

RESOLUTION NO. 2909

A RESOLUTION OF THE CITY OF SALISBURY, MARYLAND APPROVING AMENDMENTS TO THE BY-LAWS OF THE SALISBURY ZOO COMMISSION.

WHEREAS, the Salisbury Zoo Commission (“the Commission”) is a nonprofit organization whose mission is to support the Salisbury Zoological Park; and

WHEREAS, the Commission’s By-Laws refer to the City’s Department of Public Works; and

WHEREAS, the City of Salisbury restructured the City departments effective October 31, 2017; and

WHEREAS, Charter Amendment Resolution 2017-1, dated September 11, 2017, divided the Department of Public Works into the Department of Infrastructure and Development, the Department of Field Operations, and the Department of Water Works; and

WHEREAS, the City of Salisbury would like to update the Commission’s By-Laws to reflect these changes; and

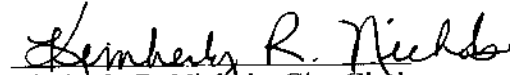
WHEREAS, the Commission would also like to update the By-Laws to remove the requirement to maintain an accurate animal inventory to be reviewed annually in a report; and

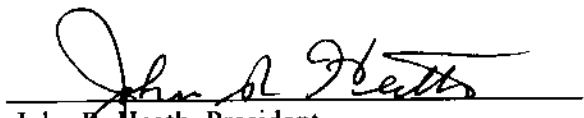
WHEREAS, the amended By-Laws of the Salisbury Zoo Commission is attached hereto and hereby made a part of this resolution.

NOW, THEREFORE BE IT RESOLVED, by the City Council of the City of Salisbury, Maryland that the amended By-Laws of the Salisbury Zoo Commission, as attached, are approved.

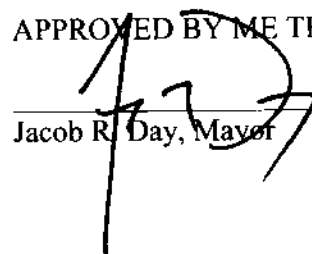
THIS RESOLUTION was duly introduced, read, and passed at a meeting of the Council of the City of Salisbury, held on February 11, 2019, and is to become effective immediately upon adoption.

ATTEST:


Kimberly R. Nichols, City Clerk


John R. Heath, President
Salisbury City Council

APPROVED BY ME THIS: 12th Day of FEBRUARY, 2019.


Jacob R. Day, Mayor



City of
Salisbury
Jacob R. Day, Mayor

MEMORANDUM

To: Andy Kitzrow, Deputy City Administrator
From: Laura Baasland, Mayor's Office Administrative Associate
Subject: Salisbury Zoo Commission Bylaws Amendment
Date: February 8, 2019

Attached is the resolution to amend the Salisbury Zoo Commission's bylaws to reflect the reorganization and restructuring of the City Departments, particularly that of the Department of Public Works having been divided into the Department of Infrastructure and Development, the Department of Field Operations, and the Department of Water Works. Also included are the amended bylaws themselves. Please contact Zoo Director Ralph Piland with any questions you may have about the changes, otherwise, please forward this to City Council.

Attachment

CC: Julia Glanz, City Administrator

GA-3 SALISBURY ZOO COMMISSION, INC.

BY- LAWS

APPROVALS: Salisbury Zoo Commission – January 16, 2019
Mayor and City Council --

Article I - Name

Section 1.1 - Name

The name of this Organization shall be “Salisbury Zoo Commission, Inc.,” a non-profit corporation, hereinafter referred to as the “Corporation.”

Section 1.2 - Gender Reference

Personal pronouns referring to either the masculine or the feminine gender in the By-laws shall be considered interchangeable when applicable and as the context requires or permits.

Article II - Purpose & Function

Section 2.1 - Purpose

The purpose of this Corporation shall be to assist the City of Salisbury in the operation, management, and promotion of the Salisbury Zoological Park as a wildlife conservation facility for the enjoyment and education of the citizens of the City of Salisbury and the regional area.

Section 2.2 - Function

Pursuant to the purpose set forth in Section 2.1 of this Article, the Corporation shall perform, but is not limited to, the following functions:

- A. It may retain persons or organizations to assist in the operation or provide consultation to the Zoo.

- B. It may plan, recommend and fund new exhibits and improvements to the Zoo exhibits and grounds in collaboration with the Department of Field Operations.
- C. It may solicit, organize, train and manage volunteers for the education program of the Zoo.
- D. It may execute fund raising projects for the Zoo.
- E. It may encourage public monetary contributions for the Zoo.
- F. It may develop, promote, fund and manage publicity programs.
- G. It may manage Corporation funds for the purchase and sale of animals as personal property of the City of Salisbury. The Zoo Director shall exercise authority over the purchase and sale of animals.
- H. It shall collaborate with the professional Zoo staff in the security, care, breeding, acquisition and disposition of the animals.
- I. It shall recommend to the Mayor and City Council long term plans and improvements to the Salisbury Zoological Park.

Article III - Reports

Section 3.1 - Reports

[Federal law requires the Zoo to maintain an inventory of the animals. It does not need to be in the By-Laws, but it does still need to be done.]

The Corporation shall present an annual budget of income and expenditures consistent with the City of Salisbury procedures on budgets. Any major departure from that budget shall be approved by the Mayor and City Council.

Following the close of each fiscal year, an official audit of the accounts of the Corporation shall be conducted by an auditor selected by and at the expense of the City of Salisbury.

The Corporation shall submit meeting minutes to the City of Salisbury.

Article IV - Other Organizations

Section 4.1 - Relation to City Government

The members of the Corporation shall serve at the discretion of the Mayor and City Council. The Mayor and City Council shall have veto power over proposals presented for approval by the Corporation.

The Corporation shall work in conjunction with the Department of Field Operations. As an employee of the Department of Field Operations, the Zoo Director shall act as a consultant to the Salisbury Zoo Commission.

The Chairman of the Corporation, together with the City Council member, shall serve as the liaison between the Corporation and the City Council.

Section 4.2 - Relation to Citizen Groups

The Corporation shall exercise basic control over the objectives, programs and finances of any organization which may, from time to time, organize for Zoo promotional, special project, educational or fund raising activities. Such organizations shall render regular reports to the Corporation, including audits. The expense of audits of such organizations shall not be a City or Corporation responsibility and reports of such organizations shall be incorporated in the reports of the Corporation by exhibit with appropriate comment or acceptance. The creation of citizen groups and organizations shall be approved by the Mayor and City Council with the advice of the Corporation.

The Corporation may deny membership, or volunteer time, from an individual whose past, present, and future conduct does not support the goals, purposes, and operation of the Salisbury Zoological Park.

Article IV - Membership

Section 5.1 - Membership

The members of the Corporation shall be appointed by the Mayor and City Council and shall be no less than nine voting members, to include a member of the City Council, a representative from the Zoo Docent Association, and a representative from the Friends of the Salisbury Zoo. The Director of Field Operations and the Zoo Director shall be *ex-officio* members. The Corporation shall appoint any other non-voting Directors as it deems suitable. All members shall have a basic interest in the Salisbury Zoological Park as expressed in the Statement of Purpose of these By-laws.

Section 5.2 - Tenure

The members of the Corporation shall be appointed by the Mayor and City Council for a three-year term.

Effective 1999, and every third year thereafter, three at-large members of the Corporation shall be appointed or re-appointed.

Effective 2000, and every third year thereafter, the remaining three at-large members shall be appointed or re-appointed.

Effective 2001, and every third year thereafter, the representative from the Zoo Docent Association and the representative from the Friends of the Salisbury Zoo to the Corporation shall be appointed or re-appointed.

The member from the City Council shall be determined by City policy.

Section 5.3 - Vacancy

The members of the Corporation shall submit a list of names to the Mayor and City Council for consideration for appointment and in order to fill any vacancy.

Article VI - Meetings

Section 6.1 - Meetings

The regular meetings of the Corporation shall be held no less than six times a year. A written agenda will be sent to all members prior to the meeting.

All members of the Corporation shall attend sixty percent (60%) of the scheduled meetings in a calendar year. Failure of a member to attend sixty percent (60%) of the scheduled meetings will be recorded as a resignation of the member on the minutes of the Corporation.

Members of the Corporation may request a written leave of absence from the Chairman prior to a scheduled meeting. If the request is granted, a copy of the written leave of absence shall be incorporated in the minutes of the next scheduled meeting.

Section 6.2 - Annual Meeting

The January meeting will constitute the Annual Meeting of the Corporation.

Section 6.3 - Special Meetings

Special meetings of the Corporation shall be held whenever called for by the Chairman or at least five members of the Board of Directors.

Section 6.4 - Action Without Meeting

The members of the Corporation may act without meeting with the unanimous consent of voting members. Upon the dissent of any voting member, a regular or special meeting will be necessary.

Section 6.5 - Quorum

A quorum shall consist of a simple majority of the voting members.

Article VII - Officers

The Board of Directors shall consist of all voting members. Four shall serve as officers and the remaining voting members shall serve as trustees.

Section 7.1 – Elections

Beginning January 2004, and every three years thereafter, the Corporation shall hold an election of officers. The Corporation shall elect a Chairman, Vice-Chairman, Secretary and Treasurer. Each such officer shall hold office for a three-year term. A special election will be held if a vacancy occurs within the membership.

Section 7.2 - Duties of Officers

- A. Chairman - The Chairman shall be the Chief Executive Officer of the Corporation and shall supervise Corporation affairs and activities. He shall be responsible for preparing the agenda and presiding at the meetings of the Corporation. He, together with the City Council member, shall act as a liaison between the Corporation and the City. He shall appoint all committee chairmen as is necessary to conduct the business of the Corporation.
- B. Vice-Chairman - The Vice-Chairman shall, in the absence of the Chairman, preside at the meetings. He shall be responsible for such other duties as delegated by the Chairman.
- C. Treasurer - The Treasurer shall keep, or cause to be kept, the financial records of the Corporation in accordance with the provisions of the Annotated Code of Maryland and the City of Salisbury Charter and Code. Withdrawals from the Corporation bank accounts may be made upon the signature of two authorized members. These withdrawals are for such items or purposes as the Corporation shall, from time to time, direct at the regular or special meetings. Corporation funds shall be deposited into a FDIC-insured financial institution, which will provide collateral to all Corporation deposits in accordance with the Annotated Code of Maryland Article 95, Section 22 and Section 6-202 of the State of Maryland Finance and Procurement Article and any amendments thereto. All Corporation investments shall be made in accordance with the provisions of the Annotated Code of Maryland and the City of Salisbury Investment Policy.

D. Secretary - The Secretary shall keep, or cause to be kept, accurate minutes of all meetings.

Article VIII - Committees

Section 8.1 - Committees

The Corporation shall establish any committee that may be necessary to implement the purpose and functions stated in these By-laws.

Article IX - Amendments

Section 9.1 - Amendments

These By-laws may be amended by a simple majority vote of the members of the Corporation at a regular meeting, provided the amendments are submitted to the members in writing one week prior to the meeting. These approved By-laws changes shall be submitted to the Mayor and City Council for final approval.

Article X - Dissolution

Section 10.1 - Dissolution

The Corporation may be dissolved by the Mayor and City Council or the members of the Corporation.

Upon dissolving of this Corporation, all funds and property would become the funds and property of the City of Salisbury.