

Constitution

Article 1

SECTION 1

Name

The name of this society shall be the: Central New York Aquarium Society, Inc.
(CNYAS)

SECTION 2

Object

The Central New York Aquarium Society is a not-for-profit educational organization dedicated to the advancement and/or dissemination of information relating to all aspects of the biology of all forms of aquatic life, with particular reference to their maintenance and breeding/propagation in captivity.

SECTION 3

No substantial part of the activities of the society shall be carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by Internal Revenue Code section 501(h), or participating in, or intervening in, including the publication of statements), any political campaign on behalf of any candidate for public office.

SECTION 4

Charter

The society shall maintain a charter in the state of New York as a not-for-profit organization and under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code.

Article 2

SECTION 1

Membership

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

SECTION 2

Officers

There shall be the following officers elected annually: President, Vice-President, Treasurer, Secretary and Editor.

SECTION 3

Qualifications of Officers & Directors

Any candidate for office 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 Officers & Directors

Candidates for each office 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

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meeting in May. Candidates must have given their permission to run. Officers shall be elected by ballot and assume the duties on September 1.

Article 3

SECTION 1

Executive Board

The Executive Board shall consist of the duly elected officers as stated in Article 2 Section 2 of this Constitution.

SECTION 2

Board of Directors

The Board of Directors shall consist of the Executive Board and five voted directors.

Article 4

SECTION 1

The outgoing Secretary shall keep an accurate accounting of duties and records of yearly activities. These records will be forwarded to the incoming Board of Directors successor in an orderly fashion at the September Board of Directors meeting. It shall be the responsibility of the outgoing President and the incoming President to oversee these transmissions.

SECTION 2

An accurate inventory of all physical assets (except society funds) and their location will be kept in duplicate, one copy to be retained with the Treasurer records and one copy to be retained with the Secretary records. This inventory will be reviewed at least once annually at the September Board of Directors meeting and verified. It shall be the duty of the current President to delegate the locations of these properties with the approval of the Board of Directors.

Article 5

Meetings

The society shall hold board and regular meetings once a month with the exception of July and August at a time and place designated by the Board of Directors.

The Executive Board may meet at their discretion.

Article 6

Publication

The CNYAS shall have the authority to publish a journal which shall be known as *Reflector* which shall be the official record of the Society. It shall be distributed to all society members, exchange clubs, and non-member donors.

Article 7

Logo

The logo of CNYAS shall be the logo which was designed by Terry Doyle in 1976: double fish surrounded by the word "Central New York Aquarium Society".

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Article 8

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. Checks drawn upon the funds of the society shall require the signature of the Treasurer or the President or a designee named by the Board of Directors.

Article 9

Affiliations

The CNYAS may enter into any affiliation with approval of the Board of Directors and then the general membership.

Article 10

Amendments

Any proposed amendments to this Constitution must be submitted in writing to any elected officer. Such proposed amendments will be referred to the Board of Directors for investigation and recommendation. Proposed amendments will then be published within thirty (30) 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 physically present and voting at said meeting.

Article 11

Parliamentary Authority

- A. The rules contained in "Robert's Rules of Order, Revised" shall govern this organization where applicable and not in conflict with the Constitution.
- B. This Constitution shall be reviewed periodically by the Board of Directors.

Bylaws

Bylaw 1

SECTION 1

Membership

All prospective members must submit a written application accompanied by membership dues. Said application may be subjected to approval or rejection by the Board of Directors. If rejected, the membership chairperson shall provide an explanation and a full refund will be made.

SECTION 2

Dues

Dues are on a twelve (12) month basis from each September established by the Board of Directors. The Board of Directors will review the dues schedule each June. Their recommendations will be presented at the general meeting for approval.

SECTION 3

Types of Membership

Adult Membership:

Anyone 18 years of age or older.

Family Membership:

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

Junior Membership:

Minor with responsible member sponsor, any person eighteen (18) or older.

Corresponding Member:

Non-attending member entitled to Publications only.

Honorary and/or Life Membership

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

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/she may rejoin the society. Full former membership rights and privileges will be reinstated. No cancellations or refund of dues shall be paid if a member resigns before the close of his membership year.

SECTION 5

Non-Payment of Dues

Non-payment of dues by a member by the November General Meeting shall be considered equivalent to a resignation. The name will be dropped from the membership rolls, unless extenuating circumstances are given or known.

SECTION 6

Membership Benefits

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

Eligibility to vote is limited to members in good standing (two (2) votes per family membership). Junior membership has no voting privileges.

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All voting is decided by simple majority except where specifically noted in the Constitution and Bylaws.

In order for a member to vote on any issue they must be present at the time the vote is taken, and meet all the qualifications of the Constitution. In cases where a member holds multiple positions on the Board of Directors, the member will be allowed only one vote. The responsibility of conducting the balloting rests with the Nomination Chairperson. He/she may appoint assistants. The ballots must be retained by the Secretary for sixty (60) days, after which time the votes may no longer be challenged.

BYLAW 2

Duties of Officers

SECTION 1

President

The President shall be an adult member of the society. The President shall preside over all meetings, appoint chairpersons of all committees, be ex officio of all committees except the nominating committee, and shall have the authority to sign checks with the knowledge of the treasurer.

They also serve in any other capacity as required elsewhere in the Constitution and Bylaws.

SECTION 2

Vice President

The Vice President shall be an adult member of the society. The Vice President shall preside in the absence of the President, and perform all duties of that office. The Vice-President shall act as the Program Chairperson who shall arrange and schedule programs for each general meeting, including the acquisition of equipment; arrange for overnight accommodations for guest speakers; and inform the Treasurer about honorarium payments.

The Vice President shall have the authority to sign checks with the knowledge of the treasurer.

SECTION 3

Treasurer

The Treasurer shall receive all society funds and keep them in a bank or repository selected and/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 may issue receipts for all incoming funds. The Treasurer must present a monthly financial report at each Board of Directors and general meeting. A complete financial report shall be given at the start of each fiscal year. Receipts shall be issued for all donations of \$75.00 or more unless otherwise requested. The Treasurer is also responsible for preparing annual State and Federal income tax forms.

SECTION 4

Secretary

The Secretary shall keep the original minutes of all Board of Directors, Executive and general meetings of the society, which shall be an accurate and official record of all business transactions. The Secretary shall maintain all records as directed by the Board of Directors.

SECTION 5

Editor

The Editor shall be responsible for the monthly newsletter of the society.

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BYLAW 3

Vacancy of an Elected Office

In the event of a vacancy of any elected office (as defined in the Constitution) for any reason, the Board of Directors shall appoint a successor to serve the unexpired term within thirty (30) days of the vacancy regardless of length of membership.

BYLAW 4

SECTION 1

Expulsion

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

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

SECTION 2

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

BYLAW 5

SECTION 1

Committees

The standing committees are:

- A. **Bowl Show**-shall be responsible for seeing that the rules of the monthly bowl show are followed; registration of the entrants; securing judges; distributing awards; keeping track of results, and preparing a report for the *Reflector*.
- B. **Auction**-shall be responsible for seeing that the rules of the annual auction are followed-and responsible for obtaining the auctioneer and all volunteers necessary to conduct the event.
- C. **Breeders Award Chairperson (BAP)**-shall maintain and keep accurate record of all spawning records submitted by the membership; select a staff to assist with the witnessing of spawning; prepare regular committee reports in the *Reflector*; and review and update the BAP rules as the need arises. In May each year, the names of those who qualify for awards shall be given to the responsible individual, who will obtain the awards.
- D. **Aquatic Horticultural Award Chairperson (AHAP)**- shall maintain and keep accurate record of all propagation records submitted by the membership; select a staff to assist with the witnessing of propagations; prepare regular committee reports in the *Reflector*; and review and update the AHAP rules as the need arises. In May each year, the names of those who qualify for awards shall be given to the responsible individual, who will obtain the awards.
- E. **Writers Award Chairperson (WAP)**- shall maintain and keep accurate record of all writer records submitted by the membership; prepare regular committee reports in the *Reflector*; and review and update the WAP rules as the need arises. In May each year, the names of those who qualify for awards shall be given to the responsible individual, who will obtain the awards.
- F. **Website**-shall maintain the society's official website.
- G. **Membership**-shall be responsible for maintaining an up-to-date list of members, collecting dues, transferring same to Treasurer and providing membership cards to new and renewing members.
- H. **Nominations**-shall select a slate of nominees for Officers and Board Members. This slate shall be published in the May issue of the *Reflector*. At the next regular meeting immediately following the publication of the slate of officers, additional nominations from the floor of the general assembly shall be accepted.

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Nominees shall be voted on during that month's regular meeting. If there is only one individual running for a position, the Chairperson shall request that the Secretary cast one ballot for that person. Officers shall be elected by ballot and assume the duties September 1.

- I. Parliamentarian**-Shall offer advice on matters of Parliamentary law and procedure to the President, Officers and the membership.
- J. Hospitality**-shall be responsible for greeting guests as they arrive and for purchasing, preparing, and serving refreshments when required at the general meeting and ensure the meeting room is left in a proper state of cleanliness.
- K. Archive Chairperson** - Shall maintain a copy of all published *Reflectors* and any correspondence or documents deemed important by the BOD.

The President, with the approval of the Board of Directors shall appoint the chairpersons from the general membership. The chairpersons may establish their committees from the general membership, which may be subject to approval of the Board of Directors. The President shall establish or dissolve such special committees, with the advice and consent of the Board of Directors, as from time to time may be required, to sustain the functions of the society.

SECTION 2

Nominating Committee

A nominating committee appointed by the President and approved by the board shall select an initial slate of nominees for officers and board members at the April general meeting. The chair of the nominating committee shall not be running for elected position that year. This slate shall be published in the May issue of the *Reflector*. At the next regular meeting immediately following publication of the slate of officers, additional nominations from the floor of the general assembly shall be accepted. Nominees shall be voted on during the May regular meeting. The newly-elected Executive Committee is invited to the June board meeting and will assume their duties on September 1.

BYLAW 6

Quorum

One fourth (1/4) of the membership, shall constitute a quorum at the regular meetings of the society requiring a vote. At the Board of Directors meetings, two thirds (2/3) of the Board of Directors (7) shall constitute a quorum.

BYLAW 7

Order of Business

The general order of business at all meetings of the society 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 Board of Directors—full report.
 - b. At the general meetings—condensed report except for unusual transactions.
4. Old business.
5. New business.
6. Program.
7. Any other society functions.
8. Adjournment.

BYLAW 8

Expenditures

Purchase Policy: All expenditures on behalf of the Society must be pre-approved, either by line item in the annual budget or a vote of the membership.

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All expenditures must be pre-authorized by:

- a. Approval in the annual budget.
- b. Subsequent amendment to the annual budget.
- c. Vote by the Board of Director if less than \$500.
- d. Expenditures greater than \$500 shall be approved by the general membership.

Budget: Prior to the start of the fiscal year the Board of Directors shall prepare an annual budget of the estimated income and expenditures of the Society. This budget shall be presented to the membership and be approved by a 2/3 vote of those members present at the June regular monthly meeting.

BYLAW 9

Amendments

Proposed amendments to the Bylaws will be submitted in writing to the Board of Directors. 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.

BYLAW 10

Dissolution

In the event of the dissolution of this society, any remaining funds and other assets will be donated to the East Syracuse Fire Department, 204 North Center Street, East Syracuse, NY 13057

BYLAW 11

This Constitution and Bylaws shall supersede all previous documents and shall become effective March 15, 2023.