

## **PREAMBLE**

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Ohio and the Articles of Incorporation of Greater Akron Aquarium Society, Inc.. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Ohio, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation/Organization, it shall then be these Bylaws which shall be controlling.

## **ARTICLE I. NAME OF ORGANIZATION**

The name of this organization shall be: Greater Akron Aquarium Society, Inc.

## **ARTICLE II. CORPORATE PURPOSE**

The purpose of this Society shall be to increase enjoyment in the hobby of raising, breeding, or exhibiting tropical fish, aquatic plants and other forms of aquatic life by providing;

- 1) Educational programs, including lectures, films, exhibits, demonstrations, panel discussions, field trips, etc.
- 2) A common meeting place for hobbyists to exchange ideas, information and broodstock.
- 3) Public exhibitions and shows.
- 4) Promote responsible keeping of aquatic life.
- 5) Publish a journal to exchange information

## **ARTICLE III. DUES & MEMBERSHIP**

### Section 1. Eligibility for Membership

Any application for membership to the Greater Akron Aquarium Society is subject to review by the Board of Directors prior to final approval. Any applicants' membership application maybe be rejected by a majority vote of the Board of Directors. Reasons include, but are not limited to the following: prior incidents of theft, terrorist threats, sexual harassment, or inappropriate actions towards the organization or its' membership, unauthorized use of the Greater Akron Aquarium Society, Inc. name or use of its assets. An application that has been rejected may be resubmitted by the applicant for review in one year.

### Section 2. Annual Dues

Annual dues for membership shall be set by the board of directors. Changes in dues must be approved by the members. Specific provision for pro-rated memberships for new members not on the rolls the prior year and special awarded memberships may be granted by the Board of Directors.

### Section 3. Membership Term

Membership is granted for ONE CALANDAR YEAR (JANUARY 1 THOURGH DECEMBER 31) in the year that dues are paid. Dues may be paid in advance for the following year.

### Section 4. Life Membership

Life Membership in the society is: conferred by vote of the elected Officers/Board of Directors and Membership to an individual for outstanding contributions to the Greater Akron Aquarium Society, Inc,; non-transferable; and Life member is relieved of dues payment, but receives all entitlements of General Membership.

#### Section 5. Delinquent Dues

Those becoming delinquent in membership shall be given two notices by the membership secretary. If dues are not forthcoming, they will be dropped from all the membership lists and restricted from members-only activities such as participation in BAP/ AHAP, selling items at monthly auctions, and/or viewing portions of the website.

#### Section 6. Payment of Dues

Dues are payable to the membership secretary or person filling that position in the absences of the membership secretary.

### **ARTICLE IV. MEETINGS OF MEMBERS**

#### Section 1: Regular Meetings

The regular meetings shall be held on the 2nd Friday of every month unless otherwise designated.

#### Section 2: Special Meetings

Special Meetings may be called by the president, or by written request of seven members in good standing. No business shall be transacted except that for which such meeting was called. The membership must receive notice of such meetings.

#### Section 3: Quorums

A quorum shall be necessary to transact official business at any board meeting. A quorum will consist of eight board members, two of which must be officers. The use of computer or electronic devices such as cell phones, texting, computer messaging or conference calling is acceptable to meet the required quorum.

#### Section 4: Open Meetings of the Board of Directors

All board of directors' meetings shall be open to the general membership as long as such members are in good standing. Such members shall have no voice at a board of directors meeting unless recognized by the chair.

### **ARTICLE V. ELECTION PROCEDURE**

#### Section 1: Nominating Committee

At the October meeting, the president shall appoint a nominating committee consisting of at least three members of the board of directors and officers. The committee shall present a slate of candidates, willing to serve if elected as officers or directors. Nominations will be accepted from the floor at the open meeting, but not more than two additional candidates will be accepted for each office. No more than six additional candidates will be accepted from the floor for positions as directors.

#### Section 2: Candidates

Candidates for office shall be at least eighteen years of age. All candidates must be members in good standing (dues paid). Candidates for the office of the treasurer, prior to the assumption of that office, must have served a minimum of one complete year as a member of the Board of Directors.

#### Section 3: Terms of Office

The Officers shall be elected for a one-year term by members in good standing, and may be re-elected

yearly. The immediate past President, if not re-elected, shall automatically become a member of the Board for a one-year period.

If a person self terminates from an executive and/or board of directors' position, a leave of absence from the board of directors must be observed for a minimum of one year from the end of the assigned term. In addition, the individual must get approval, by majority vote, from the current board of directors to run for election of an executive and/or board of directors' position at the time of eligibility. The board of directors shall have the right to vote and waive the required one-year absence period per individual account.

#### Section 4: Nomination of Absent Members

No absent member shall be nominated for any office unless the member making the nomination shall vouch for such member's acceptance of office if elected.

#### Section 5: Election Date

Election shall be held at the November meeting of the preceding year. The President shall appoint a committee of three, consisting of one judge and two tellers, who will distribute ballots and tally the vote. The judge shall declare aloud the names of the successful candidates.

#### Section 6: Vacancies

In case of vacancy in any office, a new officer shall be nominated by the President and approved by the Board to fill the unexpired term. Unexcused absences from three consecutive board meetings shall create a vacancy.

#### Section 7: Compensation

The Board shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with Sections relating to "Contracts Involving Board Members and/or Officers" as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving the Corporation/Organization in any other capacity and receiving compensation for services rendered.

### **ARTICLE VI. BOARD OF DIRECTORS & OFFICERS**

#### Section 1: Board of Directors

The Society shall be governed by a board of directors consisting of five officers, the immediate past president, and all elected Committee Chairmen.

#### Section 2: Officers

Officers of the Society shall consist of a president, vice president, recording/corresponding secretary, membership secretary, treasurer and other positions as determined by the Board of Directors.

#### Section 3: President

It shall be the duty of the president to preside at all meetings, appoint committees, supervise elections, and to notify the membership of all meetings, special announcements, notices etc.

#### Section 4: Vice President

It shall be the duty of the vice president to preside in the absence of the president, and to perform the duties of the president whenever he is not available. The Vice-President is a standing member of the Elections committee.

#### Section 5: Recording /Corresponding Secretary

It shall be the duty of the recording/corresponding secretary to keep minutes of all BOD meetings, send flowers or memorials to member families who have lost a loved one.

#### Section 6: Membership Secretary

It shall be the duty of the membership secretary to keep records of attendance at meetings; to be responsible for receiving all dues, which shall be transferred to the treasurer, and to keep records of the status of each membership.

#### Section 7: Treasurer

It shall be the duty of the treasurer to issue receipts; also, to issue checks in payment of bills to cover expenses incurred by the Society; and to report monthly income and expenditures to the board for approval. The treasurer shall maintain a checking account for use by the Society separate from any and all personal accounts. All checks must be signed by either the president, the treasurer or a co-treasurer appointed by the President. No individual will write checks to him/herself.

#### Section 7a: Co-Treasurer

A Co-Treasurer will be appointed from the Board of Directors by the President and confirmed by a majority vote of the Board. The Co-Treasurer will assist the Treasurer in the execution of his duties. They will be an authorized signatory on the Society's bank account. And they will monitor the account activity of the Society's bank account.

#### Section 8: Committees

Committees shall be established and chairpersons appointed by the president as follows: 1) Program Committee 2) Refreshment Committee 3) Public Relations 4) Raffle 5) Membership 6) Breeders Award Program 7) Publication 8) Horticultural Award Program 9) Fundraising 10) Special Committee (as needed, i.e., Show, Legislative and Bylaws etc.)

#### Section 9: Duties and Funding of Committees

It shall be the duty of the board of directors to establish the responsibilities for each of the committees listed in Section 8 and to appropriate or approve those funds necessary to carry out such responsibilities.

#### Section 10: Role of the Board of Directors

The board will act as advisors to the president. The board and officers will meet officially eleven times per year either in person or virtually, and they shall meet at least two weeks before the date of the regular Society meeting unless announced at the previous General meeting.

### **ARTICLE VII. DISSOLVEMENT**

**ASSETS AT DISSOLUTION** Upon dissolution of the corporation, assets shall be distributed for one or more

exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations exclusively for such purposes.

**ARTICLE VIII. AMENDMENTS**

To amend these bylaws, it shall be necessary to read the proposed amendments at one general meeting of the Society, and must be approved by a majority (51%) of the membership at the following general meeting.