

ARTICLE 1 OFFICES

SECTION 1. PRINCIPLE OFFICE

The principal office of the corporation is located in Hillsborough County, State of Florida.

SECTION 2. CHANGE OF ADDRESS

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within or without its named county by filing a Florida State Uniform Business Report. A copy of this report shall be kept with these by-laws and noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

_____ Dated: _____, 20__

_____ Dated: _____, 20__

_____ Dated: _____, 20__

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

ARTICLE 2 NONPROFIT PURPOSES

SECTION 1. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation shall be to:

Promote interest in aquatic life.

Educate and disseminate information and encourage conservation.

Support the Florida Aquarium.

ARTICLE 3 BOARD OF DIRECTORS

SECTION 1. NUMBER OF DIRECTORS

The Corporation shall have eleven ⁽¹⁾ directors and collectively they shall be known as the **Board of Directors**.

The nine directors shall consist of the following members:

- a. President – Chairman
- b. Vice President
- c. Secretary
- d. Treasurer
- e. Past President
- f. Balance to be elected from the members as Directors.

SECTION 2. QUALIFICATIONS

Directors shall be of the age of majority in this state and be a current member of the TBAS.

SECTION 3. POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4. DUTIES

The Board of Directors shall be the governing body of the Tampa Bay Aquarium Society. It shall be the duty of the directors to:

Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws.

Administer all business on behalf of the corporation.

Set dues and prices for all Tampa Bay Aquarium Society items to be sold.

Approve, remove, and/or accept the resignation of all committee chairs.

Oversee the operation of all Tampa Bay Aquarium Society committees and see that the Constitution and By-Laws are followed. Committees may be formed to host special events or projects, which further the aims of the corporation. Examples may include, but not be limited to, monthly bowl shows, Breeder's Awards, and annual fish shows.

Offer, as necessary, propositions to facilitate the smooth operation of the Tampa Bay Aquarium Society.

Meet at least once between regular monthly meetings. (Committee Chairmen shall, on request, meet with the Board. They shall hold no voting power on the Board of Directors.)

General membership can meet with the Board. (They shall hold no voting power on the Board of Directors).

Register their addresses with the Secretary of the corporation.

In general, conduct themselves to enhance the reputation of the Tampa Bay Aquarium Society and cooperation with the membership. Tampa

SECTION 5. TERM OF OFFICE

Each director may hold office until his or her successor is qualified and elected.

SECTION 6. COMPENSATION

Directors shall serve without compensation except that of reimbursed or advancement of reimbursable expenses incurred in the performance of their duties.

SECTION 7. PLACE OF MEETINGS

Each year, the Board of Directors shall select a meeting place for the regular member meetings. The meeting place shall be referenced in the monthly newsletter.

Each month, at the regular board meeting, the Board of Directors shall select a meeting place for the next scheduled board meeting. The Secretary shall be notified of any changes in the meeting place and coordinate these changes with the Board of Directors. The meeting place should be referenced in the monthly newsletter for the members' reference. No notice of a change to the members is required; however, any

member who wishes to attend a Board of Directors should verify the meeting place with the Secretary.

SECTION 8. REGULAR MEETINGS

There shall be one regular meeting of the members each month.

The Board of Directors shall meet at least once between regular monthly meetings for a minimum of 10 months out of the year.

SECTION 9. SPECIAL MEETINGS

The President may, if he/she deems it necessary for the good of the Corporation, or upon written request of a majority of the Board of Directors, call a special meeting. The Secretary will give the board of directors at least forty-eight (48) hours notice. A report of the special meeting shall be published in the newsletter.

SECTION 10. QUORUM FOR MEETINGS

A quorum shall consist of six (6) of the members of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 11. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 12. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by the Articles of Incorporation, these Bylaws, or with provisions of law.

Any board member may make a motion for action; however, the motion shall be seconded by the floor prior to an official vote.

SECTION 13. REMOVAL AND RESIGNATION

Grounds for removal:

Any Tampa Bay Aquarium Society official, elected or appointed, may be removed for:

Incompetent performance or non-performance of the duties of his/her position as specified in the By-Laws, the position's job description, or as stated by state and federal law.

Conduct detrimental to the interest of the Tampa Bay Aquarium Society.

The removal process.

- a. Any member of the Board of Directors may propose a motion for removal.
- b. The President, or in the case of a motion touching the President, the Vice President must place a motion of removal before the Board of Directors for a vote if it is in correct form.
- c. To be in correct form, a motion of removal must include the following:
 1. An itemized list of the specific charges against the official in question.
 2. Documentary evidence supporting said charges.
 3. In the case of an appointed official, a proposed replacement (temporary or permanent).
- d. The accused party will have thirty days from notification of the existence of a motion of removal charges to answer such charges in front of the Board of Directors. The Secretary will notify the accused with a written copy of the charges in the motion for removal.
- e. The Board of directors must vote on the motion of removal within forty-five days of the notification of the official named in the removal motion.
- f. A total of six of the nine members of the Board of Directors must vote in favor of the motion for the removal in order for it to pass.
- g. In the case of a successful motion of removal against an officer of the Tampa Bay Aquarium Society, this dismissal signifies simultaneous dismissal from the Board of Directors.

- h. The President, or if the removal motion touches the President, the Vice President will inform the accused party.

Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 14. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board shall be filled by appointment by the President and majority vote of a quorum of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 15. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 16. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

SECTION 17. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the

power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 4 OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer.

SECTION 2. QUALIFICATIONS

Any person willing and able to perform the assigned duties may serve as officer of this corporation.

SECTION 3. ELECTION, ELECTION COMMITTEE, AND TERM OF OFFICE

Each year no later than June 31st, the Board of Directors shall appoint a chair for the Tampa Bay Aquarium Society Election Committee.

- a. This chair must be any member of the Tampa Bay Aquarium Society in good standing who has held his/her membership for one year or longer.
 1. The chair cannot run for a Board of Directors office during the year he/she is head of this Committee.
 2. The chair is solely responsible for the operation of the committee as put forth in these By-Laws.
- b. The chair will select, from amongst the Tampa Bay Aquarium Society members in good standing, two other persons to serve on the Committee.
 1. Those persons, along with the chair, shall not include more than one current Board of Directors member.
 2. Those persons selected cannot run for the Board of Directors while on this committee.

This Committee will:

- a. Open nominations for the Board of Directors at the June Board of Directors meeting. This announcement shall also be published in the July issue of the Newsletter. The committee will also officially open the floor for nominations for the Board of Directors at the June general meeting.
- b. Distribute ballots containing the names of all nominees at the August general meeting, at which time the floor will be officially closed to any further nominations.

1. Persons nominated as “write-ins,” provided they are nominated prior to the closing for the floor for nominations.
 2. Any nominees must be a Tampa Bay Aquarium Society member in good standing and must have attended at least four of the preceding six general meetings prior to nomination.
 3. Nominees may submit a resume (Biographical sketch) to the Election Committee, to be distributed along with the ballot to voting members.
- c. The slate of nominees, as well as their resumes, will be presented to the membership with the ballot at the August election meeting.
 - d. Only Tampa Bay Aquarium Society members in good standing may vote and there will be only one (1) vote per membership monies (ie...If a family wants two (2) votes then there must be two memberships paid for.....however a family (no more than 4 people) may partake in all TBAS activities other than voting, for a family membership).
 - e. Members must be present in order to vote. Mail-in and/or absentee ballots will not be accepted.
 - f. Results of the election will be announced by the Committee, following tallying, at the August meeting.
 - g. Newly elected Board of Directors members and officers shall be installed by the President at the opening of the September general meeting.
 - h. Any individual may succeed him/her self in any office of the Board of directors with the exception that no President may serve more than two consecutive elective terms.

SECTION 4. REMOVAL AND RESIGNATION

Refer to Article III, Section 13.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event, of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. In the event of vacancy of the President, the Vice President shall perform the President’s duties until such time that a new President is elected. This time period shall not count as a full term of office for the Vice President as a President.

SECTION 6. DUTIES OF THE PRESIDENT

The duties of the **President** shall be:

To appoint all committees not otherwise provided for.

To sign all official documents that are authorized by the Society.

To transact such other business as may be customary and pertaining to the office.

SECTION 7. DUTIES OF THE VICE PRESIDENT

The duties of the **Vice President** shall be:

To perform the President's duties in his/her absence.

SECTION 8. DUTIES OF THE SECRETARY

The duties of the **Secretary** shall be to keep a correct record of the transactions of each meeting and to maintain a correct copy of the Articles of Incorporation, By-Laws, and the membership list. The Secretary shall, at the expiration of his/her term of office, surrender all books and other property belonging and pertaining to the office to the successor.

SECTION 9. DUTIES OF THE TREASURER

The duties of the **Treasurer** shall be to receive and take charge of all monies received and credit each special fund with such sums. The Treasurer shall maintain detailed records in accordance with Standard Accounting Procedures. At the expiration of his/her term of office, he/she will turn over to an auditing committee a correct account of all monies in his/her possession, together with all books, papers and receipts which belong to the office.

In addition to the normal monthly accounting activities, the Treasurer shall prepare monthly and year-end statements including, but not limited to: profit and loss, balance sheet, bank and cash reconciliation reports, and a check register. The Treasurer shall also be responsible for filing any annual returns or reports as required by federal and state law. The use of standard accounting software with off-site backup is the preferred method of meeting these requirements; however, manual methods may be used by a Treasurer who is able to perform the described duties.

SECTION 10. COMPENSATION

Tampa Bay Aquarium Society, Inc. is a corporation solely based on volunteers. No compensation/salary shall be given to any officer, Director, or Member other than

reimbursement of expenses, or for professional services or products rendered to the corporation as a normal course of business.

ARTICLE 5 COMMITTEES

The corporation shall have such other committees from time to time that are appointed by the President. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board. These committees hold no voting power on the Board of Directors. Examples of committees may be but not limited to Breeders Awards, Bowl Show, Membership, Librarian, Program Arrangements, Elections, and Publications.

Activities of these committees and the results of such committees shall be approved by a quorum majority vote of the Board of Directors.

ARTICLE 6 MONETARY POLICY

SECTION 1. CHECKS

By Board of Directors' policy, the only members of the Tampa Bay Aquarium Society empowered to negotiate checks and disperse funds are the Treasurer and the President. For this reason, all checks sent to the Tampa Bay Aquarium Society, for whatever purpose, should be payable to the Tampa Bay Aquarium Society. In addition, allow reasonable length of time for the Treasurer to deposit checks or make refunds.

- a. Any check returned to the Tampa Bay Aquarium Society for nonpayment, regardless of the circumstances, will cause the remitter to:
 1. Forfeit membership privileges
 2. Replaces check and any charges with a certified check or money order.
 3. Lose publication right until the debt is rectified. The forfeited rights will not be made up by the Tampa Bay Aquarium Society
- b. The above will take effect if the matter is not cleared up within 30 days of notification. (Notification will be in the form of a certified letter.) If a second check is returned by said member, this member will lose check-writing privileges.

SECTION 2. FUNDS

The Treasurer shall maintain sufficient funds (in reserve) to cover the following:

- a. Insurance.
- b. Bond.
- c. Three months' operating expenses.

SECTION 3. EXPENDITURES

All expenditures must be voted on and approved with a majority vote of the Board of Directors.

- a. Expenditures not covered in the yearly budget must be voted on and approved by a majority vote of the Board of Directors.
- b. All budgets approved by the Board of Directors must be reapproved by the Board if they are in excess of 10 percent of their approved budget.

ARTICLE 7 CORPORATE RECORDS AND REPORTS

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall make available at its principal office, the following records as required by federal and state laws. Where a conflict occurs between federal and state laws, the requirements of both shall be met unless otherwise specified in the federal laws;

- a. Minutes of all meetings of directors, committees of the board and, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and account of its assets, liabilities, receipts, disbursements, gains and losses;
- c. A record of its members, indicating their names and addresses, the type of membership, and the termination date.
- d. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the corporation during regular business hours.

SECTION 2. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

SECTION 3. MEMBERS' INSPECTION RIGHTS

Federal and state laws shall define the inspection and copy rights of the general membership.

ARTICLE 8 TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code). This corporation shall not participate in, or intervene in (including the publishing or distribution of statements), and political campaign on behalf of, or in opposition to, and candidate for public office.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services or materials rendered as a normal course of business.

SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or shall be distributed to the federal, state, or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE 9 AMENDMENTS TO THE BY-LAWS

SECTION 1. AMENDMENT PROPOSALS

Any member or group of members of the Tampa Bay Aquarium Society may propose amendments to these By-Laws. To be proposed as an amendment to the membership the amendment must be:

- a. Approved by a minimum of six of the members of the Board of Directors or
- b. Presented to the President by petition signed by 10 percent or more of the current membership.

SECTION 2. DISTRIBUTION

To be presented to the membership for a vote such an amendment must be published in the next issue of the Newsletter with voting at the next general meeting.

SECTION 3. VOTING

To be passed, an amendment must be approved by 2/3rds of the returned ballots provided those returned ballots represent 40 percent or more of the membership of the Tampa Bay Aquarium Society at the time of voting.

SECTION 4. EFFECTIVITY

The approved amendment will go into effect within seven days of notification to the membership (preferably in the Newsletter) and become binding to the Tampa Bay Aquarium Society from that date.

ARTICLE 10 CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of the Bylaws shall be unaffected by such holding.

ARTICLE 11 MEMBERSHIP

SECTION 1. MEMBERSHIP IN GOOD STANDING

Membership in good standing is open to all persons, who:

Are interested in furthering the aims of the Society.

Have paid the prescribed dues.

SECTION 2. MEMBERSHIP TYPES

Membership in this Society is:

Open to:

Individuals

Families

Juniors

Out of Country

Lifetime Membership - Non-transferable

SECTION 3. BENEFITS

Membership entitles the holder per annual dues to:

All official newsletters and publications.

One ballot for any Board of Directors election and/or By-Laws amendment.

Hold Office, elective or appointive.

Participate in any of the Tampa Bay Aquarium Society's programs and advertise in the classified section of its Newsletter.

SECTION 4. TERMINATION

Membership may be terminated for:

Failure to renew by the date set by the Board of Directors.

Failure to inform Board of Directors of an address change, so that two successive Tampa Bay Aquarium Society publications are returned with no known forwarding address.

Any other cause deemed, by majority vote of the Board of Directors proposition, to be in the best interest of the Tampa Bay Aquarium Society in accordance with the Tampa Bay Aquarium Society's By-Laws.

SECTION 5. REPRIMAND POLICY

The Board of Directors, by adoption of a Board of Directors proposition, may reprimand, suspend, or expel any member for actions deemed not in the best interest of the Tampa Bay Aquarium Society.

Such action will include, but not be limited to:

Misuse of Trader privileges.

Violation of these By-Laws or Committee Standard Operating Procedures.

Misuse, misappropriation, or misrepresentation in the handling of Tampa Bay Aquarium Society funds or Tampa Bay Aquarium Society offices.

Failure to turn over to the Tampa Bay Aquarium Society all of the Society's property as instructed by the Board of Directors.

Any member so charged will receive from the President of the Tampa Bay Aquarium Society a written summary of the charges, including the intent of the Board of Directors, and shall have thirty days in which to answer or rectify these charges.

After these thirty days, the President will submit a proposition to the Board of Directors to act on the disposition of the member's case.

Any member expelled from this Society will never again be allowed membership in the Society except that he/she is cleared of the original charges.

ARTICLE 12 PUBLICATIONS

SECTION 1. NEWSLETTER

The Newsletter of the Tampa Bay Aquarium Society shall:

- a. The monthly newsletter shall be the official publication of the Tampa Bay Aquarium Society and shall contain articles, letters, advertising, etc., which shall be in keeping with the goals of the Tampa Bay Aquarium Society.
- b. May contain a classified advertisement section wherein only members of the Tampa Bay Aquarium Society in good standing may advertise. Members may advertise items wanted, for sale, or for trade, for non-commercial purposes.
- c. The Editor, as Chairman of the Publications Committee, shall be solely responsible for collecting and arranging the contents of this publication, and for its distribution to the members.

(1) Change in the number of directors elected to the TBAS per vote of the BOD, August, 2011 BOD meeting . . . see minutes of meeting.