

JACKSONVILLE SHELL CLUB, INC.

Constitution and By-Laws

SECTION I. (PURPOSES AND HOW ACCOMPLISHED)

A. The Jacksonville Shell Club Inc. is a corporation not for profit, dedicated to the use of its resources, including the abilities of members, monetary assets and physical properties in advancing its constituted purpose of engaging in and promoting the study of mollusca and related fauna.

B. This shall be accomplished by encouraging the membership and general public, through educational programs and other activities, to engage in both general (popular) and scientific studies whereby the wise use and proper enjoyment of this branch of biology will become more rewarding to all.

C. The Club should endeavor to so function that it will be a credit to its members, a cultural asset to the community, and a factor in promoting conservation practices.

SECTION II. (MEMBERSHIP)

A. Any person 16 years of age or older who qualifies under Article III of the Constitution may become a resident member by submitting an application and payment of dues. Family and lifetime memberships are available upon payment of specified dues.

B. Any person who qualifies under Article III of the Constitution may become a Corresponding member by expressing a desire in writing with an endorsement of a resident member or the membership chairman and payment of annual dues.

C. Junior Membership is open to all interested young people below the age of 16 upon payment of dues without voting privileges.

D. Honorary Membership may be conferred upon any individual or organization who (or which) has signally sided or advanced the interests of the club or the objects for which it stands upon approval of 2/3 of the qualified voters present at a regular meeting.

SECTION III. (VOTING PRIVILEGES)

A. Each Resident Member is qualified to vote and shall be entitled to one vote in any meeting or election.

B. Family Memberships of resident members must declare by name on the application the voters not to exceed two. These should be shown as the first two names on the membership application.

C. No member shall have any vested right, interest or privilege with respect to the assets, affairs, or business of the corporation, nor any right, interest or privilege which may be transferable or inheritable or which shall continue after his membership ceases or while he is not in good standing.

SECTION IV. (OFFICERS)

A. All officers shall serve without compensation in accomplishing the aforesaid purpose. No part of the net income of the Club shall inure to any officer. The officers shall be:

1. **President**, who shall preside at Club and Board Meetings and shall appoint at legally held meetings, all committees not otherwise provided for herein.
2. **1st Vice-President**, who shall act in place of the President in his absence. He shall be responsible for the Educational Committee.
3. **2nd Vice-President**, shall be responsible for the Program Committee.

4. **3rd Vice-President**, shall be responsible for all special activities
5. **Secretary**, who shall keep the records of the proceedings of the Club and the Board of Directors and will handle appropriate correspondence. Will also maintain updated copies of the Club By-Laws and Constitution.
6. **Treasurer**, who shall receive, hold and pay out the Club's funds, keep account of same together with an inventory and the location of any other assets that may come into the possession of the Club. He shall submit monthly summaries and annual report to the Club.
7. **Membership Chairman**, shall maintain a current membership roster, and collect all membership dues.
8. **Editor**, who shall be responsible for the Club's publication.
9. **Historian**, who shall maintain a clipping record of the Club's activities and such other materials as will provide a record of the Club's accomplishments.

SECTION V. (BOARD OF DIRECTORS)

- A. The Board of Directors shall serve without compensation in accomplishing the aforesaid purposes of the Club.
- B. The Board of Directors shall be composed of nine elected members and the immediate past president. This board shall be elected by the general membership at a regular meeting.
- C. The President, 1st Vice President, Secretary, and Treasurer must be members of the Board or Directors. All other club officers will be selected by the Board of Directors and will be ex-officio members of the Board, who may attend meetings, and present recommendations but will not have voting privileges on the Board.
- D. The Board of Directors shall convene as a Board as soon as possible after their election.
- E. No member can serve in more than one elective position at any one time. The term of office will be for one year or until a successor is duly elected or appointed.

SECTION VI. (NOMINATION AND ELECTION OF BOARD OF DIRECTORS)

- A. There shall be a nominating committee consisting of a chairman and two (2) members elected by the membership present at the first regular meeting of the Club following adoption of these By-Laws. Any voting members not present at the meeting shall be advised in writing immediately thereafter of the membership of this committee and their suggestions for nominees shall be solicited.
- B. This Nominating Committee shall submit a slate of nominees to be voted on at the next regular meeting following appointment. The slate shall provide at least nine nominees for consideration including the offices of President, Vice-President, Secretary and Treasurer. After the Nominating Committee presents its slate, members shall have the privilege of making nominations from the floor. Only one of a family membership can serve on the Board at any one time.
- C. It shall be determined that all nominees are in good standing before the vote is taken, and are able to attend board and club meetings. The vote is to be by written ballot.
- D. The new Board Members will be installed at the September meeting of the Club.

SECTION VII. (AMENDMENTS)

- A. Amendments to the By-Laws:
 1. Any addition, alteration or repeal maybe made to these By-Laws by a resolution presented in writing and signed by at least three (3) voting members at a regular meeting. It will be adopted by a two-thirds vote of the qualified membership at the next regular or called meeting at which a quorum is present.
 2. A copy of the resolution together with the meeting place and date must be sent to each qualified voter by first class mail postmarked not less than 10 days prior to such regular or special meeting.
- B. Amendments to the Constitution:
 1. Any amendment to the Articles of Incorporation and the Constitution may be authorized by a resolution presented in writing and signed by at least five voting members at any regular meeting. It will be adopted by a two-thirds vote of the qualified membership at the next regular meeting at which a quorum is present.

2. A copy of the resolution together with the meeting place and date must be sent to each qualified voter by first class mail postmarked not less than 10 days prior to such meeting.
3. Authorized amendments to the Constitution shall be certified to the Secretary of State, State of Florida, as required by law.

SECTION VIII. (DUES)

Annual dues are \$15.00 per person or \$20.00 per family (domestic) and \$20.00 for both individual and family (foreign). Membership dues are payable on or before the 1st of the month following the membership expiration date. Lifetime memberships are \$125.00.

SECTION IX. (MEETINGS)

A. Membership Meetings.

1. Regular meetings of the Membership shall be held monthly. No regular or special meeting at which business is conducted shall be held at an unusual time or place of where there is a payment required of the members attending.
2. Special Meetings.
 - a. Special meetings may be called by the President or by petition of the President of ten members, who are qualified to vote.
 - b. At special meetings called for any particular purpose, NO OTHER business except that mentioned in the call shall be transacted.
 - c. Whether or not an educational feature is on the agenda of a special meeting, if any business of the Club is to be transacted, the business agenda together with the meeting place and date shall be sent to each qualified voter by first class mail postmarked not less than fifteen days prior to such meeting.
 - d. At any special meeting which has for its sole purpose an educational feature the notice, time and method of notification maybe as expeditious, to be determined by the President, as possible.
3. Not less than ten regular meetings during any program year shall have an educational feature.
4. The regular meetings shall be held on the fourth (4th) Thursday of each month unless otherwise voted by the majority present at a regular meeting one month preceding the change.
5. The program year shall be from September 1 through August 31.
6. The public is invited to attend all regular meetings and all special meetings with an educational feature.
7. Notice of all regular meetings shall be released to the Jacksonville newspapers and Club publication.
8. At regular meetings not more than one-half hour shall be devoted to:
 - a. Call to order.
 - b. Reading, correction and adoption of minutes of preceding meeting.
 - c. Report of Treasurer.
 - d. Special reports.
 - e. Old and new business.
 - (1). Upon motion and vote of the majority present, the time for business may be prolonged.
 - f. The rest of each meeting shall be devoted to the educational feature under the direction of the Program Committee.
9. Fifty percent (50%) of the average number of members present at the last three regular meetings shall constitute a quorum for the transaction of business.
10. In the absence of a quorum, the educational feature of the meeting shall not be omitted.

B. Board Meetings.

1. The annual meeting of the Board of Directors shall be as soon as possible after installation of new Board Members to formulate and establish the year's program and to prepare the proposed budget for all the Club's planned activities. If other meetings of the Board of Directors are required during the year they shall be called by the President or on petition of three (3) members of the Board of Directors to the President.
2. Six (6) members of the Board of Directors shall constitute a quorum provided that at least one of the six is either the

President or the 1st Vice-President.

3. The Board of Directors shall adopt such rules and regulations, as it may deem advisable for the conduct of its meetings.

C. Order of business and procedure at the meetings of the Membership and of the Board of Directors shall be regulated according to the latest edition of "Robert's Rules of Order Revised". If a copy is not available, the Chair ruling shall stand, subject to a challenge from the floor, when a two-thirds vote may overthrow the decision.

D. No part of these By-Laws may be temporarily suspended.

SECTION X. (DUTIES OF BOARD OF DIRECTORS)

A. The Board of Directors shall establish policies, procedures and system of records for the proper conduct of the business according to the Constitution and By-Laws of the Corporation.

B. Budget:

1. The Board of Directors shall prepare an annual budget to meet the anticipated expenses of the Club's activities for the coming fiscal year and present it to the membership for their approval at the October meeting.

2. The Board of Directors may, if necessary, increase any budgeted sum by 10% for any sum greater than 10% a revised budget must be submitted to the membership. Any unused budget sum at the end of the fiscal year reverts to the general fund.

3. No indebtedness shall be incurred by any officer or person unless it is for a budgeted expense.

4. All budgeted items shall be approved by the officer responsible on a signed voucher submitted to the Treasurer for payment. Checks will be signed by the Treasurer, or in his absence by the President.

5. Any expenditure, not budgeted, must be approved by the membership before payment.

C. The Board or Directors shall be empowered in general to take all such actions and do all such things not in conflict with the Constitution and these By-Laws as in its judgment may be calculated to carry out the purpose as set forth in Article II of the Constitution and in Section I of these By-Laws.

D. The Board shall confirm all appointments to all standing committees.

E. Vacancies in the Board of Directors, as well as vacancies in any of the offices named in these By-Laws, occurring by reason of death, resignation or otherwise shall be filled by appointment by the Board of Directors for the unexpired term of the Board of Directors due to vacated offices then the highest ranking Officer, enumerating Secretary, Treasurer, in that order below 3rd Vice-President, shall declare an election.

F. The Board of Directors shall designate a bank of deposit for the Corporation's funds upon recommendation of the Treasurer.

SECTION XI. (PUBLICATIONS)

A. The format, frequency of publication and editorial policy of the Shell-0-Gram shall be established by a vote of the membership at a regular meeting.

B. The Editor and Assistant Editor should, if possible have experience in the field of editing and publishing. The term for which these officers are held shall be one year, but may be extended as long as it is mutually agreed between the Board and respective Editors.

SECTION XII. (COMMITTEES)

A. The responsibility for the Educational Program, Special Activities and Publicity Committees are specifically assigned to the Vice-Presidents and their reports will be made to the President and Board of Directors.

B. The Shell Show Committees shall be sub-committees of the Special Activities committee.

C. Publicity Committee should work closely with the 2nd Vice-President so that educational programs will receive proper advance publicity.

D. Other standing committees shall be appointed annually by the President. These committees are:

1. House Committee - responsible for arranging a satisfactory meeting place.
2. Hospitality Committee - responsible for greeting members and guests and providing refreshments, if desired. The Chairman will present the guests to the members during the regular meeting. They also will be responsible for reporting and suggesting any action in regard to sickness among members.
3. Membership Committee - responsible for soliciting new members who qualify through their interest and willingness to promote the objectives of the Club.
4. Telephone Committee - Responsible for contacting members as instructed by the President. They should also call absentees before the next meeting indicating they were missed.
5. Auditing Committee - responsible for the annual audit of the Treasurers records.
6. Grievance Committee - appointed by the President, to report to the Board of Directors with recommendations for action, on all charges brought against any officer, member or members. Action in such cases to be taken by the Board of Directors, subject to an appeal to the entire membership at a regular meeting.
7. Special or temporary committees may be appointed by the President from time to time for duties and purposes that may arise. Authority to receive reports will be determined by the President.
8. Parliamentarian, appointed by the Chair, who shall advise the Chair in matters of parliamentary practice.

SECTION XIII. (DISSOLUTION)

A. In the event that this Club should disband, all net assets, property and cash, if any, shall be given to Jacksonville University.