

# *Constitution of the Pacific Northwest Marine Aquarium Society*

## **Article I: Name**

### **Section 1**

The name of the Club shall be the Pacific Northwest Marine Aquarium Society or PNWMAS.

### **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**

PNWMAS 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, Trustee or Member.

### **Section 3**

Under dissolution of this Club, the Board of Directors and Officers shall, after paying or making provision for the payment of all of the liabilities of the Club, the assets will be donated to another ocean / reef conservation NPO of the Board of Directors and Officers choosing.

## **Article III: Term**

### **Section 1**

The term of this Club is to be perpetual.

### **Section 2**

The fiscal year of the PNWMAS shall be June 1st through May 31st. The Treasurer shall audit all accounts and a complete financial report must be presented to the Board of Directors and officers no later than 90 days following the close of the fiscal year. The Treasurer will make available the club financial report at every meeting and at the end 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 and Officers. A membership will only be denied by a majority vote of the Board of Directors and Officers.

## **Section 2**

Proper application for membership and membership fee shall be established by the Board of Directors and Officers of this Club and shall be set forth in the By-laws of this organization.

## **Section 3**

PNWMAS shall consist of three (3) classifications of membership. Single, Family, and Commercial.

## **Section 4**

PNWMAS 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 majority vote of the Officers and 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 and Officers.

## **Article VI: Officers and elections**

### **Section 1**

Elected Officers of PNWMAS shall consist of the following and shall be elected every one (1) year: President, Vice President, Secretary, Treasurer and Vendor Relations. The offices of Secretary and Treasurer may be combined at the discretion of the Officers and Board of Directors.

### **Section 2**

The Membership shall elect up to five but not less than three Club members of good standing to the Board of Directors. The membership will be allowed to vote for up to 5 nominees. The top 5 nominees will be elected to the Board of Directors. If there are not 5 clear top nominees due to ties in the election, a separate vote between the tied nominees in question will ensue. The nominations will take place in May and the vote will take place in June on an annual basis.

### **Section 3**

Elections shall take place in the month of May of the election year. The newly elected officers shall assume office on July 1st of the current year. Nominations for officers shall take place in the month of April of the election year. At this meeting 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 4**

Anyone that holds a Single or Family Membership in good standing is eligible to run for office. Any member in good standing may run for the Board of Directors. No one member can hold both an office position and a board of director position.

### **Section 5**

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

## **Section 6**

PNWMAS does not impose limits on the amount of terms an individual can consecutively hold office.

## **Article VII: Board of Directors**

### **Section 1**

The duly elected Officers and up to five (5) and no less than (3) Board of Directors as set forth in article VI, Sections one (1) and two (2) shall comprise the governing body of the PNWMAS. Each member of the Officers and 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 Officers and Board of Directors to transact all business of the Club and make reports to the General Membership.

### **Section 3**

Any Officer or Board Member who misses three (3) consecutive Board Meetings may be replaced by a majority vote of the Board of Directors and Officers not in question. If it is an elected office, the President shall appoint an interim replacement until the next scheduled elections.

### **Section 4**

Any Officer or Board Member that has failed to perform their duties as an Officer of the PNWMAS or if they are accused of conduct that is unbecoming of an Officer; they may be impeached by a majority vote of the Board of Directors and Officers not in question.

### **Section 5**

If an Officer or Board Member chooses to resign from their position, the President shall appoint an interim replacement until the next scheduled elections.

### **Section 6**

Should the President resign, the Vice President shall assume the duties as President and appoint an interim Vice President as laid out in Article VII Section 5. If the President and Vice President choose to resign, the Secretary shall assume the duties as President and appoint any interim Officers as laid out in Article VII Section 5. If the President, Vice President, and Secretary should choose to resign the Treasurer shall assume the duties as President and appoint any interim Officers as laid out in Article VII Section 5. If the President, Vice President, Secretary, and Treasurer should choose to resign, the Vendor Relations Officer shall assume the duties as President and appoint any interim Officers as laid out in Article VII Section 5. Should all of the Officers resign at the same time, either a special election will be held to elect a new Officiating Body or the Club will be dissolved as stated in Article II Section 3.

