

Bylaws of the Minnesota Aquarium Society

I. MEMBERSHIP

1.1 REQUIREMENTS AND ELIGIBILITY.

a. Qualification. The Membership of the Society shall consist of one class of Members. Membership shall be open to all persons interested in the Society and approved by the Society shall be eligible for membership. All members must abide by these Bylaws and maintain interest in the activities of the society.

b. Application. All prospective and renewal members shall submit an application accompanied by membership dues, payable to the Society and presented to the membership chairperson. No refund of dues shall be paid if a member resigns or is removed.

c. Good Standing. Members in good standing are those currently registered with the Society who have paid the required fees and dues as established by the Board of Directors. Members who are late with their required fees and dues shall be deemed to have resigned their Membership.

d. Dues. Dues shall be set annually by the Board of Directors.

1.2 Types of Membership.

a. Family Membership. This Membership type consists of up to two adults and children through 17 years of age residing at the same address. A Family Membership has up to two votes. Adults have one vote each. Children in a Family Membership do not vote.

b. Adult Membership. This Membership type consists of individuals 18 years of age or older. Adult Members have one vote each.

c. Junior Membership. This Membership type consists of individuals 10 through 17 years of age. Junior Members have one vote each.

1.3 Privileges and responsibilities of Membership.

a. Official Publications. Each type of membership shall be entitled to receive one subscription to the official publication of the Society, if any such publication currently exists, in the manner set forth by the Board of Directors.

b. Voting for Directors. Voting Members may vote for the President and Elected Director Representatives as set forth in these bylaws. Voting members shall be those Members in good standing who are paid-to-date on their dues at the time of election. Members may vote only on matters specifically put before them by the Board of Directors and to elect Directors, except if a special member meeting is called by 50 or more members. No Member may vote by proxy.

c. Maintenance of Contact Information. Members shall provide to the Society a single, electronic contact address, at which they consent to be reached for any notice required under these bylaws or any other rule of procedure of the Society. The Society's notice obligation as provided in these bylaws, is to provide notice at the address each Member provides. The Society has no other notice obligation unless specified herein.

1.4 Removal of a Member.

Any Member may be removed from Membership by a majority vote of the Board of Directors only for cause, which is defined as failure to pay dues, multiple failures to follow the rules and regulations of the Society in the sole discretion of the Board of Directors, and activities considered detrimental to the mission of the Society in the sole discretion of the Board of Directors.

II. MEMBERSHIP MEETINGS

2.1 MEMBERSHIP MEETINGS.

a. General meetings. The Society shall hold General Membership Meetings at a place and time designated. The number of General Membership Meetings per year shall be determined by the Board of Directors. One time per year, in May, the members shall elect Directors to fill the seats of those Directors whose terms have expired, in keeping with these bylaws.

III. BOARD OF DIRECTORS

3.1 DIRECTOR RESPONSIBILITIES.

a. Governing body. The governing body of the Society shall be the Board of Directors. The Board of Directors shall be responsible for executing all matters of policy (administrative, finance, rules) and the overall management of the Society.

b. Policies and Procedures. The Board may establish policies and procedures setting forth the operation of the Board, the Directors, and other related matters. Such policies and procedures shall not supersede these Bylaws or the Articles of Corporation. Any interpretation of any policies and procedures which does not conflict with these Bylaws or the Articles of Corporation shall be the preferred interpretation.

3.2 MAKE-UP OF THE BOARD

a. Qualifications. Any candidate for any Director office must be been a Member of the Society in good standing during all of the six months immediately prior to an election. A Director must agree to abide by the goals and mission, the Bylaws and Articles of Corporation, as well as by the applicable local, state, and federal laws and regulations. In addition, the Board may establish specific qualifications for candidates to the Board which shall not affect the status of any Director during the term to which they are currently elected, unless voluntarily waiver by the Director affected.

b. Composition. The Board shall be composed of nine Directors: the President, Vice President, three Appointed Directors and four elected Representative Directors. The three Appointed Directors will be called Treasurer, Secretary, and Under-Director. Four Representative Director positions will be called Director 1, Director 2, Director 3, and Director 4.

3.3 COMPENSATION

a. Fees and Remuneration. No Director shall receive any fees or remuneration for serving on the Board. However, the Board may authorize reimbursement for approved expenses incurred in carrying out the business of the Board.

IV. ELECTION, TERMS AND SEATING OF DIRECTORS

4.1 ELECTIONS

a. Holding of Elections. Director elections shall be held annually prior to the end of the expiring Directors/President's terms (typically in May). In extenuating circumstances, the board may delay election(s), when in the interest of the general membership. The board may, in its discretion, hold elections in any of the following ways:

- In-person election; or
- Electronic election meeting; or
- Send an electronic or physical election ballot to members

b. Voting. All voting Members who are currently present at a duly held election are qualified to vote for the two director positions opening that year and for the President. Each Member may vote for one Presidential candidate and two candidates for Representative Director.

c. Tie resolution. Should the voting for any office result in a tie, a second ballot shall be held immediately. Should that also result in a tie, then a coin flip shall be held to determine the winner.

4.2 TERMS OF DIRECTORS

a. Terms. Except for the President, whose term is one (1) year (followed by an additional year as Vice President), the term for all other elected Directors is two (2) years, except as provided in Section 4.5 (Vacancies). Terms shall begin at the adjournment of the General Membership Meeting in June. If any Director resigns or is removed pursuant to Section 4.4, the Board of Directors may appoint a replacement for the balance of such Director's term upon a majority vote of the Board of Directors.

b. Election of President. The President is elected each year by the Members at the General Membership Meeting held in May. Election for President is held first, before the election for other Directors.

c. Vice President. The President shall transition at the end of the one year term as President to becoming the Vice President for the year immediately following.

d. Elected Representative Directors. Representative Directors are elected by the Members at the General Membership Meeting held in May. In any election for Representative Directors, the two members who receive the most votes are elected. The Director positions shall be elected so that the odd numbered Directors will be elected in odd numbered years and even numbered directors will be elected in even numbered years.

e. Appointed Directors. The Treasurer, Secretary, and Under-Director shall be nominated from interested members of the Society and appointed by a majority vote of the other Directors then in office.

4.3 Resignation. Any Director may resign from the Board of Directors by giving notice to the President or verbally at a duly held meeting. Such resignation shall take effect at the time specified therein, or, if

no time is specified, at the time of acceptance thereof as determined by the President. If the President chooses to resign, he or she shall give written notice to another Officer.

4.4 Removal. Any Director may be removed from the Board of Directors, with or without cause, such as unexcused absences from two consecutive BOD meetings, by a two-thirds (2/3) vote of the currently seated Directors. The President must notify the Board of Directors of a proposal to remove a Director and may call a special meeting for a vote on removal or place the issue on the agenda of a regular Board of Directors meeting. The President or other Officer must also provide at least seven days advanced written notice of the impending removal to that Director, stating the reason. For removal The Director must have an opportunity to be heard by the Directors before the effective date of removal. A Director who is removed from the Board of Directors in the manner described in this section may not apply for, and may not be seated to any position on the Board of Directors for one year from the date of the meeting at which they have been removed.

4.5 Filling of Vacancies. In the event of the death, removal or resignation of a Director, a successor shall be elected to fill the unexpired term by majority vote of the currently seated Directors provided that the successor meets all the requirements of these Bylaws for eligibility for the seat to which they are being elected.

4.6 Interim Appointments. The President may make interim appointments to fill positions on the board or to any committee. Such appointments are effective when made, but must be ratified by the Board or Membership, at the next meeting of such body. If such appointments are not so ratified, the appointment shall end upon the adjournment of the meeting of such body which follows the appointment.

V. POWERS AND DUTIES OF DIRECTORS

5.1 GENERAL DUTIES OF DIRECTORS

- a. Be present and participate at all regularly scheduled Board meetings.
- b. Each Director shall be responsible for all committees assigned to them by the Board of Directors.

5.2 PRESIDENT The President shall preside over all General Membership Meetings and Board meetings, exercise general supervision over affairs activities of the Society. The President shall be authorized to sign all documents required for the business of the Board and the Society, and in general perform all duties usually incident to the office of the President, and such other duties set forth by the Board. The President serves as a member, by virtue of office, of all standing and special committees of the Board and may vote on any matters properly before any body. The President shall have the authority to sign checks. The President shall be the co-signer with the Treasurer for withdrawals of funds from the Society's savings account or Certificates of Deposit (CD).

5.3 VICE PRESIDENT. In the absence of the President, the Vice-President shall assume the duties and responsibilities of the President. The Vice-President shall use his/her knowledge and experience to advise the Board during the Board meetings.

5.4 TREASURER. The Treasurer shall be responsible for funds received by the Society and keep them in a bank selected and approved by the Board of Directors. Records of all monetary transactions shall be kept by the Treasurer and presented at each Board meeting, and, if required by the Board of Directors, at

the General Membership Meeting. The Treasurer shall be the co-signer with the President for withdrawals of funds from the Society's savings account or Certificate of Deposit (CD). The Treasurer shall also have the authority to sign checks.

5.5 UNDER-DIRECTOR. The Under-Director shall be responsible for filling, on a temporary basis, the positions of Secretary and/or Treasurer if either one of those officers resigns or is removed from office. The Under-Director will be an authorized co-signer of withdrawals with the Treasurer. Under-Director shall be responsible for the recording of minutes of all meetings where the Secretary is absent and shall fill that position until the return of the Secretary or a new appointment is made.

5.6 SECRETARY. The Secretary shall be responsible for keeping the minutes of all Membership and Board meetings of the Society and the official business conducted. The Secretary shall be responsible for the general correspondence of the society and for seeing that all documents important to the Society are archived.

VI. BOARD ACTION AND DECISION MAKING

6.1 Quorum for Regular Meetings of the Board of Directors. A majority of the currently seated Directors shall constitute a quorum for action at a meeting of the Board of Directors. Once a quorum has been established at a Board of Directors meeting, a majority vote of the Directors present shall be an act of the Board of Directors, except where noted within these Bylaws.

6.2 Voting Only Directors shall have a vote on motions at Board of Directors meetings. The President and Vice President may cast votes in the same manner as other Directors. Each Director shall have one vote, Only Directors may make motions at Board of Directors meetings.

6.3 Required Vote for Act of Board of Directors. Provided a quorum exists, a majority vote of the Directors present shall be an act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Except where otherwise required by law, the Articles or these Bylaws, the affirmative vote of a majority of the Directors present at a duly held meeting shall be sufficient for any action.

VII. GENERAL REQUIREMENTS FOR ALL MEETINGS

7.1 Procedure. Rules as may be established by the Board of Directors for such purpose shall govern meetings in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Articles of Incorporation, law, or any special rules of order the Board of Directors may adopt.

7.2 Special Notifications. Notice called for under these Bylaws, shall be given in advance of the meeting by the contact method provided as required of members per section 1.3

7.3 Actions. A motion properly made and seconded, which after any period given for discussion, and which is approved by the required majority of those entitled to vote for that type of action at the meeting, is an approved action of that body.

7.4 Voting. There shall be no vote by proxy allowed at any meeting of the Board of Directors, any committee, or Membership.

7.5 Meeting and Voting by Electronic Presence. Any member eligible to participate and/or vote at a meeting may do so through electronic methods, if such person can communicate on a substantially simultaneous basis with each other person participating in the meeting.

7.6 Written Action without a Meeting. The Board of Directors or any committee may take an action in writing, signed, or consented to by authenticated electronic communication, by the number of members of that body that would be required to take the same action at a meeting of that body at which all of its members were present. This method of taking an action should be used only when the results of an action are required earlier than they might be obtained by waiting for the next regularly scheduled meeting of that body.

7.7 Notice Motion by Written Action. Every effort shall be made to provide at least two day's prior notice to a Body before taking any written action without a meeting.

7.8 Authenticated Electronic Communication. Electronic Communication shall include electronic mail, fax, telephone and any other method of communication that is generally considered to assure accurate and prompt delivery of the message.

7.9 Minutes. Minutes of all Board meetings shall be kept and reported, as appropriate, to the full Board of Directors. All approved minutes of meetings shall be made available upon request to any members of the Society.

VIII. MEETINGS OF THE BOARD OF DIRECTORS

8.1 Regular Meetings of the Board of Directors . Regular meetings of the Board of Directors shall be open to all Directors and Members and shall be held on a date, time and place set by the Board of Directors.

8.2 Frequency and Place. The Board of Directors shall have at least eleven (11) regular Board meetings a year at a time and place designated by the Board

8.3 Annual Financial Report. An annual financial report shall be presented to the Board each May by the Treasurer and then made available to any member of the Society upon request.

IX. PUBLICATIONS

9.1 Publications. The Society shall have the authority to publish an official publication, *Aqua News*, or special mailings as determined by the Board of Directors, which may be distributed to all the Society members, exchange clubs and contributors.

X. AMENDMENT OF BYLAWS

10.1 Proposed Amendments, Notice and Adoption. Any Director or Member may propose an amendment to these Bylaws by giving notice thereof to the Secretary.

10.2 Membership Proposed Amendments Proposed amendments to these Bylaws must be signed by at least ten percent (10%) of the voting members of the Society and submitted to the Secretary.

10.3 Notification of Proposed Amendments The contents of the proposed amendment or a summary shall be included in the notice sent to each member, or otherwise made available to each member in advance of the regular or special meeting called for the purpose of considering such amendment. This meeting shall be held within sixty (60) days of the Director submitted or Member's signed proposal .

10.4 Board Action on Proposed Amendments The proposed amendments shall be voted on at the next Board of Directors meeting after submission. If approved by two-thirds (2/3) of the Directors at a Board meeting where a quorum is present the approved amendments shall then be voted on at the next General Membership Meeting. If approved by two-thirds (2/3) of the voting membership present at a General Membership Meeting, the amendments shall take effect immediately following their approval, unless the motion to approve states another effective date.

XI. COMMITTEES AND TASK FORCES

11.1 Establishment of Committees and Task Forces. The Board of Directors may establish Committees and ad hoc Task Forces as needed. Members of Committees and Task Forces shall be appointed subject to guidelines established by the Board of Directors and may be removed or reassigned by the Board. Committees and Task Forces shall be subject to the control and direction of the Board of Directors. The President shall be a member of all Committees and Task Forces by virtue of being President of the Society.

11.2 Sanctioned. Any group or event organized outside of the Board of Directors or of an established committee is not considered to be sanctioned by the Society.

11.5 Committee and Task Force Chairs. All Committees and Task Forces shall have one principal chair. The President shall either designate the chair of each Committee or Task Force, or the Board of Directors may establish a procedure by which the chair is chosen and their term set.

XII. CONFLICTS OF INTEREST, DISCLOSURES AND RESTRICTIONS

12.1 Conflict of Interest The interests of the Society shall be the first priority in any decisions and actions. No person serving on a Society body may use their position to, directly or indirectly, obtain for themselves or any member of their household, family members or business, a material, financial benefit or gain greater than another person in the community. Any likelihood for a person to benefit in this manner constitutes a conflict of interest.

12.2 Conflict Defined. A director has a material financial interest in each Society in which the director, or the spouse, parents, children and spouses of children, brothers and sisters and spouses of brothers and sisters of the directors, or any combination of them have a material financial interest. A director does not have a material financial interest in a resolution fixing the compensation of the director or fixing the compensation of another director as a director, officer, employee or agent of the Society, even though the first director is also receiving compensation from the Society.

Directors of any other aquarium society in the State of Minnesota cannot be Directors in the Society without disclosing their position to the Board of Directors. If any Director becomes an officer in another aquarium society in the state of Minnesota, they must disclose their position at the next regularly scheduled Board meeting.

12.3 Contracts A contract or other transaction between the Society and one or, more of its directors, or between the Society and an Society in or of which one or more of the Society's directors are directors or legal representatives or have a material financial interest, is not void or voidable because the director or directors or the other Societies are parties or because the director or directors are present at the meeting of the Board of Directors or a committee at which the contract or transaction is authorized, approved or ratified, if:

- a. The contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair and reasonable as to the Society at the time it was authorized, approved or ratified; or
- b. The material facts as to the contract or transaction and as to the director's or directors' interest are fully disclosed or known to the Board or a committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a majority of the Board or committee, but the interested director or directors shall not be counted in determining the presence of a quorum and shall not vote.

12.4 Disclosure and Voting. Each person serving on any Society body has an affirmative duty to fully disclose, either in a meeting or in a letter to the presiding officer before a vote is taken, that a conflict exists or is likely to exist. After providing the above disclosure, the person may participate in the debate, but shall not be allowed to vote on the matter. The abstention on voting shall be entered into the meeting minutes.

12.5 Society Limitations. The Board and Membership is prohibited from interference with private transactions of any of its members, unless the transactions fall within the scope of any special rules of the Society, such as Show, Auction, BAP/HAP Rules. The name of the Society shall not be used for personal gains. Remuneration for services using the name of the Society shall become the property of the Society.

XIII. INDEMNIFICATION

13.1 Indemnification of Directors and Employees The Society shall indemnify each Director or employee, and the executors, administrators or other legal representatives of any such Director and employees of the Society as required by Governing Law.

13.2 Other Rights. The foregoing rights of indemnification shall not be exclusive of any other rights to which any Director, officer or employee may be entitled to as a matter of law or which may be lawfully granted to him or her.

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