

By-Laws of
NORTH FLORIDA MARINE AQUARIUM SOCIETY INC.



“A society dedicated to the hobby of marine aquarium”

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Article I
Name

Section I. Identity: The name of the society shall be the NORTH FLORIDA MARINE AQUARIUM SOCIETY INC. from here on known as NFMAS. Which is an association developed for the purpose of managing, operating and administering the society functions and to (1) To enhance the education of the members and the general public through the programs of the society. The society shall not support any private business. (2) To promote the conservation of all wildlife in general and of marine life in particular, whenever and wherever possible. (3) To achieve a closer cooperation and understanding between amateur and professional aquarists, so they may work together for the common cause of science. (4) To foster camaraderie, friendship, and appreciation of aquatic life.

Section II. The Principal Office: The Principal Office of the society shall be atTBA or at such other place as may be subsequently designated by the Board of Directors.

Section III. Fiscal Year. The Fiscal year of the Association shall begin on January 1 and end on December 31 of each year.

Section IV. Definitions: As used herein, the terms “association,” “society”, and “organization” shall all be equivalent to “NFMAS”. The “Board of Directors” may also be referred to as the “Board”. Members of NFMAS shall be equivalent to the “Membership” and “Club Members” and any such designations shall be interchangeable.

Article II
Directors

Section I. Number and Term: The affairs of the Association shall be managed by a Board of Directors consisting of no less than three (3) nor more than nine (9) Directors;

provided however, the Board shall consist of an odd number of Directors. The size of the Board of Directors and may be increased or decreased from time to time by the members of the Board. Directors may be appointed from time to time only by the unanimous decision of the Board of Directors. Such appointees' terms of office will expire upon the next annual election of Directors. Each Director shall be a person entitled to cast one vote in the association, except as otherwise provided herein or in the By Laws.

Section II. Qualifications: Members of the Board of Directors shall be elected at the annual meeting of the association in the manner specified in the By Laws. Directors may be removed or vacancies on the Board of Directors shall be filled in the manner provided by the By Laws. Directors shall be members of NFMAS. Directors shall not hold a profession that profits from the maintenance, sale or distribution of fish, coral, or any such live organism or product related to the saltwater aquarium hobby.

Those members who hold a profession in the following industries may not hold a position on the Board of directors in order to protect the interest of the Membership and the Association;

- a) The wholesale/retail aquarium, pet supply or fish industry.
- b) The aquarium maintenance industry.
- c) Any other pet related industry.

This section shall not pertain to those professionals who hold degrees in higher education such as veterinary medicine and marine biology unless their profession also includes one of the above three descriptions stated in these By Laws.

Section III. Indemnity: All Directors of the Association shall not be personally liable, and thereby indemnified, for any monetary damages as such for any action taken, or any failure to take action when acting on behalf of the Association.

Article III ELECTION OF DIRECTORS

Section I. Election procedures: The members of the Board of Directors shall be elected by secret ballot. Any member in good standing as stated in these By-Laws may nominate candidates for the Board of Directors. Any member in good standing as stated in these By-Laws may also nominate themselves as a candidate for the Board of Directors. All nominations must be made to the Nomination Committee in writing with in 30 days of the annual election of Directors. The Nomination Committee shall hold the authority and duties as stated elsewhere in these By-Laws. The Nomination Committee may nominate as many members as necessary and determine if said members are in good standing as stated in these By-Laws. The Nomination Committee shall present candidates at the meeting immediately prior to the elections and oversee the function of the election. Additional nominations may be made from the floor at the same meeting and at the time of the election. No member may hold the position of President, Vice-President, Secretary, Treasurer or Membership Director, for more than two (2) consecutive terms unless a unanimous vote among members at large is granted.

Members of the Board of Directors shall be elected during the annual election meeting as stated in these By-Laws, and shall be eligible for re-election. Each paid member who is in

good standing shall be eligible to vote, family memberships are allotted one vote.

A majority of the votes cast shall be required to elect any Director. In the event of a tie in any contest between two candidates, the election will be repeated as many times as necessary until one candidate achieves a majority vote. In the event that three or more candidates are running for office and neither receives a majority, then a runoff election will be held between the top two majority holders.

Section II. Order of Business: The order of business for the annual election meeting is as follows:

- a) **Call to order**
- b) **Roll call of Directors**
- c) **Approval/Disapproval of meeting minutes**
- d) **Officers Comments**
- e) **Announcement of candidates names by the nomination committee**
- f) **Each candidate allotted 5 minutes to address membership**
- g) **Casting of votes**
- h) **Announcement of results**
- i) **Adjournment**

Article IV
Powers and Duties of the Board of Directors

Section I. Powers and Duties: The Board of Directors shall have the power to call Board of Director and membership meetings.

- a) The Board of Directors shall have the power to appoint and remove at its pleasure all officers and standing committee members and as such prescribe their duties.
- b) The Board of Directors shall have the power to establish, assess and collect the annual membership fee as deemed necessary to carry out the operations of the Association.
- c) The Board of Directors at its pleasure shall have the power to appoint committees to facilitate the operations of the Board of Directors and the Association.
- d) To enter into agreements with sponsors of the Association and to determine the qualifications of Association sponsors.

Article V
Officers of the Board of Directors

Section I. Selection of Officers: The officers designated by the By Laws shall administer the affairs of the association and shall be elected annually by the Board of Directors and also may be removed by vote of the Board of Directors at any duly called meeting. The Board of Directors at its first meeting following the annual election meeting of the association shall elect the officers. Any Director may hold two or more offices except the President who may not also hold the office of treasurer or secretary.

Section II. President. The president shall be the chief executive officer of the association; he/she shall preside at all meetings of the members and directors, unless he/she designates otherwise. The President shall be an ex-officio member of all standing committees, shall participate in the general and active management of the business of the association, and shall participate in the general and active management of the business of the association and shall assure that all orders and resolutions of the Board are carried into effect. The President shall execute agreements, and other contracts, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to another officer.

During an emergency, where a vote of the Board is required, the President holds the power to make executive decisions in the event the remaining Directors are not able to assemble.

Section III. Vice-President: In the absence of the President, the Vice President shall perform the duties and hold the powers of the President.

Section IV. Secretary: The Secretary shall attend all sessions of the board and all meetings of members and shall record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the standing committees when required. The minute's book shall be kept in a businesslike manner and shall be available for inspection by members and Board of Directors. The Secretary shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision the Secretary shall serve.

Section V. The Treasurer: The Treasurer shall maintain the custody of the association funds and securities and shall keep full and accurate accounts of the receipts and disbursements in books belonging to the association and shall deposit all monies and other valuable effects in the name and to the credit of the association in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the association as may be ordered by the Board, making proper vouchers for such disbursements and shall render to the President and Directors, at the regular meeting of the Board or wherever they may require it, an account of all transaction as Treasurer and of the financial condition of the association.

Section VI. The Membership Director: The Membership Director shall be responsible for receiving dues and sending membership cards, keep a current file and mailing list of the members, and turn in funds received to the Treasurer. The Membership Director shall also maintain order at the Society meetings, shall be responsible for taking a count of all people who attend the meeting. If so chooses the Membership shall produce or oversee the distribution of the quarterly newsletter. Months of distribution for the newsletter are January, April, July and October of each calendar year

Section VII. Domain: The Board of Directors governs all operating decisions of the association. Each member of the Board of directors is entitled to one vote unless otherwise stated in these By Laws.

Section VIII. Removal of Directors: At the regular or special meeting duly called as stated in these By Laws, any one or more of the Directors may be removed with or without cause by a majority vote of the Board of Directors, and a successor may then and there be appointed to fill the vacancy thus created. Any Director whose removal has been proposed by the members shall require two thirds (2/3) vote of the membership and majority vote of the Board of Directors. Any Director that is absent from three consecutive meetings of the Board of Directors shall be removed from office unless a valid explanation is presented.

Section IX. Vacancy and Replacement: If the office of any Director or Directors becomes vacant by reason of death, resignation, relocation, disqualification or removal from office by a majority vote of the remaining Directors, where a quorum is established at a regular or special meeting of Directors duly called for this purpose, shall choose a successor or successors who shall hold office for the un-expired term in respect to which the vacancy occurred.

Section X. Compensation: Directors and officers shall serve without compensation.

Article VI **Meetings of the Board of Directors**

Section I. Meetings of the Board of Directors: Meetings of the Board of Directors are open to all members in good standing. Members who wish to speak at a Board of Directors Meeting must be added to the agenda twenty-four (24) hours in advance. A majority vote of the Board of Directors is required to add any item to the agenda. Meeting dates and locations are to be published twenty –four (24) hours in advance by the Secretary of the Association on the Associations website. The Board of Directors may waive such notice in writing.

Section II. Order of Business: The order of business for Board of Directors Meetings is as follows.

- j) Call to order**
- k) Roll call of Directors**
- l) Proof of meeting notice or waiver of meeting notice**
- m) Approval/Disapproval of meeting minutes**
- n) Reports of officers**
- o) Reports of Committees**
- p) Old Business**
- q) New Business**
- r) Adjournment**

Article VII **The Membership**

Section I. General: Membership in the Society shall be open to all persons unless otherwise stated in these By-Laws.

Section II. Classification of Memberships: Classes of membership, and the attendant rights and privileges of each class, shall be classified as follows:

- a) **Individual Membership:** Persons who have paid the Association dues and are in good standing. Membership benefits accrue to only the individual.
- b) **Family Membership:** Persons who have paid the Association dues and are in good standing. Membership benefits accrue to the individual and their immediate family members and/or their significant other residing at the same address, not to exceed four persons. Family memberships hold only one (1) vote in the Association.
- c) **Corporate Membership:** Any company or corporations who have entered into agreement with the Association to become a sponsor. Sponsorship does not obligate the society to support any corporation other than the terms of the contract to allow posting and advertising of business related material on the society's website. A member shall be considered corporate if he/she is licensed as an establishment, company or corporation that sells fish, live coral and/or related equipment. An applicant for Corporate Membership may submit an application form to the Secretary of the Association.
- d) **Honorary Membership:** May be bestowed on those persons who have made outstanding contributions to the society, research, education, conservation or advancement of captive reef keeping. Honorary Memberships do not hold a vote in the Association. Induction requires a majority favorable vote of the board of directors

Section III. Membership application: Individuals interested in renewing their membership or becoming a member of the North Florida Marine Aquarium Society shall make an application on the Associations official application form to Membership Director. If no Membership Director is present all applications must then be given to the Vice President.

Section IV. Eligibility of membership: In the best interest of the Association and the Membership Persons who are under eighteen (18) years of age shall make an application on the Associations official application form to Membership Director. Applicants under eighteen (18) years of age cannot apply for membership unless a parent or guardian is a member and accompanies the minor to all association functions. Any member under the age of eighteen (18) regardless of membership affiliations may not hold office.

Those individuals who are found guilty of a felony in a court of law may not hold membership in the Association.

Section V. Rights and Privileges of Individual Membership:

- a) A membership card.
- b) Access to the by-laws and financial statements of the Association.
- c) The right to participate in all the general activities of the Association.
- d) Eligibility for appointment as a member of the Board of Directors of any committee of the Association.
- e) The right to nominate and vote on the election of the officers of the Association and other events as stated in these by-laws.
- f) The right to be nominated for and elected to any office of the Association.

Section VI. Rights and Privileges of Corporate Membership:

- a) A membership card.
- b) Access to the by-laws and financial statements of the Association.
- c) The right to participate in all the general activities of the Association.
- d) The right to nominate and vote on the election of the officers of the Association and other issues as is put to vote.
- e) The entire Corporation shall have one (1) collective vote which may be cast in any and all voting initiatives by any corporate member in good standing.
- f) Corporate membership holders may not hold office or serve on committees.

Section VII. Rights and Privileges of Honorary Membership:

- a) Exemption from the payment of dues
- b) Honorary membership is perpetual
- c) A membership certificate

- d) Access to the by-laws
- e) The right to participate in all the general activities of the Association
- f) Honorary membership holders may not hold office or serve on committees.

Article VIII **Membership Meetings**

Section I. Time and Location: Membership meetings shall be held monthly, on the third Saturday of each month from 3:00 p.m. until 6:00 p.m.; the October membership meeting shall be the Election Meeting. The Board of Directors shall notice the location of each meeting ten (10) calendar days in advance to the membership by posting such notice on the associations website.

Article IX **Disciplinary Procedures**

Section I. Resignation and Expulsion:

- a) Resignations of officers, directors or members shall be in writing and shall be delivered to the President or Board of Directors.
- b) At the regular or special meeting duly called as stated in these By Laws, any one or more of the Directors may be removed with or without cause by a majority vote of the Board of Directors, and a successor may then and there be appointed to fill the vacancy thus created. Any Director whose removal has been proposed by the members shall require two thirds (2/3) vote of the membership and majority vote of the Board of Directors. Any Director that is absent from three consecutive meetings of the Board of Directors shall be removed from office unless a valid explanation is presented.
- c) All or some of the rights and privileges of any member may be suspended or a member may be expelled from the Association. An accused member shall be given reasonable notice of the complaint against him and an opportunity to be heard by the Board of Directors. No suspension or expulsion shall be effective unless passed by a majority of all the Directors. Expelled members may apply to the Board of Directors for new membership not sooner than one year after expulsion. Any such application may be accepted or rejected by the Board of Directors.

Article X

Dues

Section I. Calculation of Dues:

- a) Membership dues will be evaluated by the Board of Directors each year and adjusted when necessary by a majority vote of the board. This must be an adequate sum, enabling the club to operate in an efficient, proper and solvent manner in the service and best interest of its membership. Individual memberships are renewed on the member's anniversary date.
- b) Failure to pay the yearly membership dues will result in cancellation of membership in the Association.
- c) Dues are not refundable.
- d) The board of directors may issue a charge for non-members who wish to attend any Association meetings or activities.
- e) For special events, the board may set special fee structures for both members and non-members.

Article XI Amendments

Section I. Notice: The language of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment(s) is or are considered.

Section II. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by a majority of the members of the Association. A resolution adopting a proposed amendment must bear the approval of a majority of the Board of Directors and not less than sixty percent (60%) of the membership in writing. Directors and members not present in person at the meeting to consider the amendment may express their approval in writing provided such approval is delivered to the Secretary prior to such meeting.

No amendment may pass that alters the voting rights of members.