

Article 1 - Mission Statement

Section 1

The society shall be known as the "Pacific Northwest Marine Aquarium Society" or "PNWMAS".

Section 2

PNWMAS is a not-for-profit society dedicated to the education and husbandry of marine life in a captive environment. Together we can share our collective knowledge and experience for improved care and propagation of marine life while reducing the negative impact that coral collection can have on the coral reef. We are committed to educating the public on proper care and maintenance of these miniature ecosystems and to promote the interest and enjoyment of the hobby. Our society provides resources to the marine aquarium enthusiast in Oregon and surrounding areas by sponsoring meetings, lectures, online discussions, websites and other means, to connect local hobbyists. PNWMAS supports many educational and conservation organizations intended for the improvement of coral reef environments.

Article 2 – Duties of Officers

Section 1

The President shall preside at all meetings, sign all documents and oversee all Committees.

Section 2

The Vice President shall, in the absence of the President, act as presiding officer. The Vice President shall oversee all Committees and shall be informed of any business of said Committee so that s/he may present it to the Officers and Board of Directors in the absence of said Committee Chairperson.

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. The 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 Officers and Board of Directors. The Secretary is also responsible for posting the Meeting Minutes of regular monthly meetings and board meetings on the website for all members to read. The Secretary shall keep all records for no less than 5 years.

Section 4

The Treasurer shall keep in order financial records, tender by check, recognized expenses incurred by the Club, and get approval to sign checks by the President. The Treasurer is required to present immediately prior to the end of the fiscal year, all financial records to the person specified by the Officers and 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 Officers and Board of Directors at anytime at the request of the President.

Section 5

The Vendor Relations Officer shall be in charge of all dealings with various Club advertisers and vendors. They will be responsible for documenting all donations with the proper invoice and coordinating this information with the Treasurer and Secretary for accurate financial record keeping. The Vendor Relations Officer will be in charge of advertiser memberships. They will also be responsible for relaying information and requests from advertisers to Officers and Board of Directors.

Section 6

The Membership shall elect up to five but not less than three Club members of good standing to the Board of Directors. Policies and procedures regarding elections are covered in the Constitution. The Board of Directors will chair various Committees as well as participate in all discussions and votes. The nominations will take place in May and the vote will take place in June on an annual basis.

Section 7

All Officers and Board of Directors at the expiration of their term of appointment shall deliver their successor all books, papers, monies, and other property in their possession belonging to PNWMAS.

Section 8

A quorum of at least one-half ($\frac{1}{2}$) of the Officers and Board of Directors must be in attendance in order to conduct business. The Majority vote of those present shall be required in order to approve or disapprove any business. In the event of a tie vote, the President's vote shall count for one and one half ($1 \frac{1}{2}$).

Article 3 – Membership

Section 1

Application for membership in this organization shall be in writing on an official membership form, accompanied by dues and presented to the Treasurer or in the event of his/her absence, the President. Application for membership can be done via the internet as well as through the postal system. A membership card will be issued which shall include the current term of membership and type of membership.

Section 2

Individuals who possess Single or Family membership are eligible to hold office and to vote.

Section 3

Annual membership dues shall be set by the Officers and Board of Directors. This must be an adequate sum, enabling the Club to operate in an efficient, proper and solvent manner the service and best interest of its membership. Membership starts the first of the next month following dues.

Section 4

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. Commercial Members may, however, vote and serve on the Board of Directors upon approval of 2/3 of the voting members. Commercial Members may not solicit to the General Meetings or at any Club sponsored function without prior approval of the Officers and Board of Directors. Commercial Members will be given an advertising banner on the website as well as a forum, if they wish, to further advertise their products.

Section 5

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. Honorary membership should be considered perpetual, but will be reviewed on an annual basis. Honorary members who are also an Aquarium related commercial business would be provided with a small advertising space on the web site.

Section 6

No member of the club may act as an agent for the club, or the Officers and Board of Directors without the written consent of the Officers and Board of Directors.

Section 7

Members, whose dues are not paid at the end of their term, are to be considered delinquent and will be removed from the club roster with loss of rights and privileges of membership in the society. When dues are once again paid in full, rights and privileges will be restored.

Article 4 – Committees

Section 1

The Officers and Board of Directors shall establish 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 Officers and Board of Directors at the time members of the Committee are selected. All Committees shall be paid upon presentation of bills.

Article 5 – Amendments to the By-laws

Section 1

All proposed amendments to the by-laws must be submitted to the Officers and Board of Directors and must list the Article and Section that is to be amended. This submission can occur by following either one (1) of the two (2) submittal processes. The first submittal process is to be written, typed or printed out and turned into the Officers and Board of Directors. The second submittal process involves the submittal of a proposal to amend the by-laws by electronic means. The term “electronic” specifically means posting on the club designated forum, currently located at <http://www.pnwmas.org/forums/> and within the forum entitled “PNWMAS Members Only”. The author of the electronic proposal will start a new thread with an appropriate title where the text of the proposal will be posted.

Due to the use of online user names, in both instances, the true legal name of the author must be included on the written proposal or within the electronic proposal. Two (2) additional signatures must appear on the written proposal or, cascading under the electronic proposal post; two (2) supporting legal names must be posted. If the initially posted electronic text is modified within the thread, it must be made clear by reposting the complete updated proposed text with the supporter’s affirmations also clearly reposted.

Once an electronic proposal is supported by three (3) members, the author is to notify the Officers and Board of Directors that there is a proposal ready. Once notified, the Officers and Board of Directors will review the thread and the Secretary will verify that all three (3) persons are individuals in good standing (having paid their current dues). The Officers and Board of Directors can consider the proposal immediately within the officer’s forum or during the next physical meeting. The Officers and Board of Directors must report back to the author the results of the Board of Directors and Officers consideration of the proposal and when the consideration will occur within seven (7) days of the proposal’s submission.

Once either of the submittal processes is complete and the Officers and Board of Directors agrees to put the proposal up for a general vote, the vote will occur online. The Officers and Board of Directors will set up, tally and report the vote to the membership. The vote will be conducted in the “PNWMAS Member’s Only” forum as a poll. The poll will have three choices listed: yes, no, and abstain. The electronic vote will be open for a period of seven (7) days and the start and stop time of the vote will be clearly shown. Upon the end of the online vote the poll thread will be locked and closed. When a vote is posted in the members section, the Officers and Board of Directors will place a simple thread in the open PNWMAS forum indicating that an active vote is posted in the member’s section. Prior to each electronic vote, the Officers and Board of Directors will instruct the Secretary to review the current membership list to identify anyone that is no longer a member in good standing. The names of those persons no longer in good standing will be forwarded to the person who activates online access to the Member’s Only forum. The access to the Member’s Only forum of these persons will be removed so that only current members in good standing can participate in the vote. A majority vote will pass the proposal.

If a failure of the website or server, or major disruption of site access occurs during an active vote, the Officers and Board of Directors will declare the vote as voided and lock the thread closed. Upon stable return of the website the Officers and Board of Directors will repost the vote in a new thread and reset the seven (7) day time limit at the beginning.

Section 2

All proposed changes will be published in the official website of the Club previous to the meeting at which the action is to be taken.

Section 3

For a vote conducted at a general meeting a two-thirds (2/3) majority of voting members present shall be required to pass these changes. For an online vote a two-thirds (2/3) majority of members voting in the posted poll shall be required to pass these changes online. For an online vote, any members wishing to abstain may post their reasons why they are abstaining, but doing so will not alter the yes/no two thirds (2/3) majority members vote.

Article 6 – Parliamentary Authority

Section 1

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

Section 2

The PNWMAS club website at <http://www.pnwmass.org/> and all the pages of the website including it's forums are governed by the Officers and Board of Directors and have their own rule-set that is posted on the website. All members in good standing are bound by the website rules, the constitution of the PNWMAS, and the By-Laws of the PNWMAS. Members of the website that are not members of the PNWMAS are bound by the website rules, but must not stray from the mission of the PNWMAS.

