (not including leaves of absence). Some exceptions may be determined – based on a lesser time period and/or taking a leave of absence – at the discretion of the Docent Status Committee and the Docent Executive Committee. Sustaining members must be supportive of the Council's and Society's activities, but may not participate in touring, stations, and the ZooMobile, and may not vote or serve on committees. Sustaining members shall continue to receive the Docentinel and may attend continuing education activities.
- (d) All requests for change in docent status, with the exception of provisional to active, must be made in writing to the chairperson of the Docent Status Committee and may be granted by majority vote of the Docent Executive Committee at its discretion at a regularly scheduled meeting.

Section 4. Dues

Each docent in good-standing must pay annual dues, payable in advance on or before November 1 of each year. The Docent Status Committee shall notify delinquent docents, and those whose dues are not paid by the December meeting of the Executive Committee thereafter shall be dropped from membership in the Council.

Section 5. Leaves of Absence

Any request for a leave of absence in excess of three (3) months must be submitted in writing to the chairperson of the Docent Status Committee and may be granted by the Docent Executive Committee. Leaves of absence are limited to a maximum of one (1) year, except in extenuating circumstances. For purposes of voting, an active docent on approved leave of absence is still considered to have 'active' status. A provisional docent may not be granted a leave of absence.

Section 6. Resignation

Any docent may voluntarily terminate by submitting a written resignation to the Docent Executive Committee. Any former docent who has resigned in good-standing may be reinstated by application to the chairperson of the Docent Status Committee, which must be approved by the Executive Committee. A reinstated docent may be subject to specific retraining requirements, which shall be determined on a case-by-case basis by the Executive Committee.

Section 7. Termination

A docent may be expelled, suspended or terminated upon determination by a review committee comprised of the Docent Executive Committee and the Society's vice-president of education, that the docent has acted in a manner detrimental to the best interests of the Council and/or the Society, and/or has failed to observe the Bylaws (including the Docent Guidelines), conditions, qualifications and/or standards for the docents. In making any such determination (except in the case of dues delinquency, which is separately governed by these Bylaws) the following shall apply:

- (a) A notice shall be personally delivered to the docent by registered mail, postage prepaid, at his/her last known address as shown on the Council's records. Such notice shall be given at least 15 days prior to the proposed effective date of the expulsion, suspension or termination, and shall set forth the reason(s) for the proposed action.
- (b) The docent shall be given an opportunity to be heard, either verbally or in writing, not less than five (5) days prior to the proposed effective date of expulsion, suspension or termination, by the review committee.
- (c) Promptly after the hearing, the review committee shall, in its sole discretion, decide whether the expulsion, suspension or termination should take place, whether the docent should be otherwise sanctioned, whether the docent should receive a prorated refund of dues, and any other pertinent issues. The docent shall be given notice in writing of the decision by the review committee, which shall be final.

ARTICLE IV

OFFICERS

Section 1. Officers and Duties

The officers shall be a president, vice-president, secretary, treasurer and three members-at-large – these seven (7) persons have voting privileges. These officers shall perform the duties prescribed by these Bylaws, and shall execute and manage the purpose of the Council. One officer shall be appointed by the Docent Executive Committee to serve as a designated director of the Society and as the Council's representative on the Society's Board of Directors. In the event that an officer is unable to serve as the designated director, a member of the Council in good-standing may be appointed with approval of the Executive Committee.

Section 2. Nomination Procedure, Time of Elections

The Docent Executive Committee shall appoint the Nominating Committee that consists of three (3) members. The president may not solely appoint this committee or be a member of it – ex officio or otherwise. Members of the nominating committee are not barred from becoming nominees for office themselves. It shall be the duty of this committee to nominate candidates for the offices to be filled at a specified meeting.

Section 3. Election and Terms of Office

The officers shall be elected by a ballot distributed to all docents eligible to vote. Officers shall serve a term of two (2) years biennially (with elections held annually and alternating between four (4) members and three (3) members being elected), or until their successors are elected, and their term of office shall begin at the close of the meeting at which they are elected.

Nominees must be qualified active or emeritus docents in good-standing with a record of consistently meeting all required interpretive and benefit hours and meeting all other requirements as stated in the Bylaws and Docent Guidelines.

If the Nominating Committee's deadline for docents to declare themselves candidates for Docent Executive Committee office has passed and the number of successfully vetted candidates equals but does not exceed the number of vacant seats on the Executive Committee, the Executive Committee may choose to elect the candidate(s) by acclamation or unanimous consent. All docents who are eligible to vote must subsequently be notified as to the election results.

Section 4. Office-Holding Limitations

No officer shall hold more than one office at a time. Officers may serve no more than two (2) consecutive two-year terms; a one-year break in consecutive service will permit commencement of another four-year cycle.

ARTICLE V

MEETINGS

At the Docent Executive Committee's discretion, any meeting may be held in separate parts for docents to attend (i.e., alternating weekdays/weekends; thus, providing opportunity for attendance increase).

Section 1. Regular Meetings

Regular meetings of the Council aren't held; yet, members are invited to the monthly Executive Committee meetings.

Section 2. Bi-Annual Meetings

An annual and a semi-annual meeting of the Council shall be held for the purpose of receiving officer and committee reports, conducting other business as the Executive Committee may determine, and for any other

business that may arise. The date, time and location of the meeting shall be set by the Executive Committee, with advance notice of a minimum of two (2) weeks.

Section 3. Special Meetings

Special meetings of the Council may be called by the Executive Committee, with advance notice of a minimum of ten (10) days, stating the purpose, date, time and location of the meeting. In addition, such meetings may be called upon the written request of ten members of the Council.

Section 4. Meetings without Regular Call and Notice

The transactions of any meeting of the docents, however called and noticed and wherever held, are as valid as a meeting duly held pursuant to regular call and notice if a quorum is present and if, either before or after the meeting, each of the persons entitled to vote, who is not present at the meeting signs a written waiver of notice, a consent to holding of the meeting or an approval of the minutes of the meeting.

Section 5. Quorum

Twenty percent (20%) of the docents eligible to vote must be present, unless their ballots/proxies have been submitted/received, shall constitute a quorum.

ARTICLE VI

EXECUTIVE COMMITTEE

Section 1. Committee Composition

The officers of the Council (voting members), along with the Zoo executive director and vice-president of education (non-voting members) shall constitute the Docent Executive Committee, entitled to attend all meetings.

The Society Board of Directors may elect a representative who shall be a non-voting member of the Executive Committee, and may attend such meetings.

Each section of the Council (i.e., ZooMobile) may elect a liaison (non-voting) to represent particular interests, and attend meetings.

Section 2. Committee Duties and Powers

The Executive Committee shall have general management of the Council's affairs between meetings, set the date, time and location of meetings, make recommendations to the Council and the Society, and perform such other duties as specified in these Bylaws. The Committee shall be subject to the orders of the Society, and none of its actions/activities shall conflict with acts taken by the Society.

As a condition of membership, elected Executive Committee members are required to consistently complete all respective interpretive and benefit hours throughout their terms of office.

Section 3. Committee Meetings

Unless otherwise ordered by the Council or the Society, the Executive Committee shall hold regular meetings at least ten times annually (at approximately monthly intervals) and shall hold such special meetings as the Executive Committee may from time to time determine. Notice of the meeting date, time and location shall be given by announcement at the previous meeting, by inclusion in the minutes of the previous meeting or by writing emailed, delivered or mailed at least 48 hours in advance. Special meetings of the Executive Committee may be called by the president and shall be called upon the written request of three (3) members of the Committee.

A majority of the voting members of the Executive Committee shall constitute a quorum.

Section 4. Resignation, Removal and Vacancy

Any member of the Executive Committee may resign by written notice to the president of the Executive Committee; provided that non-elected members must also give written notice to the Zoo director of the Society. Any elected member of the Executive Committee may be removed without cause by a two-thirds (2/3) affirmative vote of the remaining voting members on the Executive Committee. The Society designee on the Executive Committee is subject to appointment, removal and replacement by the Society's Board of Directors. Elected-member vacancies on the Executive Committee shall be filled by appointment or election ballot.

ARTICLE VII

COMMITTEES

Section 1. Composition and Selection

The chairperson of each Committee shall be appointed by the Docent Executive Committee. Chairpersons are eligible based on docent status, and must be in good-standing. Other committee members may be selected by the Executive Committee or the committee chairperson (except as noted below). Committees shall be subject to the direction/guidance of the Executive Committee. Chairpersons and committee members may be removed at any time by the Executive Committee.

Section 2. Committees

- (a) Training Committee shall be composed of docents and the Society's vice-president of education or education staff. The Training Committee shall be responsible for:
 - i.) screening prospective docent applicants prior to the first training class;
 - ii.) coordinating and developing presentations, speakers, and course content with the assistance of the Education Director and staff; and
 - iii.) devising and administering tests for provisional docent status.
- (b) Continuing Education Committee shall plan and manage continuing education for docents. The Continuing Education Committee shall provide the Docent Status Committee with records of continuing education credits earned.
- (c) Docent Status Committee shall prepare an annual report on the status and continuing eligibility of docents in each class for presentation to the Docent Executive Committee. In addition, the Docent Status Committee shall review and present to the Executive Committee all requests for leave of absence, special consideration and change of status, and shall be solely responsible for sending flowers or cards, as deemed appropriate by the Executive Committee, upon the occasion of severe illness or death of docents. The Docent Status Committee shall maintain a record of all docents, showing names, addresses, status, dates of training, change of status, termination, etc., and other pertinent information. Docent Status Committee may assist the Finance Committee in the collection of late dues owed by docents and shall report to the Executive Committee at its December meeting those members who will be dropped.
- (d) Finance Committee, led by the Treasurer, shall prepare a budget for the fiscal year (to be submitted to the Council and the Society), collect dues, maintain funds, pay bills and transact all other financial business of the Council. The Finance Committee may from time to time submit amendments to the budget for the current fiscal year, which may be adopted by a majority vote. Finance Committee shall be responsible for keeping all the financial records of the Council and for ensuring that all Council checks are signed by one member of the Finance Committee and one member of the Docent Executive Committee (or designee of the Executive Committee). Finance Committee shall submit a written report to the Executive Committee monthly and prepare a written report for the vice-president of education annually.

The Finance Committee of the Council shall report the financial status and prospects of the Council to the Zoo executive director of the Society on a monthly basis. Upon request of the Society's Board of Directors, but no

less often than annually, the Docent Executive Committee shall make a full activities and status report to the Society's Board of Directors through the Executive Committee's representative on such Board.

- (e) Nominating Committee shall supervise the election process of Docent Executive Committee candidates who are to be elected by the docents. The Nominating Committee shall be composed solely of three (3) active docents (including the Chairperson) selected at large by the Executive Committee. The Nominating Committee shall meet during the month of March to select a proposed slate of no more than eight (8) docents in good-standing who are eligible, as outlined in Article III, Section 3, for election to the Executive Committee. Recommendations by docents shall be received and reviewed by the Nominating Committee but shall not bind the Nominating Committee or the Executive Committee. The Nominating Committee shall present its proposed slate to the current Executive Committee for approval at the Executive Committee's April meeting. The Executive Committee may in its discretion add names to or delete names from the Nominating Committee's proposed slate, so long as the Executive Committee's final slate contains no more than eight (8) names. Upon the Executive Committee's selection of a final slate, the Nominating Committee shall prepare, distribute, collect and count ballots and shall report the election results to the Executive Committee at the May meeting, unless time constraints preclude a final tally of ballot votes by such meeting, in which case the election results shall be reported to the Executive Committee no later than the June meeting.
- (f) Bylaws Committee shall recommend the adoption, amendment or repeal of these Bylaws. The Bylaws Committee shall accept, without being bound by, the comments and suggestions of docents regarding Bylaws. Bylaws Committee shall be responsible for reviewing these Bylaws, as well as the Docent Guidelines. Proposed changes and updates are to be submitted to the Docent Executive Committee no later than its May meeting.
- (g) Communications Committee shall be responsible for the regular publication of the docent newsletter (the Docentine). Editorial decisions regarding the content of the newsletter shall be the responsibility of its editor, who shall serve as the Communications Committee chairperson. In addition, the committee manages electronic communications, such as the website and blog.
- (h) Recruitment Committee shall be responsible for strategies and events to recruit persons to volunteer/docent orientation and training and promote the docent program in the community.

ARTICLE VIII

PARLIMENTARY AUTHORITY

The rules contained in the current edition of "Robert's Rules of Order" shall govern the Council in all cases in which applicable and not inconsistent with these Bylaws and any special rules of order the Council or Society may adopt.

ARTICLE IX

AMENDMENTS

Bylaws

Bylaws may be adopted, amended or repealed by approval of the Docent Executive Committee and the Deputy Director of the San Francisco Zoo and Gardens. Any proposed/new by-laws, amendments or repeals shall be submitted in writing to the Bylaws Committee or the Docent Executive Committee.

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