

## Constitution

### Article 1

#### **SECTION 1**

##### **Name**

The name of this society shall be: "Madison Area Aquatic Hobbyists" (MAAH)

#### **SECTION 2**

##### **Object**

Madison Area Aquatic Hobbyists is a not-for-profit educational and social organization dedicated to the advancement and/or dissemination of information relating to all aspects of the care and breeding of tropical fish, marine fish, plants, and ponds.

#### **SECTION 3**

##### **Association**

This society shall be non-political and non-sectarian in all of its relationships.

#### **SECTION 4**

##### **Charter**

The society shall incorporate within the state of Wisconsin as a not-for-profit organization.

### Article 2

#### **SECTION 1**

##### **Membership**

All persons interested in aquatic life shall be eligible for membership subject to the approval of the Executive Board. Applicants must be willing to abide by the Constitution and By-Laws, and must maintain an interest in the activities of the MAAH.

#### **SECTION 2**

##### **Executive Board**

The governing body shall be the Executive Board, consisting of seven (7) elected members. Each Board Member will be elected for a two (2) year term with four (4) Board Members elected in even years and three (3) Board Members elected in odd years. The Board Members assume the responsibilities traditionally held by a President, Vice-President, Treasurer, Recording Secretary, Corresponding Secretary, and Sergeant-at-Arms.

#### **SECTION 3**

##### **Qualifications of Executive Board**

Any candidate for Executive Board must be a member in good standing, must be eighteen (18) years of age or older, and must have been a member of the society for a minimum of six (6) months.

#### **SECTION 4**

##### **Election of Board Members**

Candidates for the Executive Board shall be presented by the nominating committee at the regular meeting in April. Nominations from the floor will be taken before voting at the regular meeting in May. Candidates must have given their permission to run, verbally to three (3) members or in writing. Board Members shall be elected by ballot and installed at the regular June meeting.

## **SECTION 5**

### **Advisory Board**

The Advisory Board shall consist of at least five (5) members to include all standing committee chair holders who are not already on the Executive Board, and any general member who volunteers to be on the board. In the instance where the Executive Board has to replace a member that steps down, the candidate will come from the Advisory Board. In addition, the Advisory Board will choose from amongst themselves a delegate to the Executive Board, who will attend Executive Board meetings and have the deciding vote in instances where an Executive Board vote results in a tie. That person should represent the view of the Advisory Board when casting that vote. The Advisory Board shall accept members from the general membership on a volunteer basis or as committee chair people change.

## **ARTICLE 5**

### **SECTION 1**

The Executive Board will keep an accurate accounting of duties and records of yearly activities. These records will be forwarded to the incoming half of the Executive Board in an orderly fashion at the June Executive Board meeting. It shall be the responsibility of the remaining members of the Executive Board to oversee these transmissions.

### **SECTION 2**

An accurate inventory of all physical assets (except society funds) and their location will be kept in duplicate. This inventory will be reviewed at least once annually at the June Executive Board meeting and verified. It shall be the duty of the Executive Board to delegate the locations of these properties.

## **ARTICLE 6**

### **Meetings**

The society shall hold regular meetings once a month (unless a special event is scheduled for that month) at a time and place designated by the Executive Board. The Executive Board shall meet at their discretion. The Advisory Board shall also meet at their discretion.

## **ARTICLE 7**

### **Special events**

The society shall hold special events including but not limited to workshops, auctions, and shows organized by a volunteer committee and approved by the Executive Board. All events shall be initiated by a Plan of Action submitted to the Executive Board.

## **ARTICLE 8**

### **Publication**

The MAAH shall have the authority to publish an electronic newsletter. It shall be distributed to all society members, exchange clubs, and non-member donors.

## **ARTICLE 9**

### **Website**

The MAAH shall have the authority to establish and maintain a website. The website will be maintained by the Website Committee and will provide content regarding the regular business and events of the MAAH.

## **ARTICLE 10**

### **Logo**

The MAAH shall have the authority to establish an organization logo.

## **ARTICLE 11**

### **Seal**

The society seal shall be kept by the Executive Board, to be used as required.

## **ARTICLE 12**

### **Signing Officials**

The only society members authorized to use their signature for society business are as follows (except as noted elsewhere in the Constitution):

- A. Withdrawal of any society funds from repository shall require two (2) signatures: acting Treasurer and the acting Chairman.
- B. Any document committing the society to a plan of action requires two (2) signatures, a member of the society with temporary authorization of the Executive Board and the acting Chairman.
- C. Signing members shall not be related by marriage, blood or cohabitation.

## **ARTICLE 13**

### **Affiliations**

The MAAH may enter into any affiliation with approval of the general membership.

## **ARTICLE 14**

### **Amendments**

Any proposed amendments to this constitution must be submitted in writing to any Executive Board Member. Such proposed amendments must be signed by five (5) active members of the society before being submitted. They will be referred to the Executive Board for investigation and recommendation. Proposed amendments will then be published within sixty (60) days and will be read and voted upon at the next regular meeting after publication. They shall become a part of this Constitution only if approved by a two thirds (2/3) majority of the members present and voting at said meeting.

## **ARTICLE 15**

### **Parliamentary Authority**

All business of the society shall be conducted under Roberts Rules of Order (Revised). Protested business will not become binding until ruled upon by the acting Sergeant-at-Arms.

## Bylaws

### BY-LAW 1

#### SECTION 1

##### **Membership**

All prospective members must submit an annual written application. Said application to be approved or rejected by the Executive Board. If rejected, the membership chairperson shall provide an explanation.

#### SECTION 2

##### **Dues**

The Executive Board will review the event payment schedule each November. Their recommendations will be presented at the general meeting for approval.

#### SECTION 3

##### **Types of Membership**

###### *Family Membership:*

Family consists of adults and related children under eighteen (18) living under one roof.

###### *Single Membership:*

Any person eighteen (18) or older.

###### *Junior Membership:*

Any minor person (12-17 years old). Minor members up to the age of 16 must have an adult sponsor onsite for all events the minor member attends.

###### *Corresponding Member:*

Non-attending member entitled to Publications only.

###### *Honorary and/or Life Membership*

At the discretion of the Executive Board. The Executive Board has the final approval on classification of membership.

##### **Payment of Membership**

###### *Pre-Paid Membership:*

Pre-paid Membership allows individuals or families to pay for their events for the upcoming year with a single payment. With payment the member will receive a punch card and credit for ten (10) events. Pre-paid Membership may qualify for a reduction in amount of the payment.

###### *Pay-as-You-Go Membership:*

Pay-as-You-Go (PYG) allows individuals or families to pay for meeting and special events at the time of the meeting or event.

#### SECTION 4

##### **Reinstatement**

In the event any member drops out or is expelled from the society for a period of one year or more and wishes to rejoin, he may rejoin the society. At the discretion of the Executive Board, full former membership rights and privileges may be reinstated. No cancellations or refund shall be paid if a member resigns before the close of his membership year.

## **SECTION 5**

### **Non-Payment of Events**

Non-payment by a Pre-paid Member shall be considered as a conversion to a Pay-as-You-Go Member. Pay-as-You-Go Members must pay for meetings and special events prior to the start of the meeting or event.

## **SECTION 6**

### **Membership Benefits**

The privileges of membership are: those of voting, and the participation in all functions of the organization.

#### **A. Voting:**

Eligibility to vote is limited to members in good standing (two (2) votes per family membership).

All voting is decided by simple majority except where specifically noted in the Constitution and By-Laws. The Responsibility of conducting the balloting rests with the acting Sergeant-at-Arms. He/she may appoint assistants. The ballots must be retained by the Executive Board for sixty (60) days, after which time the votes may no longer be challenged.

#### **B. Participation organization functions:**

Every member in good standing may attend all organization functions.

## **BY-LAW 2**

### **SECTION 1**

#### **Duties of Officers**

The elected Executive Board Members will assign among the Board Members the roles of Chairman, Treasurer, Secretary, and Sergeant-at-Arms, as well as additional duties as they are needed. If a Board Member is unable to fulfill the assigned duties, another Board Member will be assigned to fulfill the duties, either on a temporary basis or for the remainder of the term. These assignments will be reevaluated annually as the Executive Board changes post-election.

### **SECTION 2**

#### **Acting Chairman**

The Chairman shall preside over all general meetings and Executive Board meetings, and shall exercise general supervision over the affairs and activities of the organization. He/she also serves in any other capacity as required elsewhere in the Constitution and Bylaws.

### **SECTION 3**

#### **Acting Treasurer**

The Treasurer shall receive all organization funds and keep them in a bank or repository selected or approved by the Executive Board. Accurate records must be kept of all monetary transactions. The Treasurer shall require a bill or signed voucher for all disbursements and will issue receipts for all incoming funds. The Treasurer must present a monthly financial report at each Executive Board and general meeting. All records to be audited annually within sixty (60) days of the June regular meeting and to be kept a minimum of three (3) years.

### **SECTION 4**

#### **Acting Secretary**

The Secretary shall keep the original minutes in duplicate of all Executive Board and general meetings of the society, which shall be an accurate and official record of all

business transactions. The minutes shall be post on the MAAH website within seven (7) days. The Secretary shall maintain a current membership list and all other records as directed by the Executive Board. The Secretary shall also conduct the general correspondence of the organization. He/she shall communicate with donators and make two (2) copies of all donations received. One copy will be filed with the Chairman and one with the Treasurer. All donations and mail of the society shall be sent to a place approved by the Executive Board.

## **SECTION 5**

### **Acting Sergeant-at-Arms**

The primary function of the Sergeant-at-Arms is to see that all general meetings and other functions, as directed by the Executive Board, are conducted in an orderly manner and to render assistance in any capacity for which he/she may be called upon. The Sergeant-at-Arms shall be the official parliamentarian.

## **BY-LAW 3**

### **Absence of an Executive Board Member**

If a Board Member is unable to fulfill the assigned duties, another Board Member will be assigned to fulfill the duties.

### **Vacancy of an Executive Board Member**

In the event where the Executive Board has to replace a member that steps down, the interim Board Member will come from the Advisory Board within thirty (30) days of the vacancy. The seat will then be filled in the next election by the membership. If there is only one (1) year left in the term then the elected Board Member gets a half term.

## **BY-LAW 4**

### **Meeting Voting Regulations**

In order for a member to vote on any issue he/she must be present at the time the vote is taken, and meet all the qualifications of the Constitution. The member will be allowed only one vote.

### **E-mail Voting Regulations**

When an accurate and/or timely consensus of the general membership is necessary the Executive Board can chose to conduct voting using an e-mail format. A mass e-mail describing the voting issue and the requirements will be sent out by the Secretary to the entire membership. Each member is allowed one vote and will have a specified amount of time to respond to the e-mail with a vote. Members without e-mail must provide alternative contact methods or abstain from the vote. All non-responses will be considered abstentions.

## **BY-LAW 5**

### **SECTION 1**

#### **Expulsion**

The Executive Board, by two thirds (2/3) majority vote, can expel any member of the organization for the following reasons:

- A. Conduct unbecoming a member of the organization.
- B. Malfeasance in office.

## **SECTION 2**

Executive Board members may be expelled from office for failing to attend two (2) consecutive board meetings without extenuating circumstances.

## **BY-LAW 6**

### **SECTION 1**

#### **Committees**

The Executive Board has the power to create committees without the approval of the membership. The initial standing committees are:

- A. Advertising and Promotions
- B. Website and e-zine
- C. Membership
- D. Auction
- E. Program and Speaker
- F. Breeders and Horticultural Award Programs
- G. Conservation Awareness Program
- H. Children's Program

The Executive Board shall appoint the chairpersons from the general membership. The chairpersons may establish their committees from the general membership, subject to approval of the Executive Board.

### **SECTION 2**

The Executive Board shall establish or dissolve such special committees, as from time to time may be required, to sustain the functions of the organization.

### **SECTION 3**

The nominating committee shall be composed of two (2) Executive Board Members, and one (1) appointed member of the Advisory Board, all of whom shall be appointed by the Executive Board. The chairperson shall be selected by the committee from its membership. The committee shall meet at the chairperson's convenience prior to the April Executive Board meeting. Their report shall be presented as prescribed in the Constitution.

## **BY-LAW 7**

#### **Quorum**

One fourth (1/4) of the membership, with a minimum of ten (10) shall constitute a quorum at the regular meetings of the society requiring a vote. At Executive Board meetings, two thirds (2/3) of the Executive Board of the organization shall constitute a quorum. Members of the Advisory Board, Ad hoc committees and the nominating committee do not count for quorum.

## **BY-LAW 8**

#### **Order of Business**

The order of business at all meetings of the organization shall be as follows:

1. Call the meeting to order.
2. Reading of the minutes of the previous meeting, unless published.
3. Reading of the Treasurers' report.
  - A. At the Executive Board —full report.
  - B. At the general meetings—condensed report except for unusual transactions.
4. Old business.
5. New business.
6. Program.
7. Any other organization functions.

Constitution and Bylaws of Madison Area Aquatic Hobbyists  
June 27, 2009

8. Adjournment.

**BY-LAW 9**

**Amendments**

Proposed amendments to the By-laws will be submitted in writing to the Board of Directors, signed by three (3) active members. The board will investigate and make their recommendations at the next general meeting. Voting will proceed at said meeting with a simple majority of eligible members present and voting required for passage.

**BY-LAW 10**

**Dissolution**

In the event of the dissolution of this organization, any remaining funds and other assets will be donated to the Madison Public Zoo, Madison WI.

**BY-LAW 11**

This Constitution and By-Laws shall supersede all previous documents and shall become effective July 1, 2009.