

# **Bylaws of the Middle Tennessee Reef Club**

## **Article 1**

### **Board Of Directors**

Section 1 The Board of Directors shall consist of all elected Officers.

Section 2 A quorum of at least one half (1/2) of the Board of Directors must be in attendance in order to conduct business. The majority vote of those present shall be required in order for the Board to vote on any business.

Section 3 The Board of Directors shall have the power to fill all vacancies occurring within its ranks during the Fiscal Year, in accordance with article VII, section 3, of the Constitution.

Section 4 No member of the club may act as agent for the club, or the Board of Directors without the written consent of the Board of Directors.

## **Article II**

### **Duties of Officers**

Section 1 The President shall preside at all meetings, sign documents, and be a member of all Committees.

Section 2 The vice president shall, in the absence of the President, act as presiding officer. The vice president shall be a member of all Committees and shall be informed of any business of said Committee so that s/he may present it to the board in the absence of said Committee Chairman.

Section 3 It shall be the responsibility of the Secretary to inscribe the proceedings of all meetings and to be prepared to read the specified records when requested. This office requires the maintenance of Club records, except those designated to other officers. When the President and vice president are absent in any meeting, the Secretary shall preside. The Secretary shall also be responsible for maintaining copies of all correspondence as directed by the board.

Section 4 The Treasurer shall keep in order financial records and/or books, tender by check recognized expenses incurred by the Club, and co-sign checks with the President, or the one other Board member designated by the Board. The Treasurer is required to present immediately prior to the end of the fiscal year, all financial records to the person specified by the Board of Directors for audit and shall include a written statement of the financial condition of the club. The Treasurer shall also present a monthly financial report to the Board of Directors and anytime at the request of the President.

Section 5 All Officers at the expiration of their term of office/appointment, or whether office/appointment is declared vacant, shall deliver to their successor all books, papers, monies and other property in their possession belonging to the Middle Tennessee Reef Club.

## **Article III**

### **Membership**

Section 1 Application for membership in this organization shall be on an official membership form, accompanied by dues, presented to the Treasurer.

Section 2 Regular members shall consist of those members over eighteen (18) years of age that are in good standing. Regular members are eligible to hold office and vote.

Section 3 Charter Members shall consist of those members who joined the Club during its first year of existence. Charter Members may hold office and vote.

Section 4 Student members shall consist of those members who are under eighteen (18) years of age. Applicants under fourteen (14) years of age cannot apply for membership unless a parent or guardian joins. Student members, regardless of charter membership affiliations, may not hold office or vote.

Section 5 Commercial Members shall consist of those individuals holding a financial interest in any phase of the Aquarium or Tropical Fish sales, being either fresh or salt water. Commercial members may not hold office, unless 2/3 voting members approve. Commercial members may vote. Commercial members may not solicit at the General Meetings, or at any other Club sponsored functions.

Section 6 Honorary membership may be bestowed upon those whom the society wishes to recognize for outstanding achievement in/or outstanding services to the society. Honorary members may not hold office or vote. Honorary membership is perpetual.

Section 7 Annual membership dues shall be set by the Board of Directors. 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. Membership starts the first of the next month following receipt of dues.

Section 8 Dues for Regular members, Charter members and student members will be set at \$20. Dues for Commercial members will be \$40. Commercial members will be provided with a small advertising space on website.

Section 9 Members whose dues are not paid by their anniversary date, are to be considered delinquent and will be removed from the club roster with loss of rights and privileges of membership in the society.

#### **Article IV**

##### **Committees**

Section 1 The Board of Directors shall establish (upon the approval of the President) all Committees required to conduct the business of the club.

Section 2 All Committees shall perform the duties assigned to them. No member shall be compelled to serve upon more than one 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.

Section 3 Remuneration, if any, shall be decided by the Board of Directors at the time the members of the Committee are selected. All Committees shall be paid upon presentation of bills.

#### **Article V**

##### **Amendments to the Bylaws**

Section 1 All proposed amendments to the By-laws must be in writing and must list the Article and Section that is to be amended. All proposed amendments must be signed by three (3) active members and presented to the Board of Directors for consideration. If approved by the Board of Directors, the proposed amendment shall be submitted for a general vote.

Section 2 A two-thirds (2/3) majority of voting members present shall be required to pass these changes at a General Meeting.

Section 3 All proposed changes will be published in the legal paper of the Club previous to the meeting at which action is to be taken.

#### **Article VI**

##### **Parliamentary Authority**

Section 1 All matters not herein expressly covered by the Constitution and/or By-laws are hereby delegated to the Board of Directors.

# **Constitution of the Middle Tennessee Reef Club**

## **Article I**

### **Name**

Section 1 The name of the Club shall be the Middle Tennessee Reef Club.

Section 2 The name of this Club shall not be used by any individual, or group for self representation, or self gain.

## **Article II**

### **Purpose**

Section 1 Middle Tennessee Reef Club is a non-profit organization of marine hobbyists brought together by the desire to promote a better understanding of the life we keep in our home aquariums. Our focus is increasing the longevity of marine life in a controlled environment and to encourage that life to propagate freely. Only through education and the sharing of ideas can we expect a future for our hobby.

Section 2 Under no circumstances may any part of the income of this Club be used to the benefit of any Officer or Member.

Section 3 Under dissolution of this Club, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Club, equally distribute the assets of the Club to the members in good standing.

## **Article III**

### **Term**

Section 1 The term of this Club is to be perpetual.

Section 2 The physical year of the Middle Tennessee Reef Club shall be January 1st, through December 31st. The treasurer with the assistance of the secretary shall audit all accounts and a complete financial report must be presented to the Board of Directors no later than 90 days following the close of the fiscal year.

## **Article IV**

### **Membership**

Section 1 Membership in this organization shall be open to anyone who, by proper application, meets with the approval of the Board of Directors.

Section 2 Proper application for membership and amount of these shall be established by the Board of Directors of this Club and shall be set forth in the By-laws of this organization.

Section 3 The Middle Tennessee Reef Club shall consist of five (5) classifications of membership.

Charter Regular Student Commercial Honorary

Section 4 The Middle Tennessee Reef Club reserves the right to revoke the membership of any member due to conduct considered detrimental to this Club. This action shall be carried out by the Board of Directors.

## **Article V**

### **Meetings**

Section 1 General membership and Board of Directors meetings shall be held as determined by the Board of Directors.

## **Article VI**

### **Officers and elections**

Section 1 Elected Officers of the Middle Tennessee Reef Club shall consist of the following and shall be elected every year: President, Vice President, Secretary, Treasurer. The offices of Secretary and Treasurer may be combined at the discretion of the Board of Directors. The term of all elected Officers shall be one(1) physical year. No officer shall serve more than two(2) consecutive terms.

Section 2 Elections shall take place in the month of March of the election year. The newly elected officers shall assume office immediately following the results of the election. Nominations for officers shall take place in the month of February of the election year. The President will ascertain from the Secretary and Treasurer that all those nominated are qualified to run for office in accordance with the bylaws of this organization.

Section 3 Only members in good standing who have attended at least 4 (four) meetings in the current calendar year are eligible for office.

Section 4 Only members in good standing are entitled to vote at the annual elections as stated under the bylaws of this organization.

## **Article VII**

### **Board of Directors**

Section 1 The duly elected Officers as set forth in article VI, Sections one (1) shall comprise the Middle Tennessee Reef Club Board of Directors. Each member of the Board of Directors shall have equal vote in the business of the society. However, in the case of a tie, the President shall have the power of one and one-half (1 ½) votes.

Section 2 It shall be the function of the Board of Directors to transact all business of the Club and make reports to the General Membership.

Section 3 Any Board Member who misses three (3) consecutive Board Meetings may be replaced by a majority vote of the Board of Directors. If it is an elected office, the President shall appoint an interim replacement until the next scheduled elections. If the vacancy is the President, the Vice President will take the roll of President, until the next scheduled elections.