

# Bylaws of the Missouri Exotic Species Arts Association

## **Bylaw 1: Authority for Bylaws**

**Section 1.** As noted in the Articles of Incorporation of the Missouri Exotic Species Arts Association (hereafter referred to as the 'organization') the officers and membership of the organization have caused the following bylaws to be created by that authority.

## **Bylaw 2: Definitions**

**Section 1.** All references to days, months, or years refers to calendar days, months, or years.

**Section 2.** Unless otherwise specified or required, a majority of votes shall refer to a majority of votes cast.

**Section 3.** The assembly or the whole of membership shall refer to all active members gathered at a general or special membership meeting, or who vote on an issue in the business forum.

## **Bylaw 3: Membership**

### **Section 1. Active Membership**

**Item I.** Active members shall be considered to be any member who:

- a.** Has participated in discussion on the business forum within the last 90 days, or has attended a membership meeting as an active member within the past 90 days.
- b.** Has not withdrawn to inactive membership by notifying the secretary.
- c.** Is current on dues.

**Item II.** Active members who fail to meet the qualifications of Item I shall immediately become inactive members.

**Item III.** Active members may:

- a.** Vote on any issue brought before the membership.
- b.** Serve as officers.
- c.** Hold staff positions.

### **Section 2. Inactive Membership**

**Item I.** Inactive members shall:

- a.** Not be counted for the purposes of a quorum.
- b.** Not serve as officers.
- c.** Not receive a vote on issues brought before the membership.

**Item II.** Inactive members may:

- a. Return to active status by being current on dues and posting a message on the business forum.
- b. Return to active status by making a motion as part of new business requesting such at a general membership meeting, which must be seconded. Said motion then automatically passes.
- c. Hold staff positions.

**Section 3.** All Membership

**Item I.** Members shall be considered to be anyone who:

- a. Is current on annual dues.
- b. Has not revoked their membership by notifying the secretary.

**Item II.** Any member who is not current on dues shall be dropped from the roster and shall no longer be a member.

**Item III.** All members shall:

- a. Be notified of meetings as per the Articles of Incorporation.
- b. Have access to previous years' budgets in the organization's archives.
- c. Have access to minutes from meetings in the organization's archives.
- d. Have access to the current roster of officers and members of the organization.

**Item IV.** All members may:

- a. Participate in parliamentary procedure at meetings that require them.
- b. Request a copy of the current budget by contacting the Treasurer.

**Section 4.** Anyone

**Item I.** Anyone may:

- a. Become an inactive member by paying their annual dues to the Treasurer and notifying the Secretary.

**Bylaw 4: Meetings**

**Section 1.** The business forum of the organization shall be considered to be a continuous meeting and will not be held to parliamentary procedure. Quorum will not apply to this meeting.

**Item I.** If any motion passed on the business forum of the organization by a sixty percent majority conflicts with a motion passed at a General or Special Membership Meeting, the motion passed on the business forum shall take precedence.

**Item II.** Procedures shall be provided in the bylaws or standing orders of the organization.

**Section 2.** Unless otherwise specified in the articles of incorporation or bylaws, official conduct at meetings of the organization shall be governed by the latest revision of Robert's Rules of Order.

**Section 3.** There shall be at least four General Membership Meetings per year. Notification of the date, time and location of these meetings shall be made to the membership at least thirty days in advance by the officers. The quorum for a General Membership Meeting is twenty-five percent of the active members.

**Section 4.** Special Membership Meetings may be called to handle new business of the organization that must be handled within thirty days.

**Item I.** Such meetings will be called by the President. In the event of the absence or disability of the President, a majority of the other officers may call the meeting.

**Item II.** Notification of the location, date, and agenda of the meeting shall be included in the call. Additionally, if a General Membership Meeting is not scheduled to occur within the next thirty days, a General Membership Meeting shall also be called in this notification, to occur in thirty days. Reasonable efforts shall be made to include and notify as many members as possible within the time available.

**Item III.** The quorum for the Special Membership Meeting shall be at least five active members.

**Item IV.** Any motion passed at a Special Membership Meeting shall not be considered to be in force at the next General Membership Meeting, and must be ratified by a two-thirds majority vote, or it shall immediately be revoked and placed before the assembly. Ratification of the item(s) shall be the first item(s) on the agenda for that meeting.

**Section 5.** Minutes of all meetings shall be kept. If the Secretary and the Vice President are unable to keep minutes, the minutes may be kept by any voting member approved by a majority vote of the members present. They shall be posted to the business forum of the organization by the Secretary no later than seven days after a meeting.

## **Bylaw 5: Duties of the Officers**

**Section 1.** All officers shall:

**Item I.** Be a citizen of the United States of America and at least eighteen years of age.

**Item II.** Serve the will of the membership to the best of their abilities.

**Item III.** Protect the parliamentary rights of the membership.

**Item IV.** Uphold the spirit and letter of the organization's Articles of Incorporation and Bylaws.

**Item V.** Set an example of courtesy, respect, and fairness to the membership. Uphold and respect all federal, state, and local laws with regard to their actions with respect to the organization.

**Section 2.** All officers may:

**Item I.** Delegate portions of their duties to members to assist in fulfilling the duties of their office by making a motion at a meeting. This motion does not require a second or ratification by the assembly.

**Section 3.** The President shall:

- Item I.** Preside at meetings.
- Item II.** Serve as the Chief Executive Officer of the organization.
- Item III.** Serve as a liaison to other groups.
- Item IV.** Be the chief signatory on all contracts and letters of intent entered into by the organization.
- Item V.** Oversee the audit of the books of the organization.
- Item VI.** Announce meetings to the membership.
- Item VII.** Serve as Treasurer temporarily if and only if the office of Treasurer becomes vacant.

**Section 4.** The Vice President shall:

- Item I.** Serve as direct assistant to the President.
- Item II.** Carry out the duties of the President in his absence.
- Item III.** In the event of vacancy of the office of President, assume the office of the President until such time as a new President is voted into office or until the end of term, whichever is shorter.
- Item IV.** Perform duties as directed by the President on his behalf.
- Item V.** Serve as Secretary if the Secretary is unavailable or absent or the office of Secretary is vacant.
- Item VI.** Resolve disputes arising from interpretations of Articles of Incorporation, Bylaws, Standing Rules and Orders, and parliamentary procedure.

**Section 5.** The Secretary shall:

- Item I.** Maintain all non-financial records of the organization.
- Item II.** Prepare and report timely written agendas and minutes for all meetings.
- Item III.** Handle all correspondence not addressed to any specific officer.
- Item IV.** Organize and maintain the organization archives and library.
- Item V.** Maintain the roster of Officers and Members, including active and inactive status.
- Item VI.** Maintain the online business forum of the organization.

**Section 6.** The Treasurer shall:

**Item I.** Maintain all financial records of the organization.

**Item II.** Keep and report on the accounting books.

**Item III.** Maintain any accounts at recognized fiduciary institutions.

**Item IV.** File and record such State and Federal forms as may be required of the organization.

**Item V.** Administer the budget.

**Item VI.** Perform routine financial transactions of the organization as necessary.

## **Bylaw 6: Voting**

**Section 1.** Each active member shall have one vote.

**Section 2.** Each active member may designate another active member as their proxy, with or without written instructions. An active member may only hold two proxy votes. A proxy vote shall be considered to be in attendance and will count towards the quorum. The president may not hold proxy votes.

**Section 3.** If any active member requests a secret ballot on any business or motion before the whole of membership, and it is seconded by any other active member, that vote shall be held by secret ballot.

## **Bylaw 7: Election and Removal of Officers**

**Section 1.** Votes for officers shall be held on the business forum of the organization by secret ballot. The call shall be made on the business forum and the vote shall begin a minimum of Thirty (30) days later.

**Section 2.** Nomination for officers may be presented on the business forum of the organization at least seven days prior to the commencement of the vote. A second is required. The nominee must officially announce acceptance of the nomination on the business forum.

**Section 3.** The ballots will be open for seven days.

**Section 4.** If no candidate has a majority of votes for an office, a runoff shall occur between the two candidates with the largest number of votes.

**Section 5.** To remove an officer:

**Item I.** It must first be resolved by the assembly that the officer has failed to perform, or failed in the performance of, one or more of their duties.

**Item II.** A recall vote shall then be held on the business forum of the organization in the same manner as for an election. It shall require a two-thirds majority vote to recall the officer.

## **Bylaw 8: Terms of Office and Service**

**Section 1.** The President shall service in their office for a term of two years.

**Section 2.** Each other officer shall serve in an office for a term of one year.

**Section 3.** If a member's position as an officer becomes vacant, the remaining members may elect to fill the remaining term of service of the departing officer, as specified in Bylaw 7; or with a two-thirds majority vote of the assembly hold a special election meeting.

**Item I.** The special election meeting shall be considered to be a special membership meeting with the exception that if all officer positions are vacant it may be called by any active member.

**Item II.** During this meeting, the only items of business shall be the nomination and election of members for vacant officer positions.

**Item III.** The voting procedure shall be as Bylaw 7, Section 4.

**Item IV.** If there is an election currently in progress on the forums for the vacant position the election on the forums shall be withdrawn.

**Item V.** The new officer must be ratified as a motion before the assembly as per Bylaw 4, Section 4, Item 4.

**Section 4.** An officer's term shall begin at the beginning of a fiscal year and expire at the end of the corresponding fiscal year. If an officer is elected to a post that is currently vacant, then the officer's term begins immediately but shall expire at the usual time.

**Section 5.** A roster of officers shall be maintained by the Secretary, including their full legal name, their full legal address, and contact information. This roster shall be accessible to members on the business forum.

## **Bylaw 9: Check Signing**

**Section 1.** The persons allowed to sign checks for the organization will be the President and the Treasurer.

**Section 2.** All checks of the organization above the sum of \$100 must be signed by both officers.

## **Bylaw 10: Contracts and Expenditures**

**Section 1.** All contracts or expenditures of money or properties of the organization over \$100 in value must be approved by a vote of the officers.

**Section 2.** The President and the Treasurer shall each have discretionary authority of non-budgeted items of up to \$100 per instance without officer approval but must notify the business forum of each expenditure of this type within two weeks of the expenditure.

## **Bylaw 11: Business Forum of the Organization**

**Section 1.** The business forum of the organization shall be on a server or online service controlled by the organization. A private area or section of a larger online service shall be sufficient for these requirements.

**Item I.** The forum shall allow for secret ballot votes.

**Item II.** The forum shall allow for discussion by all members.

## **Bylaw 12: Fiscal Year**

**Section 1.** The Fiscal Year shall run from July 1<sup>st</sup> to June 30<sup>th</sup> of the following year.

## **Bylaw 13: Annual Dues**

**Section 1.** Annual dues for membership in the organization for each fiscal year shall be \$5.

**Item I.** Dues paid more than three months before the end of a fiscal year shall pay for the fiscal year in which they are paid.

**Item II.** Dues paid three months or less prior to the end of the fiscal year shall pay for the remainder of the fiscal year and the next fiscal year.

**Item III.** Members may at any time pay dues designated specifically for some future period.

**Section 2.** If dues are paid as part of registration for an event, then the dues shall apply to the period from the start of the event being registered for to the end of the fiscal year following the one in which the event occurs.

## **Bylaw 14: Conventions**

**Section 1.** Conventions and events sponsored by the organization shall be held in all respects to be official activities of the organization.

## **Bylaw 15: Suspension of Bylaws**

**Section 1.** These bylaws or a section therein may be suspended if approved by a three-quarters majority vote, or whatever vote would be required in the bylaw being suspended, whichever is more strict.

## **Bylaw 16: Interpretation**

**Section 1.** The Vice President shall interpret the Articles of Incorporation, Bylaws, Standing Orders and Rules, and parliamentary procedure.

**Item I.** The Vice President should interpret these according to prior precedent if available; if not, in such a way as to preserve the rights of as many members where possible.

**Item II.** The Vice President may be overridden by a two-thirds majority of the assembly.

**Item III.** If the Vice President is not available and an immediate decision is required, the chair of the meeting shall provide an interim interpretation until such time as the Vice President can rule.

## **Bylaw 17: Dissolution of the Organization**

**Section 1.** The organization may be dissolved by a three-quarters majority vote on the business forum of the organization. If the business forum is unavailable, it may be dissolved by a three-quarters majority vote at a general membership meeting.

**Section 2.** Upon dissolution of the organization, the final act of the Treasurer shall be to liquidate or dispose of all assets owned by the organization, resolve all outstanding obligations of the organization, and dispose of remaining funds as required by the Articles of Incorporation.

## **Bylaw 18: Amendments**

**Section 1.** These bylaws may be amended, subject to the same process as specified in Section 10 of the Articles of Incorporation, with the following exceptions:

**Item I.** The ballot for the amendments shall be open for a period of at least seven days and no more than thirty days.

**Item II.** If any change to these Bylaws causes items to be renumbered, references to the renumbered items shall also be appropriately modified by the change.

## **Bylaw 19: Precedence**

**Section 1.** If any item in these Bylaws conflicts with the Articles of Incorporation, the Articles of Incorporation shall take precedence.

**Section 2.** If any item in these Bylaws conflicts with another item in the Bylaws, the oldest standing Bylaw shall take precedence.

**Section 3.** If the Bylaws conflict with a Standing Order or Rule, the Bylaws take precedence.

## **Amendments:**

### **1; Amended June 25, 2010**

Change Bylaw 13, Section 1, Item II

**Original wording:** Dues paid three months or more prior to the end of the fiscal year shall pay for the remainder of the fiscal year and the next fiscal year.

### **2; Amended Sept. 23, 2010**

Change Bylaw 7, Sections 1 and 2

**Original wording:** Section 1. Votes for officers shall be held on the business forum of the organization by secret ballot. The call shall be made on the business forum and the vote shall begin a minimum of forty-five days later.

Section 2. Nomination for officers may be presented on the business forum of the organization at least thirty days prior to the commencement of the vote. A second is not required.