

BYLAWS

OF

DALLAS FORT WORTH MARINE AQUARIUM SOCIETY

ARTICLE I. **Board of DIRECTORS (the Board)**

Section 1. Board.

The governing body of the Dallas Fort Worth Marine Aquarium Society, hereafter Referred to as **DFWMAS Society**, shall be the Board of Directors consisting of nine (9) members of DFWMAS elected to serve three year terms. The Board of Directors will elect, from members of the Board, a President, Vice President, Treasurer and Secretary, who shall each serve one year terms. **Officers will serve from July 1st to June 30th .** *The initial directors will draw lots to determine which will serve a one, two or three year term in order to stagger the terms of the directors.*

Section 2. Vacancy of Office.

A. If the office of any Director or Officer becomes vacant, the position shall be filled by the remaining Board of Directors for the remainder of the unexpired term. **Any Director that misses three consecutive Board of Directors meetings will be considered to have forfeited their position, they shall be removed without notice. Any position may be recalled and replaced by a two-thirds (2/3) vote of the Board when they display an inability or unwillingness to perform their duties.**⁴

B. Special Election - The Board shall have the power to fill all vacancies occurring within it's ranks during the Fiscal Year, in accordance with Article III, Section 1. Time and date of election to be posted 45 days prior to election.

Section 3. Compensation.

No Director or Officer shall receive any salary or compensation by virtue of being a Director or Officer. **This does not prohibit the Board from compensating a director, officer or committee person for his/her speaker's fee and travel expenses if so authorized by the Board, nor is the Board prohibited from compensating a director or committee person for out of pocket expenses which are incurred on behalf of the corporation with authorization. This is not to restrict the Board from funding any authorized financial business of the Society.**

Section 4. Agent

No member of the club may act as an agent for the club. Or the board without the written consent of the Board.

Section 5. Forum

The Board shall be allowed to have a forum on www.DFWMAS.org under the Board of Directors. This forum will be for the discussion of club business via ongoing "electronic meetings" of the Board. This forum shall be viewable to all Premium members of the Society, but only current Board of Directors members, to wit the elected officers of the club and trustees, in good standing will be allowed to post and vote in this Forum. Members holding appointed positions may post in the forum, but not vote in this forum. This forum will be prominently displayed for any Premium member to access from the DFWMAS.org forums.

This amendment will take effect beginning on July 1, 2007. Threads and Posts previous to this date, July 1, 2007, will not be governed by this amendment nor will they be made public. The threads and posts previous to this date will be locked.

ARTICLE II. DUTIES OF OFFICERS

Section 1. President

It shall be the duty of the President to preside at meetings of the DFWMAS and the Board of Directors and to perform such other duties as ordinarily pertain to this office. **It shall be the duty of the President to preside at all meetings of the Society and of the Board, and to see that the by-laws are enforced; to call such meetings as are herein provided to be called by the President; to have general supervision over all the affairs of the Society, and at the Society meetings to make a report. The President shall sign all written contracts and obligations, unless otherwise provided by special vote of the Board, and no contract shall be valid and binding upon the Society unless so signed. The President will be one of the authorized signers for disbursement of Society funds; the President's signature must be accompanied by that of another authorized Board member. If the President is unable to attend any meeting of the Board, the President must inform the Vice President and supply the Vice President with a President's report and agenda.**

Section 2. Vice President.

It shall be the duty of the Vice President to preside at meetings of the DFWMAS and the Board of Directors in the absence of the President and to perform such other duties as ordinarily pertain to this office. **The Vice President will work closely with and assist the President in carrying out all the President's duties and assist in organizing meetings and setting up future events. The Vice President will act for the**

President in the President's absence or at the President's request, and step into that office in case the President's position becomes vacant. The Vice President will be one of the authorized signers for disbursement of Society funds; the Vice President's signature must be accompanied by that of another authorized Board member. If a Vice President is unable to attend any Board meeting, the Vice President must inform the President and supply the President with a Vice President's report.

Section 3. Secretary.

It shall be the duty of the Secretary to keep records of the DFWMAS's membership, to send out notices of meetings of the DFWMAS, the Board of Directors and committees, and to preserve the minutes of all such meetings. **The duty of the Secretary is to keep and maintain a true record of all meetings of the Board (minutes), and of the Society meetings as required. The secretary will send a copy of the minutes to all absent officers and delegates for each meeting. A public record of minutes and newsletters shall be kept online. If the Secretary is unable to attend any Board or Society Meeting, the Secretary must inform the President and is responsible for finding a substitute Secretary. When authorized by the Board, the Secretary will assist in obtaining and filing any legal or organizational form, contract or letter necessary for the operation of the Society. The Secretary will coordinate with the Communications Chair & Webmaster to include minutes in the Newsletter and Internet communications to Society members.**

Section 4. Treasurer

It shall be the duty of the Treasurer to have custody of all funds, to disburse funds upon proper authorization and to account for same to the DFWMAS annually and at any other time deemed necessary by the Board of Directors. The Board of Directors shall provide written authorization to the Treasurer specifying grants of approval authority made by the Board of Directors prior to the disbursement of funds without the specific approval of the Board of Directors. **The duty of the Treasurer is to receive all moneys belonging to the Society, to keep an accurate record of all income and disbursements, and to report in writing of such at each Board meeting. A public record of the Treasurer's Report will be available to members upon request. The Treasurer will be one of the authorized signers for disbursement of Society funds; the Treasurer's signature must be accompanied by that of another authorized Board member. The Auditor(s) as approved by the Board shall audit accounts for the preceding fiscal year. If the Treasurer is unable to attend any Board meeting, the Treasurer must inform the President and supply the President with a Treasurer's report. Upon retirement from office, the Treasurer shall turn over to his successor all funds, books of accounts and any other *DFWMAS Society* property in his possession**

Section 4. Ex-Officio

The immediate Past President, or other former Board member as appointed, shall be an ex-officio member of the Board and shall assist the President in the administration of the Society. Others duties shall be as established by the Board.

Section 5. POSITIONS

The Board members may appoint such positions or committees with such duties as they see fit, and may delegate to such any of their powers with exception of Board voting rights and signature authority.

Section 6. DUTIES OF APPOINTED POSITIONS

1. MEMBERSHIP CHAIR

The duty of the Membership Chair is to maintain the records of all the members and guests of the Society, which includes names, addresses, phone numbers, screen names, and email addresses. The Membership Chair shall have general charge of guest records and procedures, membership drives, and all correspondence soliciting for new or renewal memberships. All membership and guest fees are collected and noted by the Membership Chair, and the fees given to the Treasurer. The Membership Chair shall give a report at the Board meeting of the number of Public and Premium Members in attendance at Society meetings, as well as any other news concerning the membership. The Membership Chair shall organize a way to supply the Communications Chair with address labels and email address lists in a timely manner. If the Membership Chair is unable to attend any Society meeting, the Membership Chair must inform the President and is responsible for finding a substitute membership representative.

2. MASNA DELEGATE

The main function of a MASNA Delegate is that of a liaison between the club and MASNA. Duties include receiving communications from MASNA and responding in a timely manner, reporting important MASNA news to the Webmaster, Communications Chair and at Society meetings, and transmitting back to MASNA members' ideas and opinions and contact information for the elected officers. The MASNA Delegate should attend the monthly MASNA Board meetings held on the Internet and the annual MASNA conference. A substitute representative to MASNA must be appointed if the Delegate cannot attend.

3. COMMUNICATIONS CHAIR

The Communications Chair will be responsible for the writing and/or collection of articles, news items, minutes, President's letter and other information to be included in the Society newsletter and on the Internet. The newsletter will be published on a schedule as set by the Board. The Communications Chair will obtain an up-to-date membership list and mail or email a newsletter to all Public and Premium Members. When necessary and requested by the Communications

Chair, the Board will allocate funds to purchase stamps, envelopes, paper printer cartridges or other materials necessary for the function of the Communications Chair. The Communications Chair will work closely with the Board and the Webmaster to verify, authorize and post information on the Society website.

4. WEBMASTER

The Webmaster will be responsible for creating and updating the Society website as authorized by the Board. The Webmaster will be responsible for informing the Board of due dates and payment amounts or other requirements so that the Society can be responsible for payment to the web host or programming consultants as required. The Webmaster is responsible for selecting and training one or more back-up webmasters who can assist the Webmaster and assume the Webmaster's duties in the event that the Webmaster is unable to fulfill them.

5. DONATION CHAIR

The Donation Chair will be responsible for periodic solicitation of donations to the Society from outside sources including companies, manufacturers, importers, local stores or individuals. The Donation Chair will establish relationships with goods and services providers to secure discounts or other benefits for Premium Members. The Donation Chair will acknowledge and inventory all donations and prepare a list for Board review. The Chair will select items and establish ticket prices for raffles at Chapter and Society meetings. The Donation Chair will monitor the sale of tickets, collection and documentation of proceeds and delivery of all proceeds to the Society Treasurer for deposit. The Donation Chair will also coordinate fundraising events for the Society.

6. EVENTS COORDINATOR

The Events Coordinator will assist the Board in planning Society meetings; including but not limited to: location arrangements, logistics, transportation, scheduling, and guest speaker needs.

7. OTHER POSITIONS

Other positions and duties may be established as deemed necessary by the Board.

8. CHAIR RESPONSIBILITIES

Each chair and all committees shall keep minutes of its proceedings and report such proceedings periodically to the Board.

ARTICLE III. ELECTION OF DIRECTORS AND OFFICERS

Section 1. Eligibility.

Individuals holding individual memberships, individuals holding membership under a family membership and individuals who represent a commercial enterprise under a commercial membership are eligible to serve as directors and officers. Honorary members are not eligible to serve as directors and officers. **To stand for election, a person must be a Premium Member in good standing, over the age of 18, who has attended at least four Society meetings in the previous twelve calendar months.**

Section 2. Election

At a regular Board of Directors meeting preceding the annual meeting of the DFWMAS, the Board of Directors shall recommend a ballot of three directors for consideration by the members at the Annual Meeting of the DFWMAS. Prior to voting by the members, the floor will be opened for nominations by any member present. If the member nominated is present and consents to serve as a director the name of the nominated member shall be added to the ballot. The three nominees receiving the largest number of votes shall be declared elected. **Nominations for directors shall take place the first two weeks of May. The Webmaster and Membership Chair will assist in determining eligibility of the nominated persons to run for office. Elections shall take place on the Society website during the third week of May. The Webmaster is responsible for administering the election process. The new Directors shall assume office on June 1st of each year.**

Section 3. Vote

Each of the Board members will have one vote. A simple majority will decide all votes unless indicated otherwise in the Bylaws. In case of a tie, the President's vote counts as 1-½ votes

Section 4.

The terms of office for Board members shall not exceed two consecutive two-year terms in the same office.

ARTICLE IV. MEMBERSHIP

Section 1. Membership in the Dallas Forth Worth Marine Aquarium Society shall be open to any person who, by proper application, meets with the approval of the Board of Directors

Section 2. Proper application for membership and dues amounts shall be established by the Board of Directors (Board) and shall be publicly available at all meetings and online. These may be changed by a vote of the Board

Section 3. The Dallas Forth Worth Marine Aquarium Society shall consist of two (2) classifications of membership.

3a. Public Member

Any person who has registered online or at a meeting, or a minor child of a member.

3.b. Premium Member

Any person who has registered online or at a meeting, and paid all dues for the current year

4. Rights of Public Members

- to attend all general meetings
- to participate in DFWMAS activities
- to receive the DFWMAS publications electronically
- to participate in online discussion forums

5. Rights of Premium Members

- all rights of Public Members, plus:
- to carry a membership card and exercise any discounts or benefits available through the Society
- to access the premium web site features
- to receive the DFWMAS publications either electronically or via mail
- to vote in elections and on any matter put before the membership

6. All members shall comply with the Constitution and Bylaws, and shall act with responsibility and integrity in all matters relating to DFWMAS

7. Members shall not exploit DFWMAS meetings, events or facilities to promote their own commercial interests, where commercial interest shall be any activates undertaken with the primary purpose of making money. This restriction, however, shall not prevent members from participating in personal commercial activities, such as purchasing advertising in DFWMAS publications, provided such activities are also available to members and nonmembers

Section 1. Admission.

An individual or family may be admitted as a member upon payment of the required dues and fees and the approval of the Board of Directors. Denial of membership by the Board of Directors shall not be based on sex, race, creed, color, religion, or nationality. A Commercial Membership may be made available upon approval of the Board of Directors for a business involved in the marine aquarium hobby and entitles their employees to attend our monthly meetings.

Honorary Members are individuals or other non-profit entities involved in the marine aquarium hobby that the Board of Directors invites into membership in order to facilitate the furtherance of DFWMAS objectives.

Section **28**. Dues.

*Individual and Family Memberships are (\$15.00) per year.
Commercial Memberships are (\$40.00) per year and includes one free
Display ad per year.*

Public Membership:

Dues (none)

Premium Membership:

Dues (_____)

Honorary Members:

Dues are not charged *dues*.

Dues are subject to change by a majority vote of the Board of Directors.

Section 39. Removal

*Any member who violates the provisions of these Bylaws, or who by way of his or her acts tend to injure or be discreditable to the DFWMAS, may be expelled from the DFWMAS. Any such 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 may then in its sole discretion recommend to the Membership at a regular meeting the expulsion of the member. **The Dallas Forth Worth Marine Aquarium Society reserves the right to revoke the membership of any individual due to conduct considered detrimental to this Club. This action shall be carried out by the Board of Directors.*** The affirmative vote of two-thirds of the members present shall be required for expulsion.

ARTICLE V. COMMITTEES

Section 1. Committees.

The Board of Directors may at any meeting create committees which shall be appointed by the Board of Directors and shall have such duties and responsibilities as assigned by the Board of Directors.

ARTICLE VI. FINANCES

Section 1. Fiscal Year.

The Fiscal Year of the **DFWMAS Society** shall be from July 1st until the following June 30th.

Section 2. Financial Records.

The financial records of the **DFWMAS Society** shall be maintained on the cash basis of accounting with a written summary of all receipts and disbursements presented to members at least annually. Such report is to be presented to members no more than 90 days after the end of the fiscal year.

Section 3. Budget.

At the beginning of each fiscal year, the Board of Directors shall prepare or cause to be prepared a budget of estimated income and expenditures for the year, which, having been agreed to by the Board of Directors, shall be the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board of Directors.

Section 4. Audit.

An audit or other financial review of the **DFWMAS Society's** financial records may be performed at any time deemed necessary by the Board of Directors

ARTICLE VII. MEETINGS

Section 1. Annual Meeting.

The Annual Meeting of the **DFWMAS Society** shall be held on the third Wednesday of June each year at which time the election for directors shall take place.

Section 2. Monthly Meetings.

The regular monthly meeting of this **DFWMAS Society** shall be held on the **third second** Wednesday of each month at 7:00PM. Any exception to the regular meeting date, *such as a Christmas social in lieu of the regular meeting*, shall be approved by the Board of Directors. Due notice of the location of each meeting shall be given to all members of the **DFWMAS Society**.

Section 3. Quorum

Twenty percent of the total membership shall constitute quorum at the annual and regular meetings of the **DFWMAS Society**.

Section 4. Board of Director Meetings.

The Board of Directors shall meet at least quarterly at such time and place as may be determined by the Board. Special meetings of the Board may be called by the President or any two members of the Board when ever deemed necessary. *and provided due notice has been given to each Board Member.* **Notice of each such meeting shall be given to each Board member by telephone and or email at least seventy-two**

hours before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting. Due notice of the location and time of each meeting shall be also be posted or given to all members of the Society, and all such meetings are open to Society members.

A quorum must be present to conduct a Board meeting, and consists of at least half of the voting Board members. Society members shall be notified when a Constitution or Bylaws change is being recommended by the Board, and will be notified in advance of the time, date and location of the meeting or online voting information.

ARTICLE VIII. FEES AND DUES

Section 1. Fees and Dues.

Membership dues and fees shall be determined by the Board of Directors.

ARTICLE IX. RULES OF PROCEDURES

Section 1. Rules of Order.

The rules of procedure at meetings of the Board of Directors shall be Robert's Rules of Order.

Section 2. Resolutions.

No resolution or motion to commit the DFWMAS on any matter shall be considered by the DFWMAS until it has been considered by the Board of Directors. Such resolution or motion, if offered at a DFWMAS meeting shall be referred to the Board of Directors for consideration.

Section 3. Voting.

Each *individual, family or commercial* **Premium** membership is entitled to one vote. Honorary members are not voting members.

ARTICLE X. *AMENDMENTS* **BYLAWS**

Section 1. Amendments.

Amendments to these Bylaws may be considered at any meeting of the Board of Directors and if approved by a majority of the Board of Directors, said amendments shall

be presented for a vote of the membership at a regular monthly DFWMAS meeting. A copy of the proposed amendment shall be mailed to the membership at least forty-five days prior to the meeting of the membership. An affirmative vote of a majority of the members present at the meeting shall be required for approval of the proposed amendment

Section 1. These by-laws shall be amended or repealed, or new by-laws adopted, by a vote of the majority of the Premium Members of the Society at any general or special meeting or online. Such changes shall be made by the two-thirds (2/3) majority of votes cast. Such proposed amendment, repeal or new by-law, or a summary thereof, shall be set forth in any notice of such meeting, whether general or special, or posted online for a minimum of 14 days before the voting is scheduled to take place.

Section 2. The by-laws may be amended or changed by a 2/3 vote of the Premium Members present at any meeting provided due notice of the change has been given to the membership at the preceding meeting

Section 3. If a proposed change in the by-laws is not sent out in advance with the official notice of said meeting, it may still be considered by the attendees, however in order to pass, it must be approved by a vote equal to two-thirds (2/3) of the total number of delegates entitled to vote, even if not present, or by a unanimous vote of those present, whichever is lower.

Section 4. Any amendment, repeal or new bylaw shall be filed with the appropriate governmental authority as required by law.

ARTICLE XI. DISCLAIMER

By joining the Dallas Fort Worth Marine Aquarium Society (DFWMAS), or by participating in DFWMAS activities, or by reading DFWMAS publications, an individual agrees to hold DFWMAS and its Board members harmless for any loss, harm or consequential damage, no matter how caused, resulting from the individual being a member of DFWMAS, or participating in any DFWMAS activity, or acting or omitting to act as a result of information or advice received from DFWMAS meetings, activities or publications

ARTICLE XII. DISSOLUTION OF DFWMAS

Section 1. DFWMAS can only be dissolved by a vote of the membership at a meeting called for that purpose.

Section 2. All Premium Members must receive at least one month's written notice of the time, location and purpose of such a meeting. Dissolution shall only occur if 80% of the Premium Members at the meeting vote in favor of dissolution .

Section 3. In the event that the Society is dissolved or liquidated, all of the assets and property remaining after all debts, obligations and expenses have been paid

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may be distributed to organizations that are themselves nonprofit. This shall be determined by the Society's final board of directors

These Bylaws were adopted by the *Board of Directors on of February 11, 2002*. **Society on _____**