

Federation of American
Aquarium Societies



Constitution

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Article I. General Organization and Name

Section 1. The name of the organization shall be Federation of American Aquarium Societies, hereinafter referred to as FAAS.

Section 2. The Board of Directors shall determine the offices of the organization.

Section 3. FAAS is organized exclusively for educational, scientific and literary purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the IRS code of 1954 as now in force or afterward amended.

Section 4. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, Directors, officers, or other private persons, except that the organization shall be authorized and empowered to make payments and distributions in the furtherance of the purposes set forth in this constitution.

Section 5. In the event of the dissolution of the organization the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of FAAS, dispose of all of the assets of the organization in such manner, or to such organizations, organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the IRS code of 1954 as now in force or afterward amended, as the Board of Directors shall determine.

Section 6. The Board of Directors shall act as the governing body of the organization in accordance with the powers and duties herein further specified and they may cause to be purchased a seal for the marking of official documents.

Article II. Membership and Meetings

Section 1. Membership is contingent upon the payment of such dues and the submission of such information as the Directors shall require. Member shall refer to individuals or other organizations, which have been accepted as such.

Section 2. Membership is non-transferable and terminates immediately upon the death, resignation or expulsion of the individual member or upon the dissolution, expulsion or resignation of the Society Member. Membership may be terminated by the Board of Directors provided written notice has been given to the member in person or by first class US mail (or equivalent International rate), sent to the last recorded address of the member at least thirty (30) days prior to any action being taken by the Directors. The Directors shall adopt such rules and procedures regarding such actions, as they shall find necessary and proper.

Article II. Membership and Meetings (cont.)

Section 2. (cont.)

The notice shall contain the place, time and date of the hearing in addition to a statement of cause for the action. Copies must be sent to all Directors at least thirty days in advance of the hearing according to the provisions of the by-laws. Membership shall be terminated only upon a majority vote of all Directors then in office.

Section 3. The Board of Directors shall establish such classes of membership as they shall find necessary. All membership rules must be uniform within a class.

Section 4. There may be an annual meeting of the membership each year for the purpose of conducting such business as the Directors may determine or as required in the By-laws.

Section 5. All meetings of FAAS shall be open to the membership unless specifically closed by vote of the Directors. Voting privileges and speaking rights are determined by these By-laws and the rules adopted by the Directors. Attendance at any meeting by a member shall constitute a waiver of notice of that meeting.

Article III. Elections

Section 1. Directors shall be elected by majority vote of those members responding to the ballot. Those candidates receiving a majority of all valid votes shall be declared elected. Cumulative and proxy votes are prohibited.

Section 2. Candidates shall submit their names to the Nominations Committee, in writing, by March 5th. Nominations shall be considered as properly submitted if to the address of the Nominations Committee bearing an acceptable date verification of no later than March 5th. No nomination will be valid that is not signed by the candidate. Candidates must be at least 21 years of age and a member of a Society in good standing.

Section 3. Ballots shall be held valid if returned First Class US Mail (or equivalent International rate), postage pre-paid, or by electronic means to the address of the Elections Committee bearing an acceptable date verification of no later than June 1st and verified by the President and FAAS Delegate of the Society, or if either are not available, by the next ranking officers of the society.

Article III. Elections (cont.)

Section 4. No votes shall be counted for any individual whose name is not on the official ballot, but only that portion of the ballot shall be held invalid. If more votes are cast on a ballot than there are vacancies the whole ballot shall be held invalid and shall not be counted towards the majority needed for election. If insufficient candidates receive the necessary majority vote to be elected then the vacancies shall be filled by the newly constituted Board of Directors according to the provisions of the constitution and by-laws governing vacancies.

Section 5. If a tie shall occur, the position(s) shall be declared vacant and filled according to the provisions of the constitution and by-laws governing vacancies.

Section 6. The newly elected Directors shall take office January 1st in the year immediately following the election.

Article IV. General Provisions

Section 1. Any member may resign from any or all positions or from general membership at their option. The resignation should be to the President but no resignation shall be held invalid because such was not done. Resignation is considered complete unless otherwise specified. Resignation from office shall not in any fashion impair membership.

Section 2. Resignation, death or forfeiture of membership for any cause or in any fashion shall operate as an assignment and release to FAAS and the Directors of all right, title and interest of said member in and to all property, estate and funds of FAAS except such obligations as FAAS shall have to the member.

Section 3. All dues, fees, and assessments shall be established by resolution of the Board of Directors who shall determine the time, place and condition of payment that same shall be due and payable. No member(s) shall vote or hold office who shall not have paid in full all such moneys.

Section 4. Vacancies in any office or position shall be filled by appointment of the President and confirmed by a majority of the Directors provided that notice of the vacancy was given to all Directors seven (7) days prior to the appointment.

Article V. Board of Directors

Section 1. The Directors shall serve as the governing body for the organization and shall manage the affairs of the organization in accordance with the Constitution and By-laws. They shall have, but not be limited to, the following powers and duties:

- a. To act as the Directors of the corporate accounts.
- b. To supervise, create, employ, dismiss or otherwise manage the personnel of the organization.
- c. To examine the case of any member who is delinquent in their accounts receivable and to undertake such actions as they shall deem necessary.
- d. To receive and examine a copy of any report required or requested of the organization by any agency, branch or representative of any governmental body or authority.
- e. To fix a budget for the organization and any of its officers committees or other groups.
- f. The power and authority to do all things that are necessary and proper in the management and control for the real and personal property of the organization including:
 1. The purchase, lease and other acquisition of real and personal property.
 2. The building, repair, remodeling or maintenance of any property of the organization.
 3. The sale or conveyance of any real estate or property of the organization.
 4. The mortgaging or encumbering of any real or personal property.
 5. To expend more than Fifty (\$50) dollars for the repair, alteration, replacement or improvement in excess of amounts specified in the budget.

Section 2. Directors shall assume office July 1st or immediately upon confirmation to fill a vacancy. They shall hand over to their duly qualified successors the goods and records of their office.

Article V. Board of Directors (cont.)

Section 3. Mail ballots shall be at the discretion of the President or any two(2) Directors. They shall be sent to all persons eligible to vote upon the issue. The ballot shall be considered as properly sent if mailed first class US mail (or equivalent International rate), postage pre-paid, to the last registered address of the member, bearing a postmark at least fourteen (14) days prior to the required return by date. All mail ballots must include the following to be valid:

- a. The name(s) of those calling for the ballot.
- b. The proposal stated in such manner as to allow a yes/no vote and stated in the positive tense.
- c. The postmark date by which ballots must be returned to be valid.
- d. The vote necessary to adopt the proposal.
- e. The address to which the ballot must be returned.

Section 4. Two-thirds (2/3rds) of all valid returned ballots or a majority of all persons eligible to vote on the ballot, whichever shall be the smaller, shall be necessary to approve a mail ballot. Mail ballots must be returned to the address stated in the ballot by first class US mail (or equivalent International rate), postage pre-paid, bearing a postmark no later than that specified in the ballot.

Article VI. Committees

Section 1. Committees are created by the Directors to facilitate the operations of the organization. Standing committees are created in the By-laws. Special, temporary committees are created by adoption of a resolution stating the duties of the committee. All special temporary committees cease function at the completion of their duties or at the direction of the President.

Section 2. The Chairs of all committees, standing or otherwise, shall be appointed by the President and confirmed by a majority of the Directors. Chairpersons serve at the discretion of the President and can be dismissed by the President or the Board of Directors.

Section 3. The committees shall perform such other duties as may be assigned to it by the President or the Directors. In instances where a conflict or overlap of duty may occur the President shall resolve all such instances.

Article VII. Officers

Section 1. The Board of Directors shall elect the following officers to a one year term or until their successors have been duly elected and qualified.

- a. President
- b. Vice-President
- c. Secretary
- d. Treasurer

Section 2. All officers must be members of the organization in good standing at the time of their election. The President, Vice-President and Secretary are elected by and from the Directors but the Treasurer need not be a Director to qualify or serve. Officers and Directors may be elected to consecutive and unlimited terms.

Section 3. The Directors may create special or temporary officers by adoption of a resolution stating the specific duties and powers of the office. The office shall cease to exist upon the seating of the new Directors each year or if it falls vacant for any reason.

Section 4. The President may dismiss any officer or committee chairman at any time for cause. Dismissal can be appealed to the Board of Directors. The Directors may dismiss any officer or chairman by simple majority vote of all Directors then in office.

Written notice of the dismissal must be given to the individual stating the cause for the dismissal, his appeal rights and a copy filed with the Secretary within five (5) days of the dismissal. Dismissal is stayed if the individual appeals to the Board. Appeals must be filed with the Secretary within seven (7) days of receipt of the dismissal notice.

A majority of the Directors then in office shall be sufficient to sustain the dismissal. The decision of the Directors, or dismissal by action of the Directors, cannot be appealed.

Section 5. No act of any member, officer or Director shall be binding upon the organization in any manner nor create a lien upon any organization funds or property unless authorized by proper act of the Board of Directors.

Section 6. Upon the succession of the Vice-President the Board of Directors will conduct an election for a new President within 30 days. Candidates shall submit their name to the Interim President, in writing, by the deadline established by the Board of Directors for this election. The Interim President shall conduct the election according to the ballot procedures as stated in Article V section 3 of the constitution.

Article VII. Officers (cont.)

Section 7. The following shall be the duties of the Officers as herein named:

- a. The President shall preside at all meetings of the Directors and Membership and, subject to confirmation by the Directors, appoint all chairmen, officers and vacancies. The President shall serve as the Chief Executive Officer of the organization. The President shall have the authority and responsibility for the supervision, direction, and management of the property, affairs, personnel and business of the organization subject only to the Board of Directors and shall sign, or cause to be signed, all contracts, deeds, leases, conveyances and other instruments of the organization or to which the organization shall be a party. The President shall present to the Directors a report on the state of the organization and recommendations for action.
- b. The Vice-president shall serve as Interim president in the event of the death, resignation, removal or other absence of the President, until such time as the Board of Directors shall have elected a new President. During the time that he shall serve as Interim President he shall exercise all duties, powers and functions of the President. The Vice-president shall perform such other duties and functions as the Board of Directors may establish.
- c. The Secretary shall help keep and maintain the records of the organization. They shall take the minutes of all meetings of the Directors, officers, Executive sessions, councils and membership. The Secretary shall have custody of the corporate seal and perform such other duties as are inherent in the position. The Secretary's roll of the membership shall be the official roll of the organization.
- d. The Treasurer shall keep a complete and accurate account of all moneys, credits and property of the organization which shall come into his hands and an accurate and complete record of all moneys disbursed. The Treasurer shall maintain a complete inventory of all property and its value for the organization.

The Treasurer shall endorse on behalf of the organization all checks, notes, and other obligations and evidences of payment of Moneys payable to the organization and shall deposit all funds in such banks or depositories as the Directors shall determine. The Treasurer shall sign all checks or other instruments drawn or payable out of funds of the organization.

Article VII. Officers, Section 7 (cont.)

d. (cont.)

The Treasurer shall present to the Directors a written statement of the finances of the organization current to no more than seven (7) days prior to the report and shall submit such other or additional reports as the Directors or President may require. A yearly audit shall be submitted to the Board of Directors according to procedures they shall establish. The Treasurer shall prepare or have prepared any statements involving the financial conditions, taxation, etc., as the same may be required by any governmental body or agency or the Directors. The Treasurer shall perform such other duties as the president or Directors may require or are incidental to the office.

Article VIII. Finances

Section 1. The Board of Directors shall review and approve all budgets for the organization. No funds of the organization may be expended until properly budgeted by the Directors. The Directors must give prior approval to any expenditure that exceeds the approved budget of the organization, or any part thereof, by Fifty (\$50) dollars.

Section 2. The financial records of the organization shall be open to the inspection of any Director, officer or member upon written notice being given to the Treasurer. The Treasurer may then make available the records following receipt of the notice.

Section 3. The Treasurer shall determine the method of record keeping and reporting of all financial materials for the committees, officers and the organization. All reports shall be to his specifications.

Section 4. The fiscal year of the corporation shall begin on the first day of January and end on the 31st day of December of the same year.

Section 5. All funds shall be deposited in the organization account within five (5) days of receipt.

Section 6. The funds of the organization shall be withdrawn only by checks, drafts or orders signed by the Treasurer or President. Except for operating expenses or the incidental disbursements in the conduct of the organization's business, the funds of the organization shall be disbursed and invested only under the authority and direction of the Board of Directors. Unless otherwise authorized by the Directors, funds shall be invested only in government-insured savings accounts, certificates of deposit or in US government bonds, notes or bills or their equivalent International bonds, notes or bills.

Article VIII. Finances (cont.)

Section 7. Organization funds shall not be loaned to any officer or member of the organization, nor shall any member have or receive any earnings from the organization, but any member may become an officer, Director or employee thereof and receive fair and reasonable compensation for his services and expenses when granted same by the Board of Directors.

Article IX. Rules, Amendments and Adoption.

Section 1. **“Robert’s Rules of Order, Revised”** shall be the procedural guide for all meetings. The Directors may adopt additional rules by simple majority vote.

Section 2. This constitution may be amended by a two-thirds (2/3rds) vote of all Directors then in office or a majority of all valid ballots returned by the voting members. Notice of the proposed amendment must have been sent First Class US mail (or equivalent International rate), postage pre-paid, to all persons or members eligible to vote upon the amendment bearing a postmark at least fourteen (14) days prior to required return date. In the instance of the amendment being voted upon by the Directors, notice may be sent via email to the Director’s last known address. Copies of the email, including all header information, must be retained by the sender and submitted for verification to the Board Secretary as part of the official record. The notice must include the actual amendment as it is being proposed along with the date due and the address that the ballot must be returned to in order to be valid. Unless otherwise noted in the amendment all such amendments shall take effect immediately upon adoption.

Section 3. Any two (2) Directors or any voting member may propose amendments by submitting , in writing, the proposed amendment to the President. The President shall recommend to the BOD, who shall make the final determination, which course the approval of the amendment shall follow.

Section 4. The by-laws may be amended by simple majority of all Directors. Notice of the proposed amendment must have been sent First Class US mail (or equivalent International rate), postage pre-paid, to all Directors bearing a postmark at least fourteen (14) days prior to required return date. Notice may be sent via email to the Director’s last known address. Copies of the email, including all header information, must be retained by the sender and submitted for verification to the Board Secretary as part of the official record. The notice must include the actual amendment as it is being proposed along with the date and address that the vote must be returned to in order to be valid. Unless otherwise noted in the proposal all such amendments shall take effect immediately upon adoption.