

CONSTITUTION OF THE TROPICAL FISH SOCIETY OF RHODE ISLAND (AS AMENDED October 2016)

ARTICLE I NAME.

- A. This society shall be known as the Tropical Fish Society of Rhode Island, Incorporated.
- B. Charter members of this society are: Carole Arpin, Donald Arpin, James Conway, Sandra Conway, Carol Del Toro, Pasquale Del Toro, Walter Indell, and Leo Pattie.
- C. The society shall be maintained as a non-profit association. As such it will file annual forms as required by State and Federal Agencies.

ARTICLE 2 PURPOSE

- A. Exchange ideas about aquarium life.
- B. To increase and disseminate the knowledge of aquarium keeping as a non-profit service to aquarists everywhere and to encourage the breeding, raising, and showing of tropical, marine, and native fish.
- C. To encourage the preservation of our native species.

ARTICLE 3 QUALIFICATION FOR MEMBERSHIP

- A. Prospective members must submit to the society a written application accompanied by their annual dues.
- B. All applicants shall be reviewed by the Board of Directors for acceptance. An applicant must receive a 2/3 approval by the Board of Directors to be accepted into the society.
- C. Annual membership renewals must be accompanied by current contact information.

ARTICLE 4 ELECTIONS SHALL BE HELD BY THE FOLLOWING PROCEDURE

- A. A nominating committee of three members shall be elected by the society membership at the April meeting. No member of the Board of Directors shall serve on the nominating committee.
- B. The nominating committee will nominate a slate of directors to include at least one member for each office up for election. This slate will be presented to the membership in writing at the May meeting.

After these nominations are made other candidates may be nominated from the floor by members attending the meeting and with the nominees consent. Nominations shall be closed at the end of the May meeting.
- C. Elections will be by secret ballot and the candidate must be accepted by a majority of the members voting either in person or by proxy in writing with the voting members signature.

ARTICLE 5 OFFICERS

- A. Officers of this society shall be President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer. The officers shall be elected and installed by the society at the June meeting and assume all responsibilities immediately at the conclusion of the June meeting.
- B. The duties of the President shall be to:
1. Preside over all meetings at which he is present.
 2. Serve as Chair of the Board of Directors.
 3. Appoint committees and their Chairs and serve as Ex-Officio member of these committees (with the exception of the nominating and the auditing committees).
- C. The duties of the Vice President shall be:
1. Assume all the duties of the President in his absence.
 2. Serve as Chair of the Program Committee.
 3. Serve as Parliamentarian.
- D. The duties of the of Recording Secretary shall be:
1. Keep an accurate record of the minutes of all regular and special society meetings, and the Board of Directors meetings.
- E. The duties of the Corresponding Secretary shall be:
1. Be responsible for the society correspondence.
 2. Report such correspondence to the membership at every meeting.
 3. Notify members of all special meetings when necessary.
 4. Keep a list of the members name, addresses, and contact information.
- F. The duties of the Treasurer shall be:
1. Keep an accurate record of the monies received and disbursements made and give an accounting at every regular meeting.
- G. The Tropical Fish Society of Rhode Island, Inc. indemnifies and holds Officers of the Society harmless against all claims while they are acting on behalf of the Society and at the direction of the membership. This indemnification includes active defense of any Officer against any such claims.

ARTICLE 6 BOARD OF DIRECTORS

- A. The Board of Directors shall consist of the five officers and four board members, all of which shall be elected by the membership.
- B. The board members shall be elected for two year terms on a staggered basis.
- C. Any officer or board member who misses three consecutive monthly board meetings, or a total of six combined board meetings and regular monthly meetings during a 12 month period, may be dismissed at the recommendation of any Director and a 2/3 vote of the Board of Directors.

ARTICLE 7 SUCCESSION

- A. In the event that the President resigns or is otherwise unable to fulfill the remainder of their term, the Vice President immediately becomes President. The Vice President's seat remains vacant until the next election.
- B. In the event that President resigns or is otherwise unable to fulfill the remainder of the term, and the Vice Presidency is vacant, the Recording Secretary immediately becomes President. Both the Vice President and Recording Secretary offices remain vacant until the next election. Meeting minutes will be recorded by one of the remaining Directors.
- C. In the event that the President resigns or is otherwise unable to fulfill the remainder of the term, and the Vice President and Recording Secretary positions are vacant, the remaining Directors shall elect a President from among themselves. Unless a Nominating Committee has already been selected, the President's first duty shall be to arrange for the appointment of a Nominating Committee, with nominations being taken at the next regular meeting and a slate of candidates being presented at the close of the meeting. Elections shall be held at the following meeting for all vacant positions. These terms last until the next regular election.
- D. In the event that a Board Member seat becomes vacant, the President, with a simple majority of the Directors shall appoint a replacement to fill the remainder of the term of the vacant seat.

ARTICLE 8 QUORUM

- A. A quorum shall consist of 20% of the members excluding those listed below.
- B. Officer and Board members shall be excluded from the quorum count, but not from voting.
- C. Charter members, unless present, will be excluded from the quorum count.
- D. Members under legal age shall be excluded from the quorum count and from voting.
- E. Lifetime members are excluded from the quorum count but are entitled to vote when present.

- F. A quorum shall be necessary to conduct business.

ARTICLE 9 MEETINGS

- A. Regular meetings shall be held monthly, except in December.
- B. Special meetings shall be held at the request of the Board of Directors, by request of 2/3 majority of the members of the society, or by request of the president.
- C. The Board of Directors shall meet as often as it is necessary to carry out the business aspects of the organization. A quorum of five directors shall be necessary to conduct business. The Board shall be responsible for the satisfactory performance of the duties of each officer and committee.

ARTICLE 10 AUDITING

- A. The books of this organization shall be audited annually by an Auditing Committee consisting of at least two members, excluding Directors.
- B. The Auditing Committee shall be appointed by the Board of Directors at their May meeting.
- C. The audit shall be completed prior to the regular September meeting.
- D. The Fiscal Year of the organization shall be from June 1 to May 31.

ARTICLE 11 DISSOLUTION

- A. In the event that dissolution of the corporation is voted by an 85% vote of all members in good standing (proxies included) the assets of the organization shall be disposed of in the following prescribed method:
 - 1. Assets shall be liquidated only to the extent that is necessary to pay all legitimate outstanding debts.
 - 2. All books, periodicals, magazines, etc., belonging to the library of the Tropical Fish Society of Rhode Island, Inc. and all remaining assets or monies shall be donated to a charitable or educational organization recognized as such by the Internal Revenue.
 - 3. Assets shall be distributed by the Board of Directors acting as trustees.

ARTICLE 12 IMPEACHMENTS

- A. Any Officer or board member who willfully brings injury or discredit to the society shall be brought before the Board of Directors. The officer or board member under consideration shall be able to present their views to the board. The motion to impeach an officer or board member must be passed by a 2/3 vote, by secret ballot, of the society membership at large. The officer

or board member under consideration must abstain from voting on the recommendation.

ARTICLE 13 AMENDMENTS

- A. The constitution shall be revised in the following method:
 - 1. Proposed revisions may be made by any member in good standing at a society meeting.
 - 2. All proposals shall be mailed to the membership at least one week before the regular or special meeting at which it is to be voted upon with a recommendation from the Board of Directors.
 - 3. An approval by 2/3 of the total membership, in accordance with Article 7, is necessary to amend this document.
- B. The bylaws shall be amended by the following method:
 - 1. A simple majority vote, in accordance with Article 7, is needed to amend a bylaw.

BYLAWS OF THE TROPICAL FISH SOCIETY OF RHODE ISLAND AMENDED (2016)

SECTION 1

- A. Since this society is governed by the corporate laws of the State of Rhode Island, no member under legal age may vote or hold office.

SECTION 2 DUES

- A. Annual dues shall be \$25.00 for Single Membership and \$30.00 for Family Membership. Family Membership includes two adult voting members related by marriage or domestic partnership. Any number of minors related by blood or marriage to the voting members are included in a Family Membership. Dues shall come due for every member at the September meeting. Annual dues must accompany initial applications for membership. Single or adult Family Members are entitled to vote and hold office.
- B. Annual dues shall be \$10.00 for Junior membership. Junior members are those members less than 18 years of age not included in a Family Membership. Junior Members are excluded from the quorum count and are not entitled to vote. Junior Members are entitled to participate in all other events and programs.
- C. Lifetime Members shall be relieved of the obligation to pay dues for the remainder of their life.

SECTION 3 DISPUTES

- A. In the event of a dispute in Constitutional procedure, a committee of three consisting of the Parliamentarian, the disputant and a member at-large picked by the Parliamentarian shall meet and resolve the issue prior to the following meeting, and their decision will be binding.

SECTION 4 EXPENDITURES

- A. The membership must approve any expenditures in excess of \$300.
- B. The program Chairman shall not spend an amount in excess of \$300 in any one month except with approval of the membership
- C. The delegate or alternate to the Northeast Council of Aquarium Societies shall be reimbursed based on the IRS's Standard mileage rate that is currently in affect for each authorized meeting he or she attends.

SECTION 5 EXPULSION

- A. Any member who is delinquent in his or her dues for 30 days shall be released from membership.
- B. Any member who willfully brings injury or discredit to the society shall be brought before the Board of Directors. The member under consideration shall be able to present their views to the Board of Directors. On the recommendation of the board, the motion to expel a member must be passed by a 2/3 vote of the society membership present, but not to be less than 50% of the membership at large.

SECTION 6 PROXY

- A. Proxy voting is only applicable to ARTICLES 4, 10, and 12-3.

SECTION 7 RULES OR ORDER

- A. Robert's Rules of Order, Revised shall be the authority in all transactions of the society not provided for herein.