

# **BYLAWS OF THE POTOMAC VALLEY AQUARIUM SOCIETY, INC.**

*As Revised July 30, 2016*

## **ARTICLE I. Name and Address**

**A. Name.** The name of this corporation shall be Potomac Valley Aquarium Society, Inc. herein referred to as the corporation, society, or PVAS. The board of directors may designate other names for specific activities and programs as it deems appropriate.

**B. Offices.** The principal office shall be located at c/o Gerald Hoffman, 6211 Old Glory Lane, Rixeyville, VA 22737-1958. The registered office shall be located at c/o Gerald Hoffman, 6211 Old Glory Lane, Rixeyville, VA 22737-1958. The registered agent of the Corporation shall be Gerald Hoffman, 6211 Old Glory Lane, Rixeyville, VA 22737-1958. The Corporation may have offices at such other places as the Board of Directors may from time to time determine or the business of the Corporation may require.

## **ARTICLE II. Objectives**

The corporation's purpose shall be as stated in the articles of incorporation.

## **ARTICLE III. Stockholders**

There shall be no stock issued in the name of the Corporation.

## **ARTICLE IV. Membership**

- A. ELIGIBILITY.** Any individual who supports the Society's purpose is eligible for membership. Membership is granted after completion and receipt of a membership application and payment of annual dues. Members in good standing shall be entitled to all privileges including the right to vote and to hold office except where noted.
- B. CLASSIFICATION.**
- 1. Individual.** Individuals who are 18 years of age or older qualify as individual members.
  - 2. Family.** Groups of individuals who are immediate family members qualify for a family membership. Only one member representing the family membership may vote.

3. **Junior.** Individuals who are 17 years of age or younger qualify as junior members. Junior members are eligible to vote but are not eligible to hold office.
  4. **Corresponding.** Individuals who desire to support the Society but are not able to regularly participate in Society activities may elect to join as corresponding members. Corresponding members have all the privileges of membership except the right to vote or to hold office.
  5. **Corporate.** Businesses wishing to support and participate in the activities of the Society qualify as corporate members up to and including a total of five individuals. Only one member representing the corporate membership may vote.
  6. **Life Member.** Life membership may be conferred upon a member who shall have rendered notable service to the Society upon the signed recommendation of one member, seconded by another member and submitted to the PVAS Board of Directors; a review by the PVAS Board of Directors; and by a three-fourths vote by ballot of PVAS members at the annual meeting.
- C. **DUES.** The annual dues amount shall be set by the board of directors. Dues are payable by January 31 of each year. Members one month in arrears shall be notified, and those whose dues are not paid within 45 days thereafter shall be automatically dropped from membership in the Society.
- D. **RESIGNATION AND TERMINATION.** Any member may resign by informing the recording secretary. Resignation shall not relieve a member of unpaid dues or other charges previously accrued. A member can have their membership terminated by a majority vote of the board of directors.

## **ARTICLE V. Meetings of Members**

- A. **Regular Meetings.** The regular meetings of the society shall be held on the first Saturday of each month unless otherwise ordered by the society.
- B. **Annual Meetings.** The regular meeting on the first Saturday of November shall be known as the annual meeting and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.
- C. **Special Meetings.** Special meetings may be called by the president or by the board of directors and shall be called upon the written request of ten members of the society. The purpose of the meetings shall be stated in the call, which shall be sent to all members at least two weeks before the meeting.
- D. **Quorum.** The members present at any properly announced meeting shall constitute a quorum.
- E. **Voting.** All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place except as noted elsewhere in the Bylaws.

## **ARTICLE VI. Board of Directors**

- A. **Board role and composition.** The board of directors is responsible for overall policy and direction of the society and delegates responsibility of day-to-day operations to the officers. The board of directors shall have a president, vice president, recording secretary, treasurer, corresponding secretary, registered agent, and four directors. Retiring presidents may serve as a member of the board for one year following retirement.

- B. **Nominations.** During the month of September, the board shall select a Nominating Committee consisting of a Chairperson and two or more members. No officer shall be a member of this committee. The Committee shall nominate a slate of prospective board members. In addition, any member can nominate a candidate to the slate of nominees.
- C. **Elections.** Board members shall be elected by ballot at the annual meeting of members in November by a simple majority of those present at the annual meeting. Election or appointment of an officer or agent does not of itself create contract rights between the corporation and such officer or agent.
- D. **Terms.** Board members assume office on the first day of the fiscal year following the election. Officers shall serve for a term of one year, and directors shall serve for a term of two years. The terms of the directors shall be staggered so that two of the four directors shall be elected or re-elected each year. No board member shall hold more than one office at a time.
- E. **Removal.** A board member who has missed more than two meetings in a year may be removed by a majority vote of the board members then sitting. A board member may be removed for any reason by a vote of three-quarters of the board members then sitting. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.
- F. **Vacancies.** If there is a vacancy in the office of President, then the Vice President shall become the President. All other vacancies may be filled at any time by a majority vote of board members then sitting.
- G. **General Powers.** The board of directors shall constitute the governing body of the corporation. The board shall manage the business and affairs of the corporation. It shall have all powers necessary to carry out the objectives of the corporation as set forth in Article 2. The board may accept, on behalf of the corporation, any contribution, bequest, or devise.
- H. **Meetings.** Meetings of the board of directors shall be held at least four times each year, at a reasonable time and place designated by the president or by teleconference. The president may designate additional meeting dates. One-third of the board members then sitting may, by written request, schedule additional meetings.
- I. **Notice of Meetings.** Board members shall receive notice of scheduled meetings at least two weeks in advance. This notice may be given in writing, in person, by telephone, or by any other reasonable method.
- J. **Waiver of Notice of Meeting.** A director may, in writing, waive notice of any meeting of the board of directors either before or after the meeting, and such waiver shall be deemed the equivalent of giving notice. Attendance of a director at a meeting shall constitute waiver of notice of that meeting, unless attendance is for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.
- K. **Adjournment.** A meeting of the board of directors may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

- L. **Informal Action.** If all the board members severally or collectively consent in writing or electronically to any action taken or to be taken by the corporation, the action shall be as valid as though it had been authorized at a meeting of the board.
- M. **Resignations.** Any board member may resign at any time by giving notice of resignation to any officer of the board.
- N. **Quorum.** A quorum shall be fifty percent of the board members then sitting. The board members present at a meeting which has been duly called and convened may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, so long as the number of remaining members is not less than forty percent of the members then sitting.
- O. **Proxy Voting.** There shall be no proxy voting. An absent board member may vote on a specific resolution by submitting their vote to the board chair via email or letter prior to the meeting.
- P. **Committees.** The board of directors may appoint any committee it deems necessary to help fulfill its functions. The president appoints all committee chairs. Such committee shall serve at the pleasure of the board. All actions to be taken by a committee are subject to final approval by the board.
- Q. **Compensation of Board Members.** The board receives no compensation other than reimbursement for reasonable expenses incurred while conducting authorized business on behalf of the society.

## ARTICLE VII. Officers

### A. DUTIES OF OFFICERS.

1. The President shall be the principal executive officer of the Corporation. The president shall preside at all meetings of the board and executive committee. The president shall appoint members to standing and ad hoc committees. This officer shall sign, with the recording secretary or any other proper officer of the corporation thereunto authorized by the board of directors pursuant to these Bylaws, any instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the board of directors or by these Bylaws to some other officer or agent of the corporation, or is required by law to be otherwise signed or executed. The president shall perform whatever duties the board of directors may from time to time assign. The president shall be ex officio a member of all committees that may, from time to time, be constituted by the board.
2. The vice-president shall carry out the duties of the president when the president is absent or incapacitated; shall have the same power and duties as the president when acting in that capacity; and shall perform whatever duties the board may from time to time assign.
3. The recording secretary shall: (a) keep the minutes of the members and board of directors' meetings in one or more books provided for that purpose; (b) keep a register of the post office address and email address of each member which shall be furnished to the Recording Secretary by each member; and (c) in general perform all duties as from time to time may be assigned to him or her by the president or by the board.

4. The corresponding secretary shall: (a) see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; (b) handle all correspondence of the corporation as required by the board of directors.; (c) in general perform all duties as from time to time may be assigned to him or her by the president or by the board.
5. The treasurer shall have the custody of the corporate funds and shall keep full and accurate accounts of receipts and disbursements in books, either paper-based or electronic books, belonging to the corporation and shall deposit all monies and other valuable effects in the name of the corporation in such depositories as may be designated by the board of directors. This officer shall disburse the funds of the corporation as may be ordered by the board of directors, taking proper vouchers for such disbursements, and shall render to the president, at the regular meetings of the board of directors, or whenever they may require it, an account of all the officer's transactions as treasurer and of the financial condition of the corporation.
6. The registered agent shall be the custodian of the corporate records and of the seal of the corporation.

#### **ARTICLE VIII. Finances**

- A. **Fiscal Year.** The board shall establish the corporation's fiscal year.
- B. **Budget.** The board of directors shall direct the preparation of a proposed budget; and adopt a budget at its first meeting each year.
- C. **Annual Financial Statement.** The corporation shall prepare an annual financial statement for distribution to board members.
- D. **Fiscal Policy.** The board shall adopt and from time to time review a fiscal policy setting out a formal procedure that shall govern internal controls, the signing of checks; the obligation of funds; approval of contracts, leases, deeds and mortgages; and other significant aspects of the organization's fiscal operation. The fiscal policy shall assure that the corporation shall have sound financial controls that are appropriate, under generally accepted accounting principles, to its size and purpose.
- E. **Seal.** The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization, and the words, "Incorporated in Virginia." The board of directors may authorize one or more duplicate seals and provide for the custody thereof. The corporation will not use a common seal. The signature of the name of the corporation by an authorized person shall be legal and binding.

#### **ARTICLE IX. Parliamentary Procedures**

Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

#### **ARTICLE X. Amendments of the Charter and Bylaws**

- A. **By Directors.** The charter and these bylaws may be amended, supplemented, or repealed by a two-thirds vote of the directors present at any meeting at which a quorum is present. Before directors may vote on an amendment to the charter or bylaws, notice must be

given to directors of the proposed amendment at a prior meeting of the board, and in no case less than thirty days before the amendment is to be considered. These bylaws shall become effective upon approval by the board of directors.

- B. **By Members.** Likewise, the charter and these bylaws may be amended, supplemented, or repealed by a two-thirds vote of the members present at any meeting at which a quorum is present. Before members may vote on an amendment to the charter or bylaws, notice must be given to members of the proposed amendment at a prior meeting of the society, and in no case less than thirty days before the amendment is to be considered.

#### **ARTICLE XI. Indemnification**

- A. Any person who is or was serving at the request of the Corporation as a Director, officer, partner, trustee, employee, or agent thereof, who is or was a party or is threatened to be made a party to any threatened, pending, or completed action suit or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was acting in such capacity for the Corporation, shall be indemnified to the full extent allowed by Virginia law for reasonable expenses (including attorney's fees), judgments, penalties, fines, and amounts paid in settlement arising out of any such action or threatened action, by the Corporation.
- B. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation in any capacity, against any liability asserted against the person and incurred by the individual in or arising out of a person's position whether or not the Corporation would have the power to indemnify the individual under this Article.

#### **ARTICLE XII. Conflicts of Interest**

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall fully disclose the nature of the interest and withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval. This article shall not be construed as limiting participation of board members in auctions, raffles, and group buys sponsored by the society.

#### **ARTICLE XIII. Statement of Nondiscrimination**

The corporation shall not discriminate against any person in the hiring of personnel, election of board members, provision of service to the public, the contracting for or purchasing of services or in any other way, on the basis of race, color, sex, national origin, disabling condition, age, or any other basis prohibited by law. This policy against discrimination includes, but is not limited to, a commitment to full compliance with Title VI of the Civil Rights Act of 1964; Section 504 of the Rehabilitation Act of 1973, and the Age Discrimination Act of 1975, and any subsequent amendments to these statutes.

These Bylaws were revised and approved by the board of directors at a regular meeting held on July 30, 2016. In attendance at said meeting were:

President: Patchin Curtis  
Recording Secretary: Susan Peterson  
Treasurer: Michael Barber  
Corporate Agent: Gerald Hoffman  
Director: Jim Chitty  
Director: Gary Hostetler  
Director: Jesse Torgerson

PVAS incorporated 12/11/84 in the Commonwealth of Virginia