

## **Marco Island Shell Club Bylaws**

P. O. Box 633  
Marco Island, FL 34146  
Revised Nov. 12, 2019  
Approved by the Membership  
January 13, 2020

### **ARTICLE I: Title and Purpose**

Section 1. The name of this organization shall be the Marco Island Shell Club, Inc. (A Corporation not for profit).

Section 2. The Marco Island Shell Club is a 501(c) (3) nonprofit organization for shell enthusiasts at all levels of interest and expertise. Our mission is to promote the study, conservation, science, history, and appreciation of seashells and mollusks in all their forms, and to encourage shell-related interests, such as shell collecting, crafting and art.

### **ARTICLE II: Membership and Dues**

Section 1. Membership in the Club shall be open to all persons interested in the objectives as set forth in Article I, Section 2.

Section 2. The Board of Directors shall determine the dues structure from time to time.

Section 3. a. The membership year shall be January 1 through December 31.  
b. The fiscal year of the club shall be April 1 through March 31.

#### **Section 4. Honorary Member**

Only the Board of Directors may bestow "Honorary Membership". A nomination form is submitted to the President by any member of the club. Upon review and approval of the Board, the President or his/her designee shall announce the name of the recipient at the Annual Meeting. An Honorary Member is defined as one who has made a long-term significant contribution to malacology and /or shell arts and crafts, either by leadership in the field or a long-term personal commitment to the Marco Island Shell Club. Privileges include complimentary membership for life with all the privileges that are accorded dues paying members (i.e., attendance and participation at all meetings with full voting privileges, newsletters, and invitations as extended to members to participate in club sponsored events).

#### **Section 5. Active Member**

An Active Member is defined as one who has paid dues by December 31 **AND** actively contributed to the goals of the Club during the season, as demonstrated by any of the criteria below:

- a. Participated in five or more Club Workshops,\*
- b. Attended two or more monthly Membership Meetings,\*

- c. Served as a Club officer or on a Club Committee,
- d. Produced shell craft at home for the Club.

\*Registration (signing in) by the member at the workshops and meetings on forms provided by the Club shall serve as proof of attendance.

### **ARTICLE III: Meetings**

Section 1. Regular meetings of the club shall be held once a month from November through March. For conducting the business of the club, the quorum necessary shall be sixteen (16) members.

Section 2. The annual meeting shall be held in March for the purpose of receiving annual reports of Officers and Committee Chairs, the election and installation of Officers, the approval of the budget for the upcoming fiscal year, and such other business as might properly come before the meeting.

Section 3. Special meetings shall be held on the call of the President, or a majority of the Board of Directors, or of an ad hoc Committee consisting of at least 25% of the membership. If a special membership meeting is called, the membership shall receive notice within 10 days of the meeting. A quorum of sixteen (16) members shall be sufficient to conduct the business at the meeting.

Section 4. Meetings shall be conducted according to the latest edition of Robert's Rules of Order.

### **ARTICLE IV: Board of Directors**

Section 1. The business and other affairs of the Club shall be conducted by a Board consisting of the elected officers, the immediate Past President, who shall serve for one year only, and the Chairs of standing committees. Three out of five (5) or six (6) elected officers must be in residence in the Marco Island area for a minimum of five months in each calendar year.

Section 2. Meetings of the Board of Directors shall be held monthly during the months of November through March or more often if determined necessary by the Board, on a day and at a time that the Board may determine. Board meetings may be waived at the discretion of the President with the approval of a majority of the Board Members. Voting between meetings via email is permitted, according to procedures set by the Board of Directors.

Section 3. The Board shall have full power to make decisions regarding the day-to-day conduct of Club affairs.

Section 4. The Board may not order an expenditure of more than \$500 on a single project without approval of 51% of the Board members in attendance.

Section 5. The Board of Directors shall submit an annual budget at the annual meeting in March for approval by at least 51% of the general membership in attendance.

Section 6. Any vacancy, which may occur in any elected office for any reason, shall be filled by appointment by the Board for the unexpired part of the term. Any chair vacancy that may occur shall be filled by appointment of the President.

Section 7. For conducting the business of the Board, the quorum shall be five (5) members, three (3) of whom shall be elected members.

Section 8. The Chair of the Board shall be one and the same person as the President of the Club. The Secretary of the Board shall be one and the same person as the Recording Secretary of the Club.

Section 9. Special meetings of the Board may be called by the President or at the written request of a majority of the Board presented to the Secretary of the Board or the Chair. Notice of special meetings shall be given to each member of the Board individually, by e-mail, or by telephone two days before the meeting date stating the date, time, place, and purpose of the meeting; the notice may be waived only by unanimous consent of all Board members.

#### **ARTICLE V: Officers**

Section 1. The six (6) officers of the Club shall be a President, President-elect, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer. They shall be elected for a term of two years, except for the President-elect. The president-elect shall serve a one-year term during the second year of the current president's term, and automatically become president at the end of the term as president-elect. Three (3) officers must be in residence in the Marco Island area for a minimum of five (5) months.

Section 2. No officer shall be eligible to serve more than two consecutive terms in the same office unless there is no other qualified candidate.

Section 3. The President shall:

- a. Preside at all regular and special meetings of the membership,
- b. Appoint the chairs of all standing committees and special committees,
- c. Be an ex-officio member of all committees, except the Nominating Committee,
- d. Manage the affairs of the Club pursuant to the direction of the Board,
- e. Coordinate the work of any special ad hoc chairs.
- f. Prepare a calendar of club events for Board approval.
- g. Make certain that required forms are filed with the State and Federal governments.

Section 4. The President-elect shall:

- a. Prepare for service as President the following year
- b. Execute the duties of the president in the president's absence
- c. Perform other duties assigned by the President

Section 5. The Vice-President shall:

- a. Perform the duties of the president in the absence of the President and the President-elect,
- b. Serve as chair of the Program Committee

Section 6. The Recording Secretary shall:

- a. Attend and keep minutes of all membership meetings and note approximate number attending,
- b. Attend and keep minutes of all Board meetings, including names of those attending,
- c. Furnish copies of all minutes to the President and Board members,
- d. Have the previous minutes of both the Board and general membership meetings,
- e. Attend and keep minutes of all special meetings of the Board and members.

Section 7. The Corresponding Secretary shall:

- a. Conduct routine correspondence of the club as directed by the President, referring communications to committee chairs as appropriate,
- b. Send cards to members for special situations (sympathy, wellness, etc.)

Section 8. The Treasurer shall:

- a. Be insured under the club's business insurance policy to handle all moneys of the club,
- b. Deposit all funds in an account insured by the Federal Government or as agreed upon by the Board. The president may deposit, or designate the deposit of funds in the treasurer's absence.
- c. Pay all club obligations as directed by the Board,
- d. Provide financial statements to the Board and members at each board and general membership meeting,
- e. Draft a proposed annual budget for approval by the Board at its March meeting,
- f. Be responsible for keeping the Board informed of Florida sales tax and IRS regulations, for filing required IRS tax forms in any year that the club's gross receipts exceed the IRS limits,
- g. Be responsible for reviewing insurance coverage with the Board and the payment of respective premiums.

Section 9. A Parliamentarian, serving as an unelected officer, may be appointed by the President, to advise the presiding officer in matters of parliamentary procedure, utilizing the latest edition of Robert's Rules of Order. To maintain impartiality, this person shall have no vote.

## **ARTICLE VI: Committees**

Section 1. The Nominating Committee, consisting of not less than three (3) members, shall be appointed by the President no later than December 31 preceding the election. One member shall be a non-board member. The committee shall prepare a list of Officers to be elected at the ensuing annual meeting; however, nominations may be made from the floor. Members of the Nominating Committee shall not succeed themselves in office but shall be eligible to serve again after four (4) years. The committee must obtain the consent of those persons nominated for office.

Section 2. The President shall appoint annually, for a term of one (1) year, Chairs of the following Standing Committees:

a. Membership Chair shall:

1. Be computer literate,
2. Assist applicants for membership and current members in signing up or renewing online, prepare and distribute membership credentials,
3. Coordinate with website chair to maintain a current file of members, their mailing and e-mail addresses, and phone numbers,
4. Once a year, publish the current membership list for distribution to the Board,
5. Record dues payments and submit checks and accountability forms to the Treasurer. Verify online payments with the treasurer and website chair to ensure correct membership numbers.

b. Publicity and Graphic Arts Chair shall:

1. Publicize matters of interest to the membership and public,
2. Prepare and submit copy for newspapers and other media announcing all meetings and activities,
3. In cooperation with the Board, set up all newsletters for printing and e-mail to members,
4. Design and produce club publications in cooperation with appropriate officer or chair.

c. Program Chair/Vice President shall:

1. Arrange for and introduce programs of interest at seminars,
2. Welcome guests and new members at seminars,
3. Appoint a hospitality chair who shall arrange for beverages and/or snacks.

d. Excursions Chair shall:

1. Plan time and place of field trips,
2. Check on safety, insurance, licenses of operators and, when water transportation is involved, check for Coast Guard vessel compliance and proper licensing of boat captain,
3. Work with website chair to coordinate details and registration of participants on the club's website with preference for participation given to club members,
4. Record payments for excursions and submit checks and accountability form to the treasurer,
5. Obtain Release of Responsibility Form from each participant.

e. Shell Show Chair shall:

1. Appoint subcommittee chairs as needed,
2. Present to the Board for adoption at the regular meeting in December, the rules and procedures for the next annual show,
3. Work in concert with the Coordinator of the Shell Art Workshop,
4. Coordinate publicity with Publicity and Graphic Arts Chair, and the Website Chair.

f. Shell Art Workshop Coordinator shall:

1. Plan and coordinate workshops which the Board deems necessary for creating shell art for sale to support club objectives as stated in Article 1, Section 2,
2. Coordinate with Shell Show and Holiday Sale committee chairs, the sale of all items,
3. Arrange for purchase of supplies with Board approval,
4. Arrange for the care, organization, and upkeep of Club supplies, works in progress and completed projects.

g. Website Chair shall:

1. Meet with the website hosting company/designer regarding changes and updates to the Club website,
2. Insure that information in all sections of the website is current,
3. E-publish the club's calendar with details for all club meetings, excursions, and seminars.
4. Provide technical assistance as needed to current and new members as they interface with the club's website.
5. Work with the membership chair to facilitate online membership applications and renewals, and provide her/him with a spreadsheet export of members' online data as needed.
6. Work with the treasurer to ensure that online financial transactions align with monies received.
7. Work with the excursions chair to generate online registration for events.

h. Scholarship and Grants Chair shall:

1. Develop and provide criteria for scholarship and grant eligibility and the procedure for nominating candidates to the Board for approval,
2. Notify local colleges of funds designated by the Board that may be used for research grants in areas of study stated in Article 1, Section 2 of these Bylaws, reviewing applications and recommending candidates to the Board,
3. Review the number of scholarships and grants to be awarded, and make recommendations to the Board,
4. If all candidates are equally qualified, preference shall be given to a Marco Island resident or program,
5. Work with other organizations to promote the study of conchology, malacology, etc. as indicated in the objectives of this Club.

**ARTICLE VII: Miscellaneous**

Section 1. In addition to the dues of members, the Club may receive funds from other sources, including but not limited to admissions, sales, rentals, and donations, but no part of any funds of whatever nature shall be distributed to the members, Directors and Officers, excepting, of course, reimbursement for out-of-pocket expenses incurred on behalf of the Club.

Section 2. At the close of the fiscal year of the Club, an auditing committee of two (2) persons, one being a member, neither of whom is an Officer or Director of the Club, shall be appointed by the President, for the purpose of auditing the financial records of the Club. This committee shall submit a report of its findings to the membership..

Section 3. These bylaws may be amended by a fifty-one per cent (51%) vote of active members present at a regular meeting of the membership, provided, the proposed amendments were given in writing to all members present at the previous regular meeting.

**ARTICLE VIII: Dissolution**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization under the then existing provisions of the U. S. Internal Revenue Code, as the Board of Directions shall determine.

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