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Sarasota Shell Club, Inc.

Constitution and By-Laws

Article I, Name:

This organization will be known as the Sarasota Shell Club, Inc. (hereinafter called SSC), a Florida 501 (c)(3) corporation whose Mission Statement is as follows: To promote the study and appreciation of mollusks and allied fauna.

Article II, Purpose:

Sarasota Shell Club shall be a not for profit, non-political, non-sectarian, charitable, scientific, and educational organization devoted to:

- 1) Promotion, in the Club and in the community, of interest in the collecting and study of mollusks and allied fauna.
- 2) The exchange of information among its members.
- 3) The rendering of information, assistance, and materials, to schools, museums, science clubs, teachers, and other organizations or individuals interested in this branch of science.

Article III, Membership:

- Membership in SSC is open to all persons interested in the purpose of the club as stated in Article II. Membership is offered as a single membership, or as a family membership. A family membership consists of two individuals (with or without minor children) living at the same address.
- All members are eligible to vote, with the exception of honorary members, those holding lifetime memberships, and any additional family members beyond those stated two individuals.

Article IV, Administration:

The elected officers of the club will be President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer, whose terms of office shall be one year. There will be six Directors serving on the board, each serving a three-year term. Two shall be elected each year. To further continuity of the board, the out-going President may be asked to fill one of the open one-year positions if a director can not be nominated/ appointed for that position. All officers and directors are to assume their positions at the close of the April meeting at which they are elected to office.

All committee Chairmen may be invited by the President to attend the Regular Board Meetings in an Advisory Capacity.

It will be the Board's duty to:

- Formulate the general policies, procedures, and programs of the organization.
- Propose dates, times, and meeting places for club meetings, special meetings, or functions and activities.
- Propose any increase in dues when and if necessary.
- Receive and consider reports of all committees.
- Appoint a Nominating Committee before the November general membership meeting.
- Hold four (4) scheduled board meetings during the year. Special meetings may be called at the discretion of the President.

Decisions of the Board of Directors will be made by majority vote of those members present. No proxy voting will be allowed. Should issues arise which need immediate board attention, voting may be done by telephone or email: a written record of these votes will be kept by the corresponding secretary.

Any board members absent from three (3) successive board meetings will be deemed to have resigned his/her position, and the nominating committee will present a candidate for the election to the board to fill the unexpired term of said board member.

Article V, Officers:

1) *President* will:

- a. Serve as executive Officer and official representative of the club.
- b. Preside at all meetings of the club and of the board.
- c. Direct the activities of all SSC officers, and committee members.
- d. Appoint legal counsel if necessary, subject to board approval.
- e. Serve as signatory on all SSC accounts.

2) *Vice-President* will:

- a. Act in the absence of the President
- b. Assume the position of the President if vacancy occurs during President's current term of office.
- c. Consult, advise, and work with the President as needed
- d. Serve as signatory on all SSC accounts.
- e. Shall serve as Program Chair and shall arrange for, and present, programs of interest and instruction at regular meetings. Program Chair shall introduce each speaker and be responsible for audio and visual equipment needed by each speaker.

3) *Recording Secretary* will:

- a. Keep accurate minutes of all club, board, and/or special meetings. Minutes from the general membership meetings will be published in the monthly newsletter, and a recap of the previous month's meeting will be given at the next general membership meeting. A Secretary's book containing minutes, by-laws, and standing resolutions will be available for reference at each meeting.

4) *Corresponding Secretary* will:

- a. Conduct the routine correspondence of the club, referring notices or correspondence to the board of directors.
- b. Mail, or email, meeting notices, and announcements to the general membership.
- c. Keep an up-to-date list of officers, and board members, along with their terms of office.
- d. Keep a written list of all phone or e-mail voting conducted by the board.
- e. Receive a tally from hospitality chair/s and keep a written list of attendance at general membership meetings.

5) *Treasurer* will:

- a. This officer must be bonded: cost to be absorbed by SSC.
- b. Be responsible for all receipts and disbursements, and keep accurate records thereof.
- c. Serve as signatory on all SSC accounts.
- d. Present a financial report at each board of director's meetings, and at such other times as may be required by the board.
- e. Report to the membership all items of income and expense at each business meeting.
- f. Prepare the necessary tax filings and financial statements required. Be responsible for any government correspondence and maintain a record of the same.
- g. With the assistance of the Shell Show Chairman, submit a full financial report of the Shell Show within sixty (60) days of the shell show.
- h. Submit the club's books for a yearly audit or as such time a new Treasurer is elected.

Article VI, Election of Officers:

- 1) Officers and two directors will be elected at the last business meeting of the club year from a slate presented by the board, and/or any nominations from the floor. All elections will be made by ballot and a majority vote shall elect.
- 2) The outgoing officers and committee chairs will complete activities and turn over reports to the incoming board within 30 days.

Article VII, Committees:

1) *Standing Committees:*

- a. *Shell Show:* The Chairman will secure Co-Chairman and committee members as needed. The Shell Show Chairman and Committee will report to and be accountable to the SSC Board of Directors.
- b. *Publicity:* Shall publicize matters of interest to the membership and shall present copy for the newspapers and other media announcing meetings, activities, and results of elections.
- c. *Librarian:* Shall act as custodian of SSC books and shall make a list available to all members. Shall be responsible for its updated list of SSC holdings.
- d. *Historian:* Shall keep the scrapbook of the Club, including publicity, clippings, pictures, etc. and act as custodian of records and properties as may be turned over by officers and committee chairman, and shall arrange with the President for the periodic examination and discard obsolete items of no historical interest.
- e. *Nominating:* Shall be appointed by the Board of Directors. The Committee will consist of three members in good standing who will serve for a period of one year. No member of the Board of Directors can be a member of the Nominating Committee with the exception of an outgoing member of the Board of Directors who can be a member of this committee. The Committee members shall elect one of its members as Chairman. In the event of a Nominating Committee vacancy the Board of Directors will appoint a member of the club in good standing not currently

on the Board to fill the unexpired term. Duties of the Committee shall be to prepare a slate for the election of Officers and two Directors at Large by the membership at the Annual Meeting. The proposed slate is to be presented at the March Meeting. This slate shall include a nominee(s) for any un-expired term(s) of any Board Member who has been nominated for an office.

- f. *Hospitality*: Shall greet members and guests upon arrival at meetings and ask that they sign in. Hospitality shall be responsible for securing door prizes and raffles.
- g. *Membership*: Shall receive and respond to all applications for membership. The Membership Chair shall maintain an accurate database of membership.
- h. *Auditing*: On or before the end of the fiscal year, an auditing committee of two members, neither of whom is an Officer on the Board of Directors shall be appointed by the President for the purpose of auditing the financial reports of the corporation. This committee shall submit a report of their findings at the next meeting of the membership following the audit.
- i. *Special or Temporary*: Committees may also be appointed by the President.

Article VIII, Financial Management:

- 1) The Fiscal year of the organization will be from May 1 to April 30th. Dues shall be payable on or before September 1st of the current year. If dues are not paid by November 1st, members will be dropped from the membership.

Article IX, Meetings:

- 1) Regular meetings shall be held the second Thursday of each month from September through April, but the season maybe extended or shortened by standing resolution.
- 2) The Board of Directors shall meet at least quarterly at the call of the President. In the absence of a call by the President or Vice President, any four Directors shall consist of the majority of the whole Board.

Article X, Quorums:

- 1) For a Regular or Special meeting, a quorum shall consist of all members in good standing attending.
- 2) For a Board Meeting, a quorum shall consist of the majority of the whole Board.

Article XI, Amendments:

These By-Laws may be amended by a two-thirds vote of members in good standing present at a regular or special meeting of the membership provided that:

- 1) The proposed amendment(s) have been approved by the Board of Directors.
- 2) The proposed amendment(s) shall have been given or sent to all members in good standing at least 30 days in advance of the meeting which they are to be voted on.

Amendments shall become effective at the close of the meeting at which they are adopted unless otherwise designated at the time of adoption.

Article XII, Parliamentary Authority:

Roberts Rules of Order (latest edition) will be followed, except when in conflict with these By-Laws, and shall govern all regular, special, and board meetings.

Article XIII, Standing Resolutions:

- 1) For the purpose of these By-Laws, a standing resolution is any resolution or rule which is intended to remain in force until rescinded.
- 2) Such resolution shall be prepared in writing, proposed and read at a regular meeting, and acted upon at the subsequent regular meeting. A two-thirds vote of the members in good standing present and voting shall be required for adoption.
- 3) Any standing resolution may be rescinded if such action is proposed at a regular meeting and approved by a majority of the members.

Article XIV, Dissolution:

In the event of dissolution, any remaining funds in the SSC treasury shall be donated toward malacological research, ecology programs, or appropriate scholarship programs, by the Board. The Board shall also make the final decision on the disposal of any/all physical properties owned by SSC.