

# **THE NORTHWEST ARKANSAS AQUARIUM SOCIETY**

## **CONSTITUTION**

### **ARTICLE I - Name**

The name of the organization shall be the Northwest Arkansas Aquarium Society, hereinafter referred to as the Society.

### **ARTICLE II - Purpose**

The purpose of the Society shall be to promote fellowship and further knowledge among fanciers of aquarium fish, and to promote the development of the home aquarium hobby.

### **ARTICLE III - Officers**

Section 1: The officers of the Society shall consist of the following:

- President
- Vice President
- Recording Secretary
- Treasurer

Section 2: The Board of Directors shall consist of the elected officers and chairpersons of committees, as set forth in the Bylaws.

### **ARTICLE IV - Amendments**

This Constitution may be changed or amended by three-fourths vote of the members in good standing present at any business meeting. Voting members must be notified of the proposed changes in the newsletter or on the Website, one month prior to the vote.

## **BYLAWS**

### **ARTICLE I - Meetings**

Section 1 - All regular monthly meetings of the Society shall be held at such time and place as the members shall determine. A quorum shall be five (5) or more members in good standing present at the regular monthly meeting.

Section 2 - Special meetings shall be called by the President upon written request of five (5) members in good standing. The Secretary shall notify all members of the matter of importance which will be transacted at any special meeting. Only business for which the special meeting is called may be acted upon. A quorum shall be five or more members present at a special meeting.

Section 3 - "Robert's Rules of Order" shall prevail at all business meetings, provided they are not inconsistent with the Bylaws.

## **ARTICLE II - Membership**

Section 1 - Any person or commercial concern may become an applicant for membership in the Society.

Section 2 - Application shall be made to any member of the Society. The member shall present the application, along with applicable dues, to the Membership Chairperson. The Board of Directors shall consider the application, and if approved, dues shall be deposited by the Treasurer. The new member shall be given a copy of the Constitution and Bylaws, and a membership card signed by the Membership Chairperson.

Section 3 - Any member who shall deliberately violate the provisions of the Constitution and Bylaws, or shall in any way by his/her acts tend to injure or be discreditable to the Society, shall be suspended or expelled. Any charge of misconduct shall be made in writing and presented to the President or Secretary. The Board of Directors shall consider the charges and the member's defense, and shall recommend to the Secretary suspension or expulsion if found guilty of the charges. The affirmative for suspension or expulsion of two-thirds of the members present shall be required.

## **ARTICLE III - Dues**

Section 1 - The annual membership dues of the Society shall be determined by the Board. Current dues schedule:

Individual Membership - \$10.00.

(Includes voting rights and one NWAAS newsletter subscription, as available.)

Family Membership - \$15.00.

Family Membership includes person and/or spouse and unmarried children living in the same household, age 18 or under. (Includes voting rights for each person who has attained 12 years of age, and one newsletter subscription, as available.)

Individual Junior Membership - \$5.00.

Any person under the age of 18 years who is not connected with a Family Membership. (Includes voting rights if member has attained 12 years of age, and one newsletter subscription, as available.)

Corresponding Membership - Corresponding Memberships are for individuals or families who live more than 45 miles from the metropolitan area extending from Fayetteville to Rogers. A Corresponding Membership will be one-half (1/2) the dues of a normal membership. A Corresponding Membership does not have voting rights but will receive all other benefits of a Society Membership. (Includes one newsletter subscription, as available.)

Section 2 - Annual dues shall be payable on or before January 1st of each year. Applications for new membership received thereafter shall be pro-rated as follows: January through June - full membership fee; July through September - ½ full membership fee; October through December - ¼ full membership fee plus one (1) full membership fee for the following year. If not an even dollar amount, the amount shall be rounded up to the nearest dollar.

Acceptance of application is subject to approval of the Board of Directors.

Section 3 - Any membership sixty (60) days past due shall be terminated.

Section 4 - Advertising rates in the newsletter or Website shall be set by the Board of Directors, and may be changed at its discretion.

## **ARTICLE IV - Board of Directors**

Section 1 - The Board of Directors shall include the elected Officers of the Society and the Chairpersons of all Functional Committees. The immediate Past President shall be a member of the new Board and able to exercise one vote only.

Section 2 - The business and property of the Society shall be administered by the Board of Directors, whose entire action shall be responsible to the Society. Such action shall include:

A. Acting for the Society between regular meetings.

B. Working with regional and national clubs for furtherance of the Society and the overall organized hobby.

C. Raising, spending, and accounting for money needed to carry out the work of the Society, subject to its approval. It is the Board of Directors' responsibility to approve expenditures from the General Fund in excess of \$50. Expenditures in excess of \$100.00 are subject to the approval of the General Membership. Any expenditure under \$50 must

be approved by the chairperson of the committee affected, with a maximum \$100 per committee yearly unless approved by the general membership.

D. Providing a monthly program of high quality.

E. Promoting an interest and maintaining a relationship with other groups in the interest of the aquarium hobby.

F. The Board of Directors may from time to time designate any person (who has given of their time and efforts for the unselfish betterment of the Society and furtherance of its goals) a "Fellow of the Northwest Arkansas Aquarium Society." A suitable award shall be given by the Directors, and awarded to the person so designated by the President.

Section 3 - Regular monthly meetings of the Board of Directors shall be held. A quorum shall be 51% or more Board Members present at a meeting. Special Board of Directors meetings shall be called by the President upon written request of three Board Members to the Secretary. A quorum shall be 51% or more Board Members present at the special meeting.

Section 4 - Except under circumstances accepted by the majority of the Board of Directors as extenuating, failure to attend two (2) meetings, General and Board in succession, or three (3) meetings (General or Board) in a six (6) month period, may be grounds for removal of a Board Member.

Section 5 - No two (2) members of the same family shall act as sole authorized signatures on the Society checkbook or other financial or legal instruments.

## **ARTICLE V - Officers**

Section 1 - PRESIDENT - shall preside at all regular and special meetings, and at the Board of Director's meetings; appoint special committees and their chairpersons whenever necessary; be a member of all committees. Shall not make or second a motion while in the Chair. Shall perform all duties incident to the Office.

Section 2 - VICE PRESIDENT - shall assist the President and assume his/her duties in the event of his/her absence or disability. Shall coordinate the work of the Auction Committee.

Section 3 - SECRETARY - shall keep a record of the minutes of all Society meetings (General, Board of Directors, and Special). Shall publish new copies of the Bylaws as dictated by revisions, and distribute them to members. Shall keep an accurate record of the names and addresses of all members. Shall keep records and history of NWAAS.

Section 4 - TREASURER - shall collect and have custody of all dues, funds and securities belonging to the Society; and keep accurate records thereof. Deposit monies to

the credit of the Society in a bank approved by the Board of Directors; make disbursements by check; give receipts of monies coming into his/her hands; make a detailed financial report of all receipts and disbursements at each General and Board of Directors' meetings. Be a member of both the Finance and Auction Committees (but cannot serve as Chairperson of either). Be responsible for and accomplish the filing of any required Federal and/or State tax forms. Present his/her books for audit at the end of the term year; the audited report shall be presented during the General Meeting following the receipt of the auditor's report. Perform all duties incident to the Office.

At the end of each fiscal year, after all expenses have been paid, the Treasurer shall submit a budget for the new fiscal year to the Board of Directors for approval (but no later than the February Board of Directors meeting). The budget shall include a review of the previous year's actual income and expenses as well as projected income, expenses, reserves, and capital expenses for the current year.

## **ARTICLE VI - Functional Committees**

Section 1 - PUBLICITY COMMITTEE- shall have the responsibility for the planning, development and implementation of a public relations and advertising program of high quality, appointing and number of members. The Chairperson directs a program consistent with the mission of the Society in relating to all public and commercial levels; coordinates with all Functional committees; provides guidance and assistance in accomplishing their goals. Acts as a public information source with the press and other media, attends to other matters of publicity; develops and directs an advertising program, coordination with Publications Committee Chairperson.

Section 2 - PROGRAM COMMITTEE - shall consist of two or more members appointed by the Chairperson. Plan, develop, coordinate, and administer the program at all meetings.

Section 3 - FINANCE and AUCTION COMMITTEE - shall consist of two or more members. Plan and oversee any fund-raising activities, i.e. auctions and swap meets. Provide ways and means of raising money that the Society needs to carry on its work; cause an annual audit of the Treasurer's financial records.

Section 4 - MEMBERSHIP COMMITTEE - shall consist of two or more members appointed by the Chairperson. Conduct a continual membership drive; act as host/hostess at the monthly general meetings, being responsible for introducing guests who may be prospective members. Shall be responsible for the distribution of all membership materials; and publish an annual membership roster no later than April 1st of each year.

Membership Committee may also focus on important events in the lives of the Societies' members. This may include, but shall not be limited to: graduations, births, birthdays, deaths, or weddings (flowers, cards, etc.).

Section 5 - COMPETITION COMMITTEE - may consist of any number of members appointed by the Chairperson. Shall oversee all areas of competition. These include but are not limited to: grow out contests, bowl shows, and breeder's award programs.

Section 6 – PUBLICATIONS COMMITTEE - under the direction of the Chairperson, whose title shall be Editor, develops an official publication of high quality for the dissemination of technical information to Society members, supervising a staff of any number of members. Directs and is responsible for the preparation, printing, assembly, and distribution of the NWAAS newsletter, published monthly. On a continuing basis is responsible for the development and maintenance of an editorial policy consistent with the overall responsibility of the Board of Directors. Upon request, accomplishes the printing and distribution of any material necessary for the various programs of the Society. Acts as official photographer for the Society, especially with regard to the preparation of printed material.

Section 7: WEBSITE COMMITTEE - under the direction of the Chairperson, whose title shall be Webmaster, shall be responsible for the design, operation, and maintenance of the Society Website and Forum, and for the maintenance of the Society domain and email accounts.

## **ARTICLE VII - Special Committees**

Section 1 - TANK MAINTENANCE COMMITTEE - shall consist of as many members as needed, appointed by the Chairperson, maintaining aquariums set up by the Society, and furnish advice or assistance as requested.

Section 2 - SPECIES MAINTENANCE PROGRAM - Shall oversee and administrate the SMP.

Section 3 - BYLAWS REVIEW COMMITTEE - shall consist of the Board of Directors and any other interested members. This is a specially appointed committee.

## **ARTICLE VIII - Elections**

Section 1 - A Nomination Committee shall be selected by the President at the September monthly meeting. This committee shall seek at least two nominees for the offices of President, Vice President, Secretary, and Treasurer to be presented at the October General Meeting only. Nominations will be accepted from the floor at the October and November General Meetings and on the club forum in a specially set up section. Members being nominated shall be contacted prior to nomination to ascertain their willingness to serve.

Section 2 - The Nominating Committee shall conduct an election and count the ballots at the November General Meeting. Winning candidates shall receive a majority of the votes cast.

Section 3 - Immediately following the election of officers, the Nominating Committee shall accept nominations only from the floor for the Chairpersons of the various Functional Committees. Election by the general membership will follow.

Section 4 - Absentee election ballots received by the Chairman of the Nominating Committee at least one week before the general election will be accepted. Ballots must be in writing, private message, or email.

## **ARTICLE IX- Benevolence Fund**

Section 1 - The Board of Directors shall, during the yearly budget process, consider designating up to 10% of the previous year's income to the Benevolence Fund.

Section 2 - Any monies assigned to this Benevolence Fund may only be disbursed as a donation or grant to non-profit, charitable organizations upon recommendation by the Board of Directors and a majority vote of the members present at the next regularly scheduled monthly meeting of the Society. Funds shall be disbursed during the year they have been assigned. No funds shall be carried over to the next year.

Section 3 - Preference shall be given to organizations involved in fish or conservation activities. Such organizations shall also have a documented history of efficient and effective use of donated funds such as using a small percentage of donated funds for fund-raising and administrative salaries. Preference shall also be given to local and regional organizations.

## **ARTICLE X - Amendments**

Section 1 - These Bylaws may be changed or amended by a simple majority of the voting members present at a general meeting in the month of November; or by a simple majority vote at any general meeting when acting on a written petition signed by five (5) or more voting members; or by recommendation of the Bylaws Review Committee, except no Bylaws affecting the election of officers for that year can be acted upon after the August meeting. Voting members must be notified of the proposed changes in the newsletter or on the forum one month prior to the vote.

## **ARTICLE XI – Dissolution of Society**

Section 1 - In the event that the Society decides to disband, the President shall appoint a Dissolution Committee to oversee the sale of all Society assets, the disbursement of funds

to pay all Society debts, and the filing of any required legal or financial documents. Any monies left over shall be put into the Society Benevolence Fund, and disbursed according to the criteria set forth in the Bylaws. Once all monies are disbursed, the checkbook, PayPal account, and any other Society accounts shall be closed, and the Society dissolved.

## **ARTICLE XII - Order of Business**

Section 1 - The Order of Business is at the discretion of the President and Program Chair, and the following may be used as a guideline:

1. Call to Order
2. Introduction of Visitors
3. Program
4. Refreshments
5. Minutes of General Meeting and Board of Directors Report
6. Treasurer's Report
7. Communications
8. Reports of Committees
9. Unfinished Business
10. New Business
11. Adjournment