



**Texas Tortoise
Organization**

Governing Bylaws

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"Protecting Nature, One Shell at a Time"



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ARTICLE I: BOARD OF DIRECTORS

Section 1: Composition of the Board

The Board of Directors of Texas Tortoise shall consist of three members: Eloy Olvera, Sherley J. Mendez, and M. L. Gonzalez. Each of these members will bring their unique experience and perspective to help guide and direct the organization.

Section 2: Roles and Responsibilities

- Eloy Olvera: As the founder and registered agent, Eloy Olvera shall bear the primary responsibility for the management and operation of the organization. This includes overseeing day-to-day operations, making strategic decisions, and representing the organization to the public and other entities.
- Sherley J. Mendez and M. L. Gonzalez: They will serve in supporting roles, assisting in decision-making, and providing their valuable perspectives and experience. Although their roles are symbolic, their contribution to decision-making and the direction of the organization is invaluable.

Section 3: Term of Office

The term of office for Board members shall be indefinite, with no set expiration date. Board members shall hold office until they resign, are removed, or are otherwise unable to fulfill their responsibilities.

Section 4: Election of Board Members

New Board members shall be nominated and voted upon by the existing members of the Board. The process for nominating and electing new Board members shall be determined by the Board.

Section 5: Removal of Board Members

A Board member may be removed from office by a majority vote of the Board of Directors. The process for removing a Board member shall be determined by the Board.

ARTICLE II: PURPOSE

The purpose of the organization is to promote the conservation, protection, and rehabilitation of Texas tortoises and other reptiles through education, research, and community involvement. As part of this mission, the organization will establish and operate a refuge for the care and rehabilitation of land tortoises and other reptiles. This refuge will serve as a safe haven for confiscated animals and for animals surrendered by owners who can no longer care for them.

Additionally, the organization will focus on educational outreach through electronic media, including social media and the website www.texas tortoise.org , to raise awareness and engage the community in conservation efforts.

ARTICLE III: BOARD MEETINGS

Section 1: Frequency of Meetings

The Board of Directors shall meet at least quarterly to discuss and oversee the operations and strategic direction of the organization. Additional meetings may be called as needed by the Chairman or by any two members of the Board.

Section 2: Notice of Meetings

Notice of each meeting shall be given to each Board member at least seven days in advance, stating the date, time, and location of the meeting. The notice may be delivered by mail, email, or any other method agreed upon by the Board.

Section 3: Quorum

A quorum for the transaction of business at any meeting shall consist of a majority of the Board members. If a quorum is not present, the meeting may be adjourned until a quorum is present.

Section 4: Voting

Each Board member shall have one vote. Decisions shall be made by a majority vote of those present at a meeting where a quorum is present. In the event of a tie, the Chairman shall have the deciding vote.

Section 5: Minutes

Minutes of each meeting shall be recorded and kept by the Secretary. The minutes shall be distributed to all Board members within fourteen days following the meeting and shall be approved at the subsequent Board meeting.

ARTICLE IV: VOTING PROCEDURES

Section 1: Eligibility to Vote

All members of the Board of Directors are eligible to vote on matters brought before the Board. Members must be present at the meeting to cast their vote.

Section 2: Proxy Voting

Proxy voting shall not be permitted. All votes must be cast in person at the meeting.

Section 3: Voting by Electronic Means

In cases where a decision is needed before the next scheduled Board meeting, voting may be conducted electronically via email or other agreed-upon electronic methods. The results of electronic votes shall be recorded in the minutes of the next Board meeting.

ARTICLE V: AMENDMENT OF BYLAWS

Section 1: Proposal of Amendments

Any member of the Board of Directors may propose amendments to these bylaws. Proposed amendments must be submitted in writing to the Board for consideration.

Section 2: Approval of Amendments

Amendments to these bylaws shall be approved by a two-thirds majority vote of the Board members present at a meeting where a quorum is present.

Notice of the proposed amendments shall be given to all Board members at least seven days prior to the meeting.

Section 3: Effective Date of Amendments

Approved amendments shall take effect immediately unless otherwise specified in the amendment.

ARTICLE VI: DISSOLUTION OF THE ORGANIZATION

Section 1: Decision to Dissolve

The organization may be dissolved by a two-thirds majority vote of the Board of Directors. Notice of the proposal to dissolve shall be given to all Board members at least thirty days prior to the meeting at which the vote will take place.

Section 2: Distribution of Assets

Upon dissolution, the assets of the organization shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization 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 VII: FINANCIAL POLICIES

Section 1: Allocation of Funds

The organization shall allocate funds and resources necessary for the operation and maintenance of the organization, including the refuge for land tortoises and other reptiles.

Section 2: Financial Oversight

The Board of Directors shall oversee the financial affairs of the organization, ensuring that all funds are used in accordance with the organization's mission and purposes. The Treasurer shall provide regular financial reports to the Board.

Section 3: Budget Approval

The annual budget of the organization shall be prepared by the Treasurer and approved by a majority vote of the Board of Directors.

ARTICLE VIII: CONFLICT OF INTEREST POLICIES

Section 1: Definition of Conflict of Interest

A conflict of interest exists when a person in a position of authority over the organization may benefit personally from a decision he or she could make in that capacity, including indirect benefits such as to family members or businesses with which the person is closely associated.

Section 2: Disclosure of Conflict of Interest

Any potential conflict of interest must be disclosed to the Board of Directors. The individual with the conflict shall abstain from voting on any matter in which there is a conflict.

Section 3: Resolution of Conflict

The Board of Directors shall determine whether a conflict of interest exists and the appropriate course of action to resolve the conflict. This may include requiring the individual to recuse themselves from discussions and votes related to the conflict.

ARTICLE IX: INDEMNIFICATION POLICIES

Section 1: Indemnification of Directors and Officers

The organization shall indemnify its directors and officers to the fullest extent permitted by law against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement reasonably incurred by them in connection with any action, suit, or proceeding to which they are a party by reason of their service to the organization.

Section 2: Advancement of Expenses

Expenses incurred by a director or officer in defending a civil or criminal action, suit, or proceeding may be paid by the organization in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the organization.

ARTICLE X: MEMBERSHIP POLICIES

Section 1: Eligibility for Membership

Membership in the organization shall be open to any individual or entity that supports the purposes of the organization and meets the qualifications set by the Board of Directors.

Section 2: Classes of Membership

The Board of Directors may establish different classes of membership with varying rights and privileges as determined by the Board.

Section 3: Termination of Membership

Membership may be terminated by the Board of Directors for cause, including but not limited to failure to adhere to the organization's policies or conduct that is detrimental to the organization's mission. The member shall be given written notice of the proposed termination and an opportunity to be heard before the Board makes a final decision.

ARTICLE XI: WHISTLEBLOWER POLICY

Section 1: Purpose

The purpose of this whistleblower policy is to protect individuals who report in good faith suspected improper activities from retaliation.

Section 2: Reporting Responsibility

Each member of the organization has an obligation to report in accordance with this policy any suspected improper activities, including but not limited to violations of laws, regulations, or organizational policies.

Section 3: No Retaliation

No individual who in good faith reports a suspected improper activity shall suffer harassment, retaliation, or adverse employment consequences. Any individual who retaliates against someone who has reported a suspected violation in good faith is subject to discipline, up to and including termination of membership or employment.

Section 4: Reporting Procedure

Reports of suspected improper activities shall be made to the President or a designated compliance officer. If the suspected improper activity involves the President, the report shall be made to the Vice President. Reports may be submitted confidentially and anonymously.

ARTICLE XII: DOCUMENT RETENTION AND DESTRUCTION POLICY

Section 1: Purpose

The purpose of this policy is to ensure that necessary records and documents are adequately protected and maintained and to ensure that records that are no longer needed or are of no value are discarded at the proper time.

Section 2: Document Retention

The organization shall retain documents for the periods specified by applicable laws and regulations. Examples of document retention periods

include financial records (7 years), tax records (7 years), and corporate records (permanently).

Section 3: Document Destruction

Documents that are no longer needed and have met their required retention period shall be destroyed in a secure manner. Sensitive or confidential information shall be shredded or otherwise rendered unreadable before disposal.

Section 4: Suspension of Document Destruction

In the event of litigation or governmental investigation, the destruction of relevant documents shall be suspended until the legal matter is resolved.

ARTICLE XIII: COMPENSATION POLICY

Section 1: Purpose

The purpose of this policy is to ensure that compensation paid to employees and contractors is reasonable and fair and in compliance with applicable laws and regulations.

Section 2: Determination of Compensation

Compensation shall be determined based on the individual's experience, qualifications, and responsibilities, as well as market rates for similar positions. The Board of Directors shall approve all compensation arrangements.

Section 3: Review of Compensation

The Board of Directors shall periodically review compensation arrangements to ensure they remain reasonable and fair. Adjustments to compensation may be made based on performance evaluations, changes in responsibilities, or changes in market rates.

ARTICLE XIV: AUDIT COMMITTEE

Section 1: Purpose

The purpose of the Audit Committee is to assist the Board of Directors in fulfilling its oversight responsibilities with respect to financial reporting, internal controls, and the audit process.

Section 2: Composition

The Audit Committee shall consist of at least three members appointed by the Board of Directors. Members of the Audit Committee shall be independent and shall not receive any compensation from the organization other than reimbursement for reasonable expenses.

Section 3: Responsibilities

The Audit Committee shall be responsible for reviewing the organization's financial statements, overseeing the external audit process, and ensuring the implementation of internal controls to prevent and detect fraud. The Audit Committee shall report its findings and recommendations to the Board of Directors.

ARTICLE XV: ANNUAL ACCOUNTING PERIOD

Section 1: Fiscal Year

The fiscal year of the organization shall begin on January 1 and end on December 31 of each year.

Section 2: Annual Financial Statements

The Treasurer shall prepare annual financial statements, including a balance sheet and income statement, which shall be presented to the Board of Directors for review and approval. These financial statements shall be made available to members of the organization upon request.

ARTICLE XVI: NON-DISCRIMINATION POLICY

Section 1: Policy Statement

The organization is committed to providing an environment that is free from discrimination and harassment. The organization shall not discriminate against any individual on the basis of race, color, religion, gender, sexual orientation, national origin, age, disability, or any other characteristic protected by applicable law.

Section 2: Implementation

The Board of Directors shall take reasonable steps to ensure that the organization's programs and activities are conducted in a manner that is consistent with this non-discrimination policy. Complaints of discrimination or harassment shall be promptly investigated and addressed.

ARTICLE XVII: ETHICS POLICY

Section 1: Purpose

The purpose of this ethics policy is to ensure that the organization's directors, officers, employees, and volunteers conduct themselves with integrity and in accordance with the highest ethical standards.

Section 2: Code of Conduct

All individuals associated with the organization shall adhere to the following code of conduct:

- Act with honesty and integrity in all interactions.
- Avoid conflicts of interest and disclose any potential conflicts to the Board of Directors.
- Treat others with respect and dignity.
- Protect the organization's assets and resources.
- Comply with all applicable laws and regulations.

Section 3: Reporting Violations

Individuals who believe that a violation of this ethics policy has occurred shall report the violation to the President or a designated ethics officer. Reports may be submitted confidentially and anonymously. The organization shall not tolerate retaliation against individuals who report violations in good faith.

ARTICLE XVIII: VOLUNTEER POLICIES

Section 1: Recruitment and Selection

The organization shall recruit and select volunteers who support the mission and values of the organization. Volunteers shall be selected based on their skills, experience, and commitment to the organization's goals.

Section 2: Training and Supervision

Volunteers shall receive appropriate training and supervision to ensure that they are able to effectively carry out their responsibilities. The organization shall provide ongoing support and feedback to volunteers to help them succeed in their roles.

Section 3: Recognition and Appreciation

The organization shall recognize and appreciate the contributions of volunteers. Recognition programs and events shall be held to honor the dedication and hard work of volunteers.

ARTICLE XIX: FUNDRAISING POLICIES

Section 1: Purpose

The purpose of this policy is to ensure that all fundraising activities conducted by or on behalf of the organization are carried out in an ethical and legal manner.

Section 2: Fundraising Activities

All fundraising activities shall be approved by the Board of Directors. Fundraising activities may include events, campaigns, grants, and other initiatives designed to raise funds for the organization's programs and services.

Section 3: Use of Funds

Funds raised by the organization shall be used in accordance with the mission and purposes of the organization. The Board of Directors shall oversee the allocation and use of funds to ensure they are used appropriately.

Section 4: Transparency

The organization shall maintain transparency in its fundraising activities. Donors shall be provided with information about how their contributions are used and the impact of their support. The organization shall comply with all applicable laws and regulations regarding fundraising and financial reporting.

ARTICLE XX: TECHNOLOGY AND DATA SECURITY POLICY

Section 1: Purpose

The purpose of this policy is to ensure the security and proper use of the organization's technology resources and to protect sensitive and confidential information.

Section 2: Data Security

The organization shall implement appropriate security measures to protect sensitive and confidential information from unauthorized access, disclosure, alteration, or destruction. This includes physical, technical, and administrative safeguards.

Section 3: Use of Technology Resources

The organization's technology resources, including computers, networks, and software, shall be used only for authorized purposes. Employees and volunteers shall follow established procedures for the use and security of technology resources.

Section 4: Incident Reporting

Any security incidents, breaches, or unauthorized access to the organization's technology resources shall be reported immediately to the appropriate authority within the organization. The organization shall take appropriate action to investigate and address any incidents.

ARTICLE XXI: ENVIRONMENTAL POLICY

Section 1: Purpose

The purpose of this policy is to promote environmental responsibility and sustainability in the organization's operations and activities.

Section 2: Environmental Stewardship

The organization shall strive to minimize its environmental impact by implementing sustainable practices in its operations, including reducing waste, conserving energy, and using environmentally friendly materials.

Section 3: Education and Advocacy

The organization shall promote environmental awareness and education among its members and the community. This includes advocating for policies and practices that support environmental conservation and sustainability.

Section 4: Monitoring and Reporting

The organization shall regularly monitor and report on its environmental performance. This includes setting and tracking goals for reducing environmental impact and reporting progress to the Board of Directors and members.

ARTICLE XXII: PARTNERSHIP AND COLLABORATION POLICY

Section 1: Purpose

The purpose of this policy is to guide the development and management of partnerships and collaborations with other organizations to further the mission of the organization.

Section 2: Selection of Partners

The organization shall seek to partner with other organizations that share its values and mission. The selection of partners shall be based on an evaluation of their alignment with the organization's goals and their ability to contribute to the achievement of those goals.

Section 3: Collaboration Agreements

All partnerships and collaborations shall be formalized through written agreements that outline the roles, responsibilities, and expectations of each party. These agreements shall be reviewed and approved by the Board of Directors.

Section 4: Monitoring and Evaluation

The organization shall monitor and evaluate the effectiveness of its partnerships and collaborations to ensure they are achieving the desired outcomes. The Board of Directors shall receive regular reports on the status and impact of these partnerships.