

# **Constitution and By Laws of the Florida Marine Aquarium Society**

## **ARTICLE I: NAME**

### SECTION 1

The name of the Society shall be the Florida Marine Aquarium Society.

## **ARTICLE II: PURPOSE**

### SECTION 1

The purpose of this non-profit Society shall be the following:

1. To encourage and support the keeping of marine aquaria in the home through the dissemination of information related to the hobby and through the education of fellow hobbyist;
2. To contribute to the enrichment and betterment of our community and its unique marine resources by increasing public awareness and knowledge of the marine habitat;
3. To encourage and reward the youth of our community who engage in the study and preparation of projects in or related to the field of marine science;
4. To encourage, through education, the conservation and protection of marine resources by supporting environmentally friendly methods of harvest and the practice of sound principles of conservation management.

## **ARTICLE III: TERM**

### SECTION 1

The term of the Society is to be perpetual.

## **ARTICLE IV: MEMBERSHIP**

### SECTION 1

Membership in this Society shall be open to anyone who makes proper application and payment of dues. The applicant becomes a member with restrictions as noted below.

### SECTION 2

Proper application for membership and amount of dues shall be established by the Board of Directors of this Society and shall be set forth in the By Laws of the Society under Article III, Section 1 through 9.

### SECTION 3

There shall be 6 classes of membership in the Society:

- A. Active (Family and Single)
- B. Junior
- C. Complimentary
- D. Honorary
- E. Lifetime
- F. Commercial

*Only Active and Lifetime members shall hold office and vote.*

SECTION 4

The Florida Marine Aquarium Society reserves the right to revoke a membership by action of the Board of Directors for the following reasons:

- A. Withholding Florida Marine Aquarium Society funds for a period of more than(30) Days;
- B. For conduct considered detrimental to the Society;
- C. For withholding information pertaining to the business or interests of the Florida Marine Aquarium Society;
- D. For being delinquent in payment of membership dues for more than three (3) months.

**ARTICLE V: MEETINGS:**

General and Board of Director meetings shall be held monthly, except in cases when the Board of Directors deems it necessary to alter the schedule in any way.

- A. Special Board Meetings may be called by the President or two-thirds (2/3) of the Board of Directors when deemed necessary;
- B. A special General Meeting may be called only by a unanimous vote of the Board of Directors.

**ARTICLE VI: OFFICERS AND ELECTIONS:**

SECTION 1

Elected Officers of this Society shall consist of the following and shall be elected annually at the General Meeting held in December:

- President
- Vice-President
- Recording Secretary
- Treasurer

SECTION 2

The President shall be empowered to appoint to the Voting Cabinet, subject to the approval of the elected Officers, Board Members holding the following offices:

Audio Visuals	Parliamentarian	Raffle	Education	Publicity
Merchandise Sales	Photography	Field Trips	Historian	Refreshments
Show Chairman	Library	Periodicals	Awards	Sunshine
Breeder’s Committee	Membership	Research	Newsletter	Exchanges

And any other appointees as deemed necessary

SECTION 3

The Annual Elections shall take place in the month of December. The Officers shall be selected from the recommendations of the Nominating Committee and any nomination from the floor. All nominations and recommendations must be made with prior assent of the individual being nominated. Nominees for the Office of President must have served on the Board of Directors for a minimum of one (1) year. All officers will be selected by a majority of the voting membership present. The newly elected officers shall assume office at the next scheduled General Meeting (January).

#### SECTION 4

Only members, as defined in the By Laws, Article III, Sections 2 and 7, are entitled to vote in the Annual Elections.

### **ARTICLE VII: BOARD OF DIRECTORS:**

#### SECTION 1

The duly elected officers (as set forth in Article VI, Section 1.), the voting cabinet (as set forth in Article VI, Section 2.), and the past President shall comprise the Board of Directors of the Florida Marine Aquarium Society. Each member of the Board of Directors shall have equal vote in conducting the business of the Society.

#### SECTION 2

It shall be the function of the Board of Directors to transact all business of the Society and make reports to the General Membership.

#### SECTION 3

Any Board Member who misses three (3) consecutive Board Meetings may be replaced by unanimous vote of the Board of Directors. If the position in question is an elected office, a special General Election will be held.

### **ARTICLE VIII: AMENDMENTS TO THE ARTICLES OF INCORPORATION:**

#### SECTION 1

The Committee on the By Laws, with the Parliamentarian as Chairman, shall present proposed changes to the Board of Directors at any Board Meeting. Proposed changes in the Constitution and/or By Laws must subsequently be presented to the General Membership for approval.

#### SECTION 2

Changes may be proposed by three (3) active members (By Laws; Article III, Section 2) and are to be presented to the Board of Directors for their approval.

#### SECTION 3

A two-thirds (2/3) majority of members present and voting shall be required to pass these changes at the General Meeting.

#### SECTION 4

All proposed changes shall be published in the official Newsletter of this Society (Under the Surface) prior to the General Meeting at which action is to be taken.

### **ARTICLE IX: BY LAWS:**

#### SECTION 1

The Committee on By Laws, with the Parliamentarian as Chairman, shall make up the By Laws for this Society and present them to the Board of Directors.

#### SECTION 2

Proposals for altering and/or rescinding By Laws may be instituted by three (3) Active Members (By Laws; Article III, Section 2) and presented to the Board of Directors.

#### SECTION 3

A two-thirds (2/3) majority of members present and voting shall be required to pass these changes at the General Meeting.

## SECTION 4

All proposed changes shall be posted on the homepage of the FMAS website [www.fmas1955.org](http://www.fmas1955.org) prior to the next general meeting as a discussion item. Action will be taken on said item(s) at that time.

## **ARTICLE X: PALIAMENTARY AUTHORITY:**

### SECTION 1

The most current revision of "Roberts Rules of Order" shall govern the Society in all cases in which they are applicable and not in conflict with the Constitution and By Laws of the Society.

## **BY LAWS OF THE FLORIDA MARINE AQUARIUM SOCIETY**

### **ARTICLE I: BOARD OF DIRECTORS**

#### **Section 1.**

The Board of Directors shall consist of all elected officers (President, Vice President, Treasurer and Secretary), the President of the previous year, and the appointed cabinet (selected by the President).

#### **Section 2.**

A quorum to conduct business shall consist of:

1. Ten (10) Board members or one third (1/3) of the Board, whichever is less, inclusive of two elected positions;
2. A two thirds (2/3) vote of those present shall be necessary in order to enact each item of business.
3. When necessary a board member(s) can attend a meeting via electronic medium (examples: Skype, telephone, video conference).

#### **Section 3.**

The Board of Directors shall have the power to fill all vacancies occurring within its ranks during the Calendar Year in accordance with Article VII, Section 3 of the Constitution. A quorum of the Board shall have the power to remove any other Board member in the event that their consensus opinion is that that individual is not appropriately or efficiently carrying out the duties of that position.

#### **Section 4.**

No member of the Club may act as an agent for the Club or the Board of Directors without the consent of two-thirds (2/3) of the Board of Directors as recorded in the Board minutes.

### **ARTICLE II: DUTIES OF OFFICERS**

#### **Section 1.**

The **President** shall preside at meetings, sign documents, and be an advisory member of each committee.

#### **Section 2.**

The **Vice-President** shall, in the absence of the President, act as the presiding officer and shall be the Program Chairman. The Vice-President shall be an honorary member of all committees, and shall be informed of any business of said committees so that s/he may present it to the Board in the absence of a committee chairperson. The Vice-President will procure guest speakers for monthly meetings. It is the obligation of every committee chairperson to contact the Vice-President, if s/he will be unable to attend the routine monthly meeting and to give their report to the Vice-President to present at said meeting.

### **Section 3.**

It shall be the responsibility of the **Secretary** to inscribe the proceedings of all meetings and to be prepared to read those specified records when requested. This office requires the maintenance of club records, excepting those designated to other officers. When the President and Vice-President are absent at any meeting, this Officer shall preside. Copies of the minutes for each past Calendar Year shall be deposited with the incoming President. Minutes for each board meeting will be distributed by the Secretary to each Board Member prior to the next scheduled meeting (to allow for review).

### **Section 4.**

The **Treasurer** shall keep in order financial records and/or books and tender by check recognized expenses incurred by the Club. He/she will manage and account for all electronic financial transactions through the FMAS website. Checks shall be signed by two elected officials. The Treasurer is required to present, immediately prior to the Fiscal Year (the Fiscal Year is defined as January 1 through December 31), all financial records to the person(s) specified by the Board of Directors for audit and shall include a written statement of the financial condition of the Club. Audit shall be done by an independent accountant. The Treasurer shall present a monthly financial statement to the Board of Directors and also at any time at the request of the President.

### **Section 5.**

The **Editor of the Newsletter** shall be in charge of any material directed to that office for printing and/or publication. The Editor will work with the Web Master to post all created material on the FMAS website. The Editor shall include all items as decided by the Board in the Newsletter.

### **Section 6.**

The **Membership Chairman** is empowered to accept membership applications and dues, which shall be forwarded to the Treasurer. The Membership Chairman is also required to keep a record of all members and their status, maintain current membership roster, and have membership cards available for the new members to pick up at the next routine monthly meeting. He/she will recover and manage electronic membership data through the FMAS website. Dues will be turned over to the Treasurer with name, type of membership, and payment method. Updated member roster including name, address, phone, email will be forwarded to the President, Secretary, Treasurer and Newsletter Chairperson monthly.

### **Section 7.**

The **Web Master** is empowered to manage, control and delegate all functions of the FMAS website. [www.fmas1955.org](http://www.fmas1955.org). He/she shall make all recommendations to the Board as necessary to the modification and upkeep of all functions of the website. This includes the PayPal account and any licensing obligations required to keep the website current and functioning.

### **Section 8.**

The **Frag Swap Chairman** shall supervise all phases of the Annual Frag Swap and appoint all committees for that event.

### **Section 9.**

The **Field Trip Chairman** shall plan special outings. The Chairman shall also maintain a written record of all trips (dates, members attending, costs, fees collected) and provide this record to the Secretary and the Treasurer at the meeting immediately following each trip.

### **Section 10.**

The **Parliamentarian** shall serve as the Chairman of the Committee on By Laws and will insure meetings are conducted in accordance with correct parliamentary procedure as set forth in the most current revision of Roberts Rules of Order.

### **Section 11.**

The **Historian** shall be in charge of keeping records of the Society's history, including newsletters. He/she is also responsible for working with the Web Master to have this information maintained on the FMAS website.

### **Section 12.**

The **Librarian** shall be in charge of the books and reference materials owned by the Society. It shall be the responsibility of the Librarian to maintain a current inventory and s/he shall account to the President for all materials placed in his/her custody prior to leaving office. The Librarian is required to attend all monthly meetings. If unable to attend, a replacement needs to be delegated. The Librarian should solicit donations from authors and publishers and/or recommend publications for the club to purchase.

### **Section 13.**

The **Raffle Chairman** shall arrange for the monthly prizes and shall be in charge of the distribution of raffle prize tickets and/or manage the auction at monthly meetings or club functions. This Chairman is to be allocated funds for the purchase of raffle/auction prizes, the sum of which is to be set by the Board of Directors. The proceeds from the sale of raffle tickets or auction are to be placed in the hands of the Society's Treasurer, after being verified by two officials. The start and end number of tickets used shall also be provided to the Treasurer.

### **Section 14.**

The **Photography Chairman** shall take pictures at all Club events. When unable to attend an event, he/she will designate a replacement to perform the duty. The Photography Chairman will work with the Editor of the Newsletter. He/she will also work with the Web Master to post pictures of club events on the FMAS website.

### **Section 15.**

The **Commercial Liaison** shall communicate with all Commercial Entities including Commercial Members. He/she must have excellent communication skills and bring all concerns and recommendations to the Board.

### **Section 16.**

The **Refreshments Chairman** shall be in charge of purchasing/providing refreshments for club events. The Board will approve a budget for expenses associated with the general meeting and other club events. He/she will attend all club functions. If unable to attend he/she will have the responsibility of designating a replacement and notifying the President and/or the Vice President of the status.

### **Section 17.**

All elected and appointed Board Members are required to attend all scheduled Board Meetings and General Meetings. If a Board Members misses 3 or more scheduled Board Meetings, they can be removed from their position by a two-thirds (2/3) vote the board.

### **Section 18.**

Other positions, as directed by the Executive Board shall be appointed, shall maintain records as necessary and shall have voting privileges.

## **ARTICLE III: MEMBERSHIP**

### **Section 1.**

1a. Manual Application for membership in this Society shall be in writing on an official membership form accompanied by dues and presented to the Membership Chairman. Dues and a copy of application information are to be given to the Treasurer in accordance with standard bookkeeping practices (also see Section 2).

1b. Electronic Application for membership in the society can be submitted electronically via the FMAS website. All electronic payments made through the website will be tracked by the Membership Chairman and the Treasurer (also see Section 2).

### **Section 2.**

General Memberships:

2a. Individual Membership consists of persons who have paid the membership dues and are in good standing. Membership benefits accrue to only one individual. Active members are eligible to hold office and vote.

2b. Family Membership consists of persons who have paid the membership dues and are in good standing. Membership benefits accrue to the individual and their immediate family members and/or significant other residing at the same address. Only two adults in each family membership are allowed voting privileges.

2c. Student Membership consists of persons who are under 18 years of age. The student is not required to pay membership dues. Student Members cannot hold elected Board Positions.

2d. College Student Membership consists of persons 18 or older who are college students (with valid college ID) and are in good standing. Membership benefits accrue to only one individual. Active members are eligible to hold office and vote.

### Section 3.

#### Commercial Membership:

Commercial Membership allows a company and two of its employee's access to all club events. The membership also includes the ability to sponsor events and/or speakers along with a link to the company's website on the FMAS website. Commercial members can handout business cards at General Meetings.

3a. a member shall be considered commercial if s/he earns fifty percent (50%) or more of his/her income by working for a retail or wholesale establishment that sells tropical fish, corals, equipment, or someone who owns such an establishment.

3b. Commercial members may not hold office or vote. The Commercial Member will be allowed to offer opinions/consultation to the FMAS board via the Commercial Liaison for consideration in club functions.

3c. With a two-thirds (2/3) vote the board can revoke a Commercial Membership without refund.

### Section 4.

Complimentary current year membership shall be bestowed by a two-thirds (2/3) vote of the Board upon those whom the Board wishes to recognize.

### Section 5.

An Honorary Lifetime Membership may be conferred, by a two-thirds (2/3) vote of the board, on those whom the Board wishes to recognize for outstanding achievements and/or outstanding services to the research, education, conservation or advancement of captive reef keeping.

### Section 6.

A Lifetime Membership shall be conferred upon each incoming President, provided that he/she completes one full calendar year (full term) at the elected position.

### Section 7.

7a. Any active Non-Commercial Member who is in good standing can be eligible for an "appointed" Board Position.

7b. To be eligible for the elected position of *President* a member must: have served successfully on the Board for a period of at least one full year, must be in good standing and be nominated by the membership or a nominating committee during an election period.

7c. To be eligible for the elected position of *Treasurer* a member must: have served successfully on the Board for a period of at least one full year, must be in good standing and be nominated by the membership or a nominating committee during an election period.

### Section 8.

Membership dues will be evaluated by the Board of Directors each year and adjusted when necessary. Membership can be renewed at anytime during the calendar year and is good for 12 months from the renewal date.

### Section 8.

Members whose dues are not paid within sixty (60) days of the month of expiration will be removed from the membership roster with loss of rights and privileges of membership in the Society.

### Section 9.

No applicant shall be deprived of membership without a two-thirds (2/3) vote of the Board of Directors.

## **ARTICLE IV: NOMINATING COMMITTEE**

### Section 1.

The Nominating Committee shall be activated no less than two (2) months prior to the elections and the Chairman shall report its recommendations at the regular meeting one (1) month prior to elections. Two members (not including the current President) of the three person nominating committee shall be randomly selected each year from that year Board of Directors. Those two (2) shall then appoint a third (3) member from the general membership to serve on that committee.

## **ARTICLE V: PARLIAMENTARY AUTHORITY**

### Section 1.

The rules contained in the most current revision of Roberts Rules of Order shall govern the Society in all cases in which said rules are applicable and not in conflict with the constitution, By Laws or special rules or orders of the Society.

### Section 2.

All matters not herein expressly covered by the Constitution and/or By Laws are hereby delegated to the Board of Directors.

## **ARTICLE VI: AMENDMENTS**

### Section 1.

The committee on By Laws shall present any proposed changes to the Board of Directors at any Board Meeting. The proposed changes, if approved by the Board, shall be emailed to the active membership and then voted upon by the General Membership for approval and ratification.

### Section 2.

A two-thirds (2/3) majority of members present and voting shall be required to pass these changes at a General Meeting. Once approved the "Modified" By Laws will be posted on the FMAS website.