

TWIN CITIES MARINE AQUARIUM SOCIETY BYLAWS

Adopted: April 21, 2008

Most recent Modification: July 20, 2011

ARTICLE I

MEMBERSHIP

1.1 Becoming a Member

Membership is obtained by:

- (a) Attending a TCMAS sponsored event (excluding public events such as swap meets, etc.) and providing the information required on the sign in sheet (or electronic login if available); or
- (b) Majority vote of the board of directors.

1.2 Lapse of Membership

A member must attend and provide the information required on the sign in sheet at 1 TCMAS sponsored event every 12 months or their membership is converted to Registered Forum User. This does not apply to a lifetime membership.

1.3 Lifetime Membership

A lifetime membership is granted to any member who hosts a TCMAS sponsored event or serves as an officer. The Board of Directors may also grant lifetime memberships at its discretion by a majority vote. A lifetime membership lasts for the natural life of the member, subject to the termination provisions of section 1.4.

1.4 Termination of Membership

All Membership and lifetime memberships may be permanently and irrevocably terminated by:

- (a) A majority vote of the Board of Directors

The Board of Directors must notify the member it is considering this action and allow 14 days for the member to provide a written statement. No hearing oral or otherwise is required. Notification is considered sufficient if:

- (1) Notification is submitted to the email address or phone number submitted on the required sign in sheet, or to the last known update of this information by the member;
- (2) Actual notification; or
- (3) If no email address or phone number was provided by the member, no notification is required.

Or,

- (b) A 75% vote at a business meeting. No prior notification is required and the member need not be present.

1.41 Terminations, Suspensions, and Forum Bans

After termination of membership or during periods of suspension or forum bans, former or suspended

members/forum users are not permitted to attend TCMAS events, functions, or activities. Temporarily suspended/banned members/users violating this rule will result in immediate and permanent termination of membership. Exceptions to this include a TCMAS event being held at the place of employment of the suspended/banned member, requiring him or her to be present as a function of their employment AND/OR, a suspended or banned member being unavoidably required for their job to be present at an event. (Example: a banned member is a member of Emergency Services and is compelled to come to the event/activity/function to perform their job)

If the banned member ignores this sanction, and does not leave upon request, the meeting shall be considered void and shall not count toward membership for all who attend.

1.5 Voting Rights

A member has voting rights if they have been a member for a minimum of six months and attended two TCMAS sponsored event within the last six months provided that at least two have been held. The Board of Directors may override the meeting attendance requirement with a 75% vote. A lifetime member always has voting rights.

1.6 Dues

There are no dues for membership.

1.7 Existing Memberships

Current lifetime and regular memberships recognized by the existing presidents of the unincorporated TCMAS organization are hereby recognized as membership's type in the currently incorporated Twin Cities Marine Aquarium Society, subject to the same membership requirements set forth above.

ARTICLE II

BUSINESS MEETING

2.1 Annual Meeting

There is an annual business meeting.

2.2 Additional Meetings

Additional business meetings may be called by the President or by the Secretary at the request of either two members of the Board of Directors or 20 members-at large. A minimum of 20 members must attend for business to be conducted. If less than 20 members are in attendance, the Board of Directors may (if a majority are present and one of those is the club president or acting president) vote by Board majority (3 votes) at that time to declare the meeting a "Board of Directors meeting" and may choose to invite those present to participate in, or merely witness the meeting, at their discretion.

2.2.1 Board of Directors Meeting

The Board of Directors should meet on an as needed basis to provide continuity of leadership of the club. The Board of Directors will refrain from making significant changes in the policies concerning TCMAS during these meetings, unless the need is deemed by a majority of the board to be too timely or important to continue with a policy unchanged, until a club business meeting can be arranged.

These changes shall remain temporarily in place until the next called or scheduled business meeting, at which time changes can be amended or made permanent by a business meeting vote.

2.3 Notice

(a) Method The time place and purpose of a business meeting must be provided to the membership at least 30 days prior to the meeting. This requirement can be met by mail, e-mail, web posting, forum posting, or other method adopted by the Board of Directors. Notice is waived if a member does not provide the required contact information.

(b) Content:

- 1) Concerning elections: The notice contains instructions for casting absentee votes. The instructions must require the votes to be sent to at least 2 members of the Board of Directors. Acceptable methods of receiving absentee votes are as provided in the notice.
- 2) Concerning other club business: Before or after the election is finalized, the old and new Board of Directors shall discuss other club business. Members may submit agenda items in advance to be considered by those present during the meeting. Priority of submitted items may be suggested by the outgoing Board of Directors.

3) Ballots are closed 7 days before the election.

2.4 Voting

Unless otherwise provided in section 2.5, members must be physically present at the business meeting to vote. This must be in-person attendance to vote. Electronic attendance of the meeting may be allowed by executive decision of the Board of Directors, for informational purposes only. Members attending remotely may vote for elections by the provisions in section 2.5 of the bylaws. Write in votes are not permitted.

2.5 Absentee voting for elections

Lifetime members may cast absentee ballots only for election of members of the board of directors according to the instructions given and for the candidates listed in the meeting notice described in section 2.3. Absentee ballots must be made at least 48 hours prior to the business meeting.

ARTICLE III

BOARD OF DIRECTORS/OFFICERS

3.1 Board Composition

The Board of Directors is composed of 5 members: the President, the Secretary, the Treasurer, and 2 Directors.

3.2 Election of Directors/Officers

Directors and Officers are elected by a majority vote of those members with voting privileges present at the annual business meeting and properly made absentee votes. The President, Treasurer, and one Director are elected in odd numbered years.

The Secretary and one Director are elected in even numbered years.

3.3 Removal of Directors/Officers

A Director or Officer may be removed by a 75% vote of those members with voting privileges present at a business meeting.

The vacancy may be filled by majority vote of the members with voting privileges at the same business meeting where the vacancy was created. If it is not filled in this manner, the vacancy is filled by a majority vote of the Board of Directors.

The term of the position is the remainder of the term outlined in Section 3.2.

3.4 Resignation

Should a Director or Officer resign, the vacancy may be filled by majority vote of the members with voting privileges at the business meeting where the vacancy is created or the next business meeting after the vacancy was created. If it is not filled in this manner, the vacancy is filled by a majority vote of the Board of Directors. The term of the position is the remainder of the term outlined in Section 3.2.

3.5 Duties of the President

The President is the Executive officer of TCMAS.

The President presides at all business meetings and TCMAS sponsored events.

By a majority vote, the Board of Directors may delegate this authority to a

Member other than the President for a specific business meeting or TCMAS sponsored event.

The President is an ex-officio member of all committees.

3.6 Duties of the Secretary

The Secretary keeps a list of the membership including which members have voting rights.

The Secretary keeps minutes at the business meeting. By a majority vote, the Board of Directors may delegate this authority to a Member other than the Secretary to keep minutes at a specific business meeting.

The Secretary maintains a copy of these bylaws and makes them available to any member upon request.

3.7 Duties of the Treasurer

The Treasurer reports all financial activity to the Board of Directors and prepares a summary for the membership at the annual business meeting. The Treasurer maintains all TCMAS funds and accounts including any checking, savings, PayPal, eBay, or other accounts that are authorized by the Board of Directors. This section does not preclude the Board of Directors from establishing policies requiring multiple signatures or other approval to access the funds or accounts.

The Treasurer is responsible for all federal and state filings.

3.8 Duties of the Directors

Serve as voting board members. Moderate the TCMAS web forum. Fill in for other officer duties on a temporary basis after the resignation of another Board member, until their vacancy can be filled.

3.9 Compensation

No compensation beyond reasonable reimbursement for expenses is paid to any Director or Officer.

3.10 General Duties of the Board

The Board of Directors must ensure TCMAS provides a web forum, listserv, or other means for Members to communicate with each other electronically.

ARTICLE IV

COMMITTEES

4.1 Creation of Committees

The Board of Directors may create committees and appoint committee chairs and members as needed.

4.2 Elimination of Committees

The Board of Directors may disband committees.

ARTICLE V

AMENDMENTS

5.1 Special Requirements for Sections 1.5, 1.6 and 5.1

Sections 1.5, 1.6, and 5.1 may only be amended with the approval of 75% of those members with voting privileges present at a business meeting.

5.2 General Requirement

Unless otherwise provided in Section 5.1 and 2.2, the bylaws may be amended by a majority vote of those members with voting privileges present at a business meeting.