**Florida Marine Aquarium Society, Inc.**

**By-Laws**

**Article 1: NAME OF CORPORATION**

Section 1.1: Name of Corporation

Paragraph 1.1.1: The name of the corporation shall be:

**Florida Marine Aquarium Society, Inc. (“FMAS”)**

**Article 2: PURPOSE, OFFICE AND FISCAL YEAR**

Section 2.1: Purpose of the Corporation

Paragraph 2.1.1: The purposes of the Florida Marine Aquarium Society are:

A.    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;

B. 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;

C. 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;

D. 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.

SECTION 2.2: NONPROFIT STATUS

Paragraph 2.2.1: This Corporation is organized for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations.

Paragraph 2.2.2: All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

SECTION 2.3: NON DISCRIMINATION POLICY

Paragraph 2.3.1: The Corporation shall not discriminate and admit as members, persons without regard to gender, race, gender identification, national or ethnic origin, creed or religion, or sexual orientation.

Paragraph 2.3.2: Such persons shall be entitled to all of the rights, privileges, programs and activities generally accorded or made available to members of the Corporation or groups operated by the Corporation.

Section 2.4: Registered Office

Paragraph 2.4.1: The registered office of the corporation in the State of Florida shall be the address of any Board of Directors member as established by a vote of a majority of the Board of Directors in office (the “Board”) and a statement of such change is filed with the State of Florida; or until changed by an appropriate amendment of the articles of the Corporation.

Section 2.5: Fiscal Year

Paragraph 2.5.1: The fiscal year of the corporation shall begin on the first day of January in each year and end on the last day of December in each year.

Section 2.6: Corporate Seal

Paragraph 2.6.1: The Corporation shall have a corporate seal in the form of a circle containing the corporate name (Florida Marine Aquarium Society, Inc.), date founded (1955), and such other details as may be approved by the Board. The Treasurer of the Corporation shall keep the corporate seal.

Section 2.7: Term

Paragraph 2.7.1: The term for which the Society is organized shall be perpetual.

**Article 3: MEMBERSHIP**

Section 3.1: Eligibility for Membership

Paragraph 3.1.1: Membership in this Society shall be open to anyone who makes proper application and payment of dues. Individuals interested in renewing their membership or becoming a member of the Florida Marine Aquarium Society shall make an application on the Associations official application form to the Membership Chairman. If no Membership Chairman has been elected, all applications must then be given to the Vice President. The Membership Chairman shall forward all dues as well as copies of all applications to the Treasurer in accordance with standard bookkeeping practices.

Section 3.2: General Memberships

Paragraph 3.2.1: Memberships in the Florida Marine Aquarium Society shall be classified as follows:

1. Active (Family and Single)
2. Junior
3. Complimentary
4. Honorary
5. Lifetime
6. Commercial
7. Aquaculture

Only Active and Lifetime members shall hold office and vote.

Paragraph 3.2.2:

1. **Individual Membership (Single)** - 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.
2. **Family Membership** **(Family)**- 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.
3. **Student Membership (Junior)** - consists of persons who are 18 years of age and under or in High School. The student is not required to pay membership dues. Student Members cannot hold elected Board Positions.

SECTION 3.3: Commercial Membership

Paragraph 3.3.1: 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.

1. 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.
2. 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.
3. With a two-thirds (2/3) vote the board can revoke a Commercial Membership without refund.

SECTION 3.4: Aquaculture Membership

Paragraph 3.4.1:

1. A person who holds a State of Florida Aquaculture Certificate of Registration,
2. And does not meet the definition of Commercial Membership.
3. Active Members are eligible to hold office and vote, with the exception of elected positions.

SECTION 3.5: Honorary Lifetime Membership

Paragraph 3.5.1: 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 3.6: Lifetime Membership

Paragraph 3.6.1: 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 3.7: Board Member Eligibility

Paragraph 3.7.1:

1. Any active Non-Commercial Member who is in good standing can be eligible for an “appointed” Board Position.
2. 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.
3. To be eligible for the elected position of Vice 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.
4. 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 3.8: Membership Dues

Paragraph 3.8.1: 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.

All annual memberships expire at the end of the calendar year.

Paragraph 3.8.2: Failure to pay the yearly membership dues will result in cancellation of membership and privileges of membership in the Association.

Paragraph 3.8.3: No refunds will be made once the Association accepts dues.

Paragraph 3.8.4: There may be a charge for non-members who wish to attend any FMAS meetings or activities. The charge will be set by the board and may vary depending upon the nature of the meeting or activity. For special events, the board may set special fee structures for both members and non-members.

Paragraph 3.8.5: No applicant shall be deprived of membership without a two-thirds (2/3) vote of the Board of Directors.

Paragraph 3.8.6: The Florida Marine Aquarium Society reserves the right to revoke a membership by action of the Board of Directors for the following reasons:

1. Withholding Florida Marine Aquarium Society funds for a period of more than (30) Days;
2. For conduct considered detrimental to the Society;
3. For withholding information pertaining to the business or interest of the Florida Marine Aquarium Society.

SECTION 3.9: Complimentary current year membership

Paragraph 3.9.1: 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.

**Article 4:** **BOARD OF DIRECTORS**

Section 4.1: Membership of the Board of Directors:

Paragraph 4.1.1: 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).

Paragraph 4.1.2: 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).

Paragraph 4.1.3: Any director/officer will have at maximum one (1) vote, regardless of the number of officer positions held.

Paragraph 4.1.4: A 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.

Paragraph 4.1.5: 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.

Section 4.2: Nominating Committee

Paragraph 4.2.1: 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.

Section 4.3: Removal

Paragraph 4.3.1: Any officer, subordinate officer, director or committee of the Association may be removed, either for or without cause, by a quorum of the Board whenever, in the judgment of such authority, the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

Should any officer or director be absent from three (3) consecutive regular and/or officers meetings can be removed by a two-thirds (2/3) vote of the board.

Section 4.4: Resignations

Paragraph 4.4.1: Any officer of the Association may resign at any time by giving written notice to the President or the Secretary of the Association. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.5: Vacancies on Board of Directors

Paragraph 4.5.1: During the fiscal year if there is a Vacancy in any officer or director position because of resignation, removal, disqualification or any other cause, the position may be filled or appointed by the Board of Directors for the remaining portion of the office term.

Section 4.6: Powers and Duties of the Board of Directors

Paragraph 4.6.1: The Board of Directors shall be invested with the following powers and charged with the following duties:

1. The Board shall have full power to conduct, manage, and direct the business and affairs of the Association, and all powers of the Association are hereby granted to and vested in the Board
2. To assemble in regular and special meetings when called
3. To call special meetings of the membership of the Association when deemed necessary and in the interest of the Association
4. To announce vacancies within the elected offices of the Association
5. To announce and hold special elections to fill vacancies within the elected offices of the Association
6. To consider all applications for membership in the Association, and render decisions thereon; or delegate such authority to the Membership Director if such position exits in office
7. To select and use a club logo/s
8. To elect or appoint officers and subordinate officers, when appropriate
9. To approve the membership of all Standing Committees appointed by the President
10. To authorize any of the elected subordinate officers, Directors, or any other member of the Association, or any other persons on behalf of the Association, to execute deeds, contracts, drafts and other obligations necessary or expedient for carrying out the business of the Association
11. To direct, manage, and control the affairs and business of the Association and adopt rules, regulations and policies for the conduct of the business of the Association that is not inconsistent with the Laws of the United States, the State of Florida, or these by-laws
12. In the event the President and Vice-President leave their office, the Board of Directors will appoint a President from within the Board of Directors
13. Any member who performs an act or acts which are contrary to the spirit, aims or intent of this by-law and its by-laws shall have membership suspended or revoked by a two third (2/3) vote of the Board of Directors. Membership dues will not be reimbursed
14. It is the obligation of every Board Member to contact the Vice-President, if he/she will be unable to attend the officers or regular monthly membership meeting and to give their report to the Vice-President to present at said meeting
15. To serve in an active advisory position for the incoming officer or director

Paragraph 4.6.2:  No member of the club may act as agent for the club, or the Board of Directors without the consent of the majority of the Board of Directors as recorded in the Board minutes.

Section 4.7: Term of Office of the Board of Directors

Paragraph 4.7.1: All Directors and Officers shall hold office for a term of twelve (12) months. Therefore the term of office will be from January following their election until the end of December of that year.

Paragraph 4.7.2:  No member may hold the position of President for more than two (2) consecutive terms.

Section 4.8: Subordinate Officers or Committees

Paragraph 4.8.1: The Board may, from time to time, elect such other subordinate officers and appoint sub committees as the business of the corporation may require, including one or more assistant secretaries and one or more assistant treasurers, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these by-laws, or as the Board may from time to time determine.

Section 4.9: Interested Directors

Paragraph 4.9.1: No contract or transaction between the Corporation and one of its members or directors, officers or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the director or officer is present at, or participates in, the meeting of the Board which authorizes the contracts or transaction, or solely because his/her/their votes are counted for purpose if:

A.    The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative votes of the majority of the disinterested directors, even though the disinterested directors are less than a quorum; or

B.    The contract or transaction is fair to the Corporation as of the time it is authorized, approved or ratified by the Board. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board that authorizes a contract or transaction specified in this section

Section 4.10: Fees

Paragraph 4.10.1: There is no compensation for acting as director or officer or being on a committee. This section 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 section is not to restrict the Board from funding any authorized financial business of the corporation.

Section 4.11: Limitations and Indemnification of Personal Liability of Directors

Paragraph 5.11.1: An Officer of the corporation 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 corporation.

Section 4.12: Signatures

Paragraph 4.12.1: All checks, notes, bills of exchange or other orders in writing shall be signed by such person or persons as the Board may from time to time designate. A written letter of authorization is to be obtained from the president for all checks over the amount of $500.00. At the beginning of each fiscal year, the Board will determine which BOD members will be designated signatories. All checks will require two (2) signatures. One of these signatories must be the Treasurer.

Section 4.13: Deposits

Paragraph 4.13.1: All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board may approve or designate and all such funds shall be withdrawn only upon checks signed in accordance to Article 4, Section 4.12, Paragraph 4.12.1.

Section 4.14: Contracts

Paragraph 4.14.1: Except as otherwise provided in these by-laws, the Board may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the corporation, and such authority may be general or confined to specific instances.

**Article 5: OFFICERS AND ELECTIONS**

Section 5.1: Elected Officers of this Society shall consist of the following and shall be elected annually at the General Meeting held in November:

President, Vice-President, Recording Secretary and Treasurer

Paragraph 5.1.1: The directors of the Florida Marine Aquarium Society shall consist of all elected officers (President, Vice-President, Secretary and Treasurer), the President of the previous year, and the appointed cabinet (selected by the President).

Paragraph 5.1.2: 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)

Paragraph 5.1.3: 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 such as:

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

And any other appointees as deemed necessary

Paragraph 5.1.4: The Board of Directors shall have the power to fill all vacancies occurring within its ranks during the Calendar Year in accordance with Article V, Section 3 of the By-Laws. A director can be removed by a two-thirds (2/3) vote of the board. 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.

Paragraph 5.1.5: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.

Paragraph 5.1.6: The Annual Elections shall take place in the month of November. The Officers shall be selected from the qualified applicants submitted to the Nominating Committee and any nomination from the floor. All nominations and recommendations must be made with the prior assent of the individual being nominated. Nominees for the Office of President, Vice President and Treasurer 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.

Paragraph 5.1.7: The newly elected directors of the Association shall take office from January following their election until the end of December of that year.

Paragraph 5.1.8: Before the election of directors, the Nomination Committee shall present a slate of any number of nominees for each office, which is to be filled by election. The nomination for a candidate can be submitted by any eligible member in good standing and shall be announced by the Nomination Committee.

Only members, as defined by the By Laws are entitled to vote in the Annual Elections.

Paragraph 5.1.9: An officer shall be declared elected when at the close of voting he has a majority of the total votes cast for the office for which he is a candidate. When no single candidate receives a majority of votes cast, the membership shall vote a second time upon the two candidates for the office that has received the greatest number of votes.

Section 5.2: Duties of the Board of Directors and Officers

Paragraph 5.2.1: President shall:

1. Preside at meetings, sign documents, and be an advisory member of each committee, unless delegated to the Vice-President
2. Call the Board of Directors together and preside at the meeting
3. Appoint the chair of all Standing Committees subject to the approval of the Board of Directors
4. Appoint all special committees
5. Be the Chief Executive Officer of the Association
6. Have general supervision over the activities and operations of the Association subject, however, to the control of the Board
7. Be the chairman of the board and spokesperson for the Association
8. Sign, execute and acknowledge, in the name of the Association, deeds, mortgages, bonds, contracts or other instruments authorized by the board except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these by-laws to some other officer or agent of the Association
9. In general, perform all duties incident to the office of president, and such other duties as from time to time may be assigned to him/her by the Board
10. Call special meetings when necessary
11. Act as MASNA delegate, unless designated to the Vice President.

L.    Serves as a Director of the Board of Directors.

Paragraph 5.2.2: Vice-President shall:

1. 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.
2. The Vice-President is the vice chairman of the board
3. In the absence of a Membership Director, the Vice-President shall be responsible for the duties of Membership Director as defined in Article 5, Section 5.2, and Paragraph 5.2.5
4. Will make sure there is a location, directions to the location and start time for every regular monthly membership meeting. Once this information is obtained s/he will then provide this information to the webmaster and each Board member as soon as possible so the website may be updated accordingly
5. Manage communications to the community through newsletters, the Association’s website, mailings or other means.
6. Serves as a Director of the Board of Directors.

Paragraph 5.2.3: Secretary:

1. 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.
2. This office requires the maintenance of club records, excepting those designated to other officers.
3. When the President and Vice-President are absent at any meeting, this Officer shall preside.
4. Copies of the minutes for each past Calendar Year shall be deposited with the incoming President.
5. Keeps all minutes available for the inspection of the Board of Directors at any of their regular business meetings and likewise available for the inspection of the members of the Association at every regular monthly membership meeting.  Minutes for each meeting will be distributed by the Secretary to each Board member immediately following all meetings to which to minutes where recorded from to allow for review via e-mail or what means necessary for the Board members to receive such draft copy. If no comments or suggestions have been relayed back to the Secretary within 3 days the Secretary will take that as the current meeting minutes has been approved and will begin the next necessary steps to publishing the meeting minutes
6. Submits a copy of the minutes of each meeting to the webmaster so the website may be updated accordingly
7. When the President and Vice-President are absent at any meeting, the Secretary shall preside
8. Serves as a Director of the Board of Directors.

Paragraph 5.2.4: Treasurer:

1. The Treasurer shall keep in order financial records and/or books and tender by check recognized expenses incurred by the Club.
2. He/she will manage and account for all electronic financial transactions through the FMAS website.
3. Checks shall be signed by two elected officials.
4. 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.
5. Audit shall be done by an independent accountant.
6. The Treasurer shall present a monthly financial statement to the Board of Directors and also at any time at the request of the President.
7. Report upon all the financial transactions of the Association when called upon to do so at meetings of the Board of Directors and at the regular monthly membership meetings of the Association
8. Is custodian of all funds and securities of the Association and as such takes adequate precautions to safeguard them
9. Keeps a regular book of accounts of the funds and securities
10. Dispense money for the payment of bills and current expenses of the Association as authorized by the Board of Directors and keep the same as a part of Treasurer's records
11. Makes the book of accounts of the Association available for inspection by the members of the Association at every regular monthly meeting and available for inspection by the Board of Directors
12. Makes the book of accounts available for inspection by any audit committee appointed by the President
13. Shall have or provide for the custody of funds or other property of the Association and shall keep a separate bank account of the same to his/her credit as treasurer. Said bank account shall be put in the name of the Association with access to it by the treasurer and one or more other assigned officers as designated by the Board of Directors.
14. Shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the Association
15. Shall deposit all funds in his/her custody as treasurer in such banks or other places of deposit as the Board may from time to time designate
16. Is to obtain a written letter of authorization from the president for all checks over the amount of $500.00
17. Prepare all regulatory and tax filings as required under federal and state statues in a timely manner. Filling of extensions must be pre-approved by the Board of Directors.
18. Outgoing Treasurer will prepare and then review tax filings with the Incoming Treasurer prior to submittal to the BOD for approval.
19. Prepares an annual budget to be submitted to the Board of Directors at the beginning of each year.
20. Serves as a Director of the Board of Directors.

Paragraph 5.2.5: Membership Director:

1. The Membership Chairman is empowered to accept membership applications and dues, which shall be forwarded to the Treasurer.
2. The Membership Chairman is also required to keep a record of all members and their status, and maintain current membership roster.
3. Shall issue a membership card to the new member at the next regular monthly membership meetings. Said membership card shall serve as a receipt of payment and shall only be mailed to member upon request of such member
4. He/she will recover and manage electronic membership data through the FMAS website.
5. Dues will be turned over to the Treasurer with name, type of membership, and payment method.
6. Updated member roster including name, address, phone, email will be made available to the President, Secretary, Treasurer and Newsletter Chairperson monthly.
7. Serves as a Director of the Board of Directors.

Paragraph 5.2.6: Field Trip/Event Chairman:

1. Is appointed by the Board of Directors
2. The Field Trip Chairman shall plan special outings
3. 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.
4. Manage communications to the community through newsletters, the Association’s website, mailings or other means
5. Is responsible for the active promotion of the club. These activities should be approved by the Board of Directors. No expense should be made unless previously approved by the board.
6. Manage communications to the community through newsletters, the Association’s website, mailings or other means.
7. Serves as an Officer of the Board of Directors with voting privileges.

Paragraph 5.2.7: Web Master:

1. Is appointed by the Board of Directors
2. The Web Master is empowered to manage, control and delegate all functions of the FMAS website. www.fmas1955.org.
3. 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.
4. Shall maintain the Associations internet site in a timely manner
5. Meeting announcements and minutes shall be posted in a timely manner
6. An agreed upon club forum shall be maintained
7. Club domain name(s) shall be maintained and ownership renewed by the Web Master. The ISP selected to host the site should be reliable and reasonably priced and approved by the officers. The relationship with the ISP will be maintained in good standing by the Tech Support. The club domain name and web hosting will be funded by the Association, but it is the responsibility of the Web Master to assure adequate time for all invoices to be paid on time
8. Will maintain an up to date document with the Board describing the procedures for renewing the domain name, ISP hosting information and a copy of the website code, including all passwords to access and maintain the site.
9. All web site code shall be backed up by the Web Master before any changes are made to the website. New areas added to the web site need to be approved by the Officers
10. The Association owns the domain name and controls the web site; the Tech Support serves at the club officer’s discretion
11. Serves as a Subordinate Officer without voting privileges.

Paragraph 5.2.8: Editor of the Newsletter/Blog

1. Is appointed by the Board of Directors
2. The Editor of the Newsletter/blog shall be in charge of any material directed to that office for printing and/or publication.
3. The Editor will work with the Web Master to post all created material on the FMAS website.
4. The Editor shall include all items as decided by the Board in the Newsletter.
5. Shall produce and distribute accordingly a newsletter/blog quarterly. Months of distribution for the newsletter are January, April, July and October of each calendar year
6. Shall keep a record of all newsletter/blog created for the sole purpose of archiving
7. A draft copy of the newsletter/blog shall be distributed by the Editor to each Board member prior to the distribution month to allow for review via e-mail or what means necessary for the Board member to receive such draft copy. If no comments or suggestions have been relayed back to the Editor within 5 days the Editor will take that as the current newsletter/blog has been approved and will begin the next necessary steps to producing the newsletter/blog
8. Once a final copy of the newsletter/blog has been established it will be submitted to the webmaster so the website may be updated accordingly
9. Serves as a Subordinate Officer without voting privileges.

Paragraph 5.2.9: Historian:

1. The Historian shall be in charge of keeping records of the Society’s history, including newsletters.
2. S/he is also responsible for working with the Web Master to have this information maintained on the FMAS website.
3. Serves as an Officer of the Board of Directors with voting privileges.

Paragraph 5.2.10: Marketing Officer:

1. Is appointed by the Board of Directors
2. Shall be responsible for advertising the club's events.
3. Shall be responsible for producing marketing materials.
4. Acts upon other duties as assigned by the Board of Directors.
5. Serves as an Officer of the Board of Directors with voting privileges.

Paragraph 5.2.11  Florida Club Liaison

1. Is appointed by the Board of Directors
2. Will coordinate with other Florida Club Liaison Officers regarding special events and scheduling
3. Will act as liaison between the FMAS BOD and other Florida Club BODs.
4. Serves as a Subordinate Officer without voting privileges.

Paragraph 5.2.12: President emeritus:

1. All past Presidents gain the status of President emeritus upon successful completion of their term. This position is an advisory member of the Board. The Board reserves the right to revoke this status at any time. Such revocation shall be in accordance with Article 5, Section 5.3, Paragraph 5.3.1
2. The immediate past president serves a vital role with primary function to assist the President and the Board during the term of the current President.
3. Questions may arise regarding policy, past experiences, status of ongoing projects, etc., that only a former Board of Director member would be aware of. As advisors to the Board, all Presidents emeritus may perform such other duties as from time to time may be requested of him/her by the Board on a volunteer basis
4. Voting privileges shall be granted for the term of one year following his or her term.

Paragraph 5.2.13: Photography Chairman:

1. 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.
2. 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.
3. Serves as a Subordinate Officer without voting privileges.

Paragraph 5.2.14: Parliamentarian:

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. Serves without voting privileges.

Paragraph 5.2.15: Frag Swap Chairman:

The Frag Swap Chairman shall supervise all phases of the Annual Frag Swap and appoint all committees for that event. Serves without voting privileges

Paragraph 5.2.16: Raffle Chairman:

1. 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.
2. 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.
3. 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.
4. The start and end number of tickets used shall also be provided to the Treasurer.
5. Serves without voting privileges

Paragraph 5.2.17: Commercial Liaison:

1. The Commercial Liaison shall communicate with all Commercial Entities including Commercial Members.
2. He/she must have excellent communication skills and bring all concerns and recommendations to the Board.
3. Serves without voting privileges

Paragraph 5.2.18: Refreshments Chairman:

1. The Refreshments Chairman shall be in charge of purchasing/providing refreshments for club events.
2. The Board will approve a budget for expenses associated with the general meeting and other club events.
3. 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.
4. Serves without voting privileges.

Paragraph 5.2.19: Librarian

1. 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.
2. Serves without voting privileges

Paragraph 5.2.20: Other positions:

Shall be appointed as deemed necessary by the Board of Directors

Section 5.3: Requirement to attend scheduled meetings:

Paragraph 5.3.1: Requirement to attend scheduled meetings:

1. All elected and appointed Board Members are required to attend all scheduled Board Meetings and General Meetings.
2. 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.

**Article 7: COMMITTEES**

Section 7.1: Establishing Committees:

Paragraph 7.1.1: The Board may establish one (1) or more committees, each committee to consist of one (1) or more directors of the corporation. Committees shall act at the direction of the Board.

Section 7.2: Recording Proceedings:

Paragraph 7.2.1: Each committee shall keep minutes of its proceedings and report such proceedings periodically to the Board.

Section 7.3: Performance:

Paragraph 7.3.1: All Committees shall perform the duties assigned to them. No member shall be compelled to serve upon more than one (1) Committee at the same time. Any member of the Committee failing to perform his/her duties may be removed from such Committee by the President.

Paragraph 7.3.2: It is the obligation of every committee chairperson to contact the Vice-President, if he/she will be unable to attend the officers or regular monthly membership meeting and to give their report to the Vice-President to present at said meeting.

Section 7.4: Remuneration:

Paragraph 7.4.1: Remuneration, if any, shall be decided by the Board at the time the members of the Committee are selected. No expenditures on behalf of the Association will be reimbursed without prior authorization by the Board of Directors.

Section 7.5: MASNA:

Paragraph 7.5.1: The position of MASNA (Marine Aquarium Societies of North America) Delegate shall be the President of FMAS unless specifically appointed by the Board. This Delegate will be the liaison between the Association and MASNA. The duties of the Delegate are outlined in the MASNA by-laws as Article V, 5.04.

**Article 8: AFFILIATIONS**

Section 8.1: Affiliations

Paragraph 8.1.1: FMAS may be affiliated with other organizations whose stated goals and purposes are deemed by the Board to be in agreement with the mission statement of FMAS, if such affiliation will benefit FMAS, it’s membership, and/or the other organization; and will not cause undue hardship on FMAS or it’s membership.

Paragraph 8.1.2: Planned affiliations with and financial support of such organizations shall be disclosed to the membership prior to the actual commitment of funds whenever possible, or at the next regular meeting. Any affiliation shall be in strict accordance with the FMAS Constitution and By-Laws.

**Article 9: NOTICES, WAIVERS of NOTICE**

Section 9.1: Notice, Waivers of Notice

Paragraph 9.1.1: Whenever written notice is required to be given to any person or organization under the provisions of the articles in these by-laws, it may be given to such person or organization either personally or by sending a copy thereof by first class mail, telegram, or email. An organization may designate a person to receive such notice, including the address and method by which the notice is to be sent and this information shall be forwarded to the secretary of the corporation. Failure to provide this information shall constitute waiver of notice. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting.

Section 9.2: Amendment Proposal Contained in Notice

Paragraph 9.2.1: Whenever the language of a proposed resolution is included in the notice of a meeting, the meetings considering the resolution may, without further notice, adopt it with such clarifying or other amendments as do not enlarge its original purpose.

**Article 10: CLUB EXPENDITURES**

Section 10.1: Club Expenditures

Paragraph 10.1.1: the Board of Directors will reimburse no expenditures on behalf of the Association without prior authorization.

**Article 11: AMENDMENTS**

Section 11.1: Amendments of By-Laws

Paragraph 11.1.1: The committee on By Laws shall present any proposed changes to the Board of Directors at any Board Meeting.

1. 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.
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.

Paragraph 11.1.2: Any amendment, repeal or new by-law shall be filed with the appropriate governmental authority as required by law.

Paragraph 11.1.4: Amendments to these by-laws shall take effect immediately. The amendments shall be published on the FMAS website.

**Article 12: PARLIAMENTARY AUTHORITY**

Section 12.1: Review

Paragraph 12.1.1: These by-laws shall be reviewed at a minimum interval of three years or when deemed necessary by the Board of Directors.

Section 12.2: Rules

Paragraph 12.2.1: 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 12.3: Delegation

Paragraph 12.3.1: All matters not herein expressly covered by the By-Laws are hereby delegated to the Board of Directors.

Section 12.4: Interpretations

Paragraph 12.4.1: All interpretations or clarifications of these by-laws by the Board of Directors shall be final.

**Article 13: MEETINGS**

Section 13.1: Meetings

1. General meetings shall be held monthly, and board of directors meetings shall be held bi-monthly, except in cases when the Board of Directors deems it necessary to alter the schedule in any way.
2. Special Board Meetings may be called by the President or two-thirds (2/3) of the Board of Directors when deemed necessary;
3. A special General Meeting may be called only by a unanimous vote of the Board of Directors.

**Article 14: DISSOLUTION**

Section 14.1: Dissolution

Paragraph 14.1.1: In the event that the corporation is dissolved or liquidated, all of the assets and property remaining after all debts, obligations and expenses have been paid may be distributed to organizations that are themselves non­profit and thereby tax-exempt. The organization’s final board of directors shall determine this.