

# **American Killifish Association Constitution and By-Laws**

## **Article I. Name**

The name of the organization shall be the American Killifish Association.

## **Article II. Aims**

The aims of this association shall be to promulgate, further and advance the propagation, study and conservation of killifish (Oviparous Cyprinodontiform fish) and to promote fellowship among its members.

## **Article III. Membership**

Membership in this association shall be open to all persons of good character and reputation, regardless of race, creed or nationality, who are interested in the aims of the Association, who have paid the prescribed dues, and agree to abide by the By-laws and Code of Ethics of the Association.

### **SECTION 1. Paid Memberships**

1.1 Regular Memberships. Regular memberships accrue upon payment of the annual dues prescribed by the Association and extend for twelve (12) months thereafter.

1.2 Paid Life Membership. A Trust has been established whereby for a one time fee, membership in the Association is granted for the life of the members submitting that fee. The terms, conditions and fees are determined by the Paid Life Member Trust Program, a procedure administered by the Treasurer. This program is subject to change by a simple majority vote of the Board of Trustees. The Board of Trustees does not have the authority to alter existing Paid Life Member agreements, and once accepted, a Paid Life Membership cannot be canceled by the Association. Paid Life Members shall have full membership privileges.

1.2.1 As of 1 January 1998, new members of the Paid Life Member Trust Program will be subject to the same rules, regulations, disciplinary actions as regular members.

1.3 Organizational Membership. Application for membership by institutions, clubs, dealers or other groups shall be accepted at the then current dues rate. However, such membership shall not include a copy of the official AKA Business and Fish & Egg Listing publication nor shall such membership include the rights to hold office, serving on committees or voting.

### **SECTION 2. Charter Membership**

The Charter Membership shall consist of all individuals accepted as members in good standing as of December 31, 1961.

SECTION 3. Non-Paid Memberships: The Life Member. The title of Life Member of the American Killifish Association is conferred upon a member for meritorious and extraordinary service spanning a significant period of time, and distinguished for its furtherance of the aims and purposes of the Association and particularly for significant contributions made to the success of the association. The title of Life Member is permanent and it confers, without the requirement for dues payment, all the rights of regular membership.

SECTION 4. Special Honorary Titles. The Board of Trustees shall be empowered to confer, at its sole discretion, one or more of the following honorary titles upon members or non-members as provided below.

4.1 Fellow of the American Killifish Association. The title of Fellow of the American Killifish Association is conferred upon a member in good standing for meritorious and extraordinary service spanning a significant period of time, and distinguished for its furtherance of the aims and purposes of the American Killifish Association. The title of Fellow of the Association is permanent, but it does not confer any rights of membership.

4.2 Honorary Member. The title of Honorary Member of the American Killifish Association is conferred by the Board of Trustees upon members or non-members for meritorious and extraordinary service spanning a significant period of time and distinguished for its furtherance of the aims and purposes of the American Killifish Association and significant contribution to both the hobby and/or the fishkeeping hobby in general. The title of Honorary Member of the Association is permanent, but does not confer any rights of membership.

4.3 The Honor Roll. The Honor Roll is reserved for deceased Association Members or non-members who have performed meritorious and extraordinary service to the Association and/or the Killifish hobby in general. Placement on the Honor Roll of the American Killifish Association is determined by a simple majority vote of the Board of Trustees. Honor Roll status is permanent.

SECTION 5. Disciplinary Actions

5.1 The Board of Trustees may reprimand, suspend or expel any member for cause, which is hereby defined to be conduct contrary to the aims and best interests of the association. No disciplinary action shall be taken against any member without first giving him or her and the Association notice of such proposed disciplinary action at least one month in advance of any action to be taken thereupon. Such action, to be carried, requires at least one vote greater than a simple majority of the Board of Trustees.

5.2 The following actions by any member of the American Killifish Association may be considered as cause for disciplinary action by the Board of Trustees:

- a) Theft, fraud or confiscation of A.K.A. property or services.
- b) Threats, or other unacceptable behavior directed toward officers, members, staff or officials of the A.K.A.
- c) Failure to discharge financial, management or other responsibilities that would be considered a conflict of interest to the A.K.A.
- d) Violation of the Code of Ethics

5.3 The Board of Trustees, after determining that a violation of conduct has occurred and all involved parties have been contacted, may take one or more of the following actions as deemed appropriate:

- a) A written reprimand
- b) Suspension of all membership privileges.

5.4 In all cases of disciplinary action where a suspension of membership privileges is considered, the Board of Trustees must agree by a two thirds majority. In all cases where a member has been suspended the member may appeal the suspension after the expiration of each one year period after issue. Upon receipt of such appeal, the BOT is to review the appeal and determine by a two thirds majority whether the suspension is to be continued as issued, its length of time decreased, or to reverse it entirely. If continued or reduced, the suspended member may appeal again after the expiration of the next one year period.

5.5 In all cases of disciplinary action where a member is suspended, the suspension will be announced in the Business News Letter. The cause for the action will not be made public.

#### **Article IV - Board of Trustees**

SECTION 1. Board of Trustees Members. Trustees shall be elected from the membership who, at the time of assumption of office, shall be a member in good standing, shall have been a member for at least two years and shall have reached his or her eighteenth birthday. The previous two year membership requirement need not be continuous and need not be recent. No member shall accept a nomination to or continue to serve as a member of the Board of Trustees if said member performs services for the association for which he or she receives, directly or indirectly, a personal or business related financial profit.

SECTION 2. Board of Trustees Terms and Representative Regions. The number of Trustees so elected shall be nine and they shall hold office for a three year term. Three Trustees shall be elected each year. No more than two Trustees

shall reside in the same state and no more than three shall reside in the same region at the time of the election to the office.

A region is defined as follows:

Region 1: Alaska, Hawaii, Washington, Oregon, California, Arizona, New Mexico and Nevada.

Region 2: Idaho, Montana, North Dakota, South Dakota, Minnesota, Wyoming, Colorado, Utah, Kansas, Nebraska, Missouri, Iowa, Oklahoma, and Texas.

Region 3: Michigan, Ohio, Indiana, Illinois, Kentucky, and Wisconsin.

Region 4: New York, New Jersey, Connecticut, Rhode Island, Massachusetts, Vermont, New Hampshire, and Maine.

Region 5: Pennsylvania, Maryland Delaware, Virginia, DC, West Virginia, North Carolina, South Carolina, Alabama, Georgia, Florida, Louisiana, Arkansas, Tennessee, Mississippi and Puerto Rico.

Region 6: Canada (all provinces) and all other areas of the world not covered in Regions 1-5.

SECTION 3. Board of Trustee Vacancies. Board vacancies due to the normal expiration of term shall be filled annually by written Ballot during the month of September. Determination of which candidate shall succeed to the vacant Board position shall be by the greatest number of votes received subject to the geographical constraints imposed by Article IV.

3.1 Board Responsibility for Board Continuity. It is the responsibility of the Board of Trustees to arrange for continuity of the Board by providing for the nomination, election and installation of Board of Trustee members. The duty to provide for a Nominations Committee is located in the Committee Staffing requirements of Article IV, Section 6, pp. 6.4.3, et al.

3.2 Accept or Reject Nominees for the Board of Trustee Election.

3.2.1 Nominees from the General Membership: The Chairman or any members of the Board of Trustees can accept and add to the Nomination Committee submitted list, candidates nominated in writing from the general membership.

3.2.2 Nominee Approval: Except as provided herein, a candidate can only be dismissed where his or her candidacy constitutes a violation of the Bylaws, in whole or in part. In the event that there are more than ten (10) candidates whose candidacy does not violate these Bylaws, the

Board is empowered, at its option, to evaluate the biographies and select no more than ten (10) candidates for election. Priority shall be given to the record of each candidate's accomplishments and the regional balance of the nominee slate.

The deadline for submission of nominations is May 31. In the event that there are less than three (3) candidates at that time, the board shall extend the deadline to June 30 and instruct the Nominations Chairman, as defined in Article IV, Section 6, pp. 6.4.3, to make efforts to identify additional nominees. In the event of there being less than five (5) nominees on May 31, the board may, at its discretion, extend the nominations deadline and instruct the Nominations Chairman to seek additional nominees. In the event that, at the time of the elections, there are less than three (3) candidates, the chairman may appoint additional board members to satisfy the requirement for three (3) new board members in any given year. The Chairman of the Board of Trustees shall arrange for approval of the submitted candidates in the July Board Letter and shall transmit a list of the approved candidates to the Nominations Committee Chairman no later than the first day of August so that such Committee shall complete actions required by Article IV, Section 6, pp. 6.4.3.

3.3 Ballot and Election Certification. Select and appoint a firm (bank, attorney, notary or accountant), to receive and tally all ballots and give such results to the Board of Trustees within one month after closing date of election. The Board of Trustees will then cause that actual certification to be reproduced in the official publication.

SECTION 4. The Board Elect. Trustees so elected, together with those Trustees serving on the existing Board whose terms of office are such that they will continue in office after January 1, will be designated as comprising the Board-Elect. The Board-Elect will assume their official duties as the Board of Trustees on January 1st of the fiscal year.

4.1 Limitations on Authority. The Board-elect may conduct internal business upon its formation in that it may devise plans and appoint officers as it deems necessary for the coming fiscal year. It shall otherwise have no official status or function other than that specified in this article.

4.2 Board-Elect Election of the Chairman of the Board of Trustees. Each Board-Elect shall elect from its own membership a Chairman whose function is to serve as the Chief Officer of the Association. Details of his duties, responsibilities and authority are as defined herein and in the Board operating procedure known as the BOT Operating Manual. The Chairman of the Board of Trustees is elected by a simple majority of the Board of Trustees members voting. All Board

members are eligible to run for this post and there is no restriction on the number of terms an individual may serve in this position.

4.3 Board-Elect Election of a Secretary. Each Board-elect shall elect from its own membership a Secretary whose function is to serve the Board in various administrative functions as herein defined and as defined in the Board's operating procedure known as the BOT Operating Manual. The Secretary of the Board of Trustees is elected by a simple majority of the Board of Trustees members voting. All Board members are eligible to run for this post and there is no restriction on the number of terms an individual may serve in this position.

## SECTION 5. Board and Board-Elect Vacancies

5.1 Trustees. Any vacancy occurring in the Board or Board-Elect because of death, resignation, failure or incapacity to act, shall be filled by appointment by the Board Chairman or Chairman-Elect subject to the approval of the majority of the Trustees on the Board or Board-Elect. State and regional restrictions apply. A current member of the Board may not be appointed to fill a vacant position on the board. Such appointments are to remain in force for the remainder of the term of office of the Trustees being replaced.

5.2 Chairman and Chairman-Elect. If the Chairman or Chairman-Elect resigns or cannot perform the duties of his office and the permanence of his or her inability to perform is reasonably certain, the Board Secretary or Secretary-Elect shall temporarily assume the duties of Chairman or Chairman-Elect, arrange for a replacement of the vacated Trustee or Trustee-Elect position in accordance with pp. 5.1 of this Article and organize the election of a replacement Chairman in accordance with pp. 4.2 of this Article. If the Chairman or Chairman-Elect is unable to perform his duties temporarily and the temporary nature of this inability is reasonably certain, the Secretary or Secretary-Elect shall assume the duties of Chairman or Chairman-Elect until the Chairman or Chairman-Elect can resume his duties.

5.3 Secretary or Secretary-Elect. If the Secretary or Secretary-Elect resigns or cannot perform the duties of his office and the permanence of his or her inability to perform is reasonably certain, the Chairman or Chairman-Elect shall temporarily assume the duties of Secretary or Secretary-Elect, arrange for a replacement of the vacated Trustee or Trustee-Elect position in accordance with pp. 5.1 of this Article, and organize the election of a replacement Secretary or Secretary-Elect in accordance with pp. 4.3 of this Article. If the Secretary or Secretary-Elect is unable to perform his duties temporarily and the temporary nature of this inability is reasonably certain, the Chairman or Chairman-Elect shall assume the duties of the Secretary-Elect or appoint a temporary Secretary or Secretary-Elect until the Secretary or Secretary-Elect can resume his duties.

SECTION 6. Board of Trustees Administrative Responsibilities. The Board of Trustees shall:

6.1 Records. Keep and maintain in permanent and ready reference form, a complete record of all transactions and business conducted by the Board. Such records shall conform to the procedures established in the BOT Procedure manual.

6.2 Management Authority. Direct, manage and control the affairs and business of the association and make such rules and regulations for the membership which are consistent with these Bylaws and which foster and encourage the purposes for which the Association has been formed. The management functions are to be conducted within the framework herein specified or by approved ancillary documents, procedures, practices or written policies generated by or for the Board of Trustees.

6.3 Financial Reporting. Cause all financial transactions of the Association be audited annually and a full report thereof to be made to the membership.

6.4 Committee staffing Responsibilities. No one may serve as Chairman of more than one working committee unless in an emergency and then only until a suitable replacement is found. Except as required herein, the Board may, at its option, form Committees for permanent or temporary assignments, appoint personnel to administer them and provide such funds as may be deemed necessary for their proper operation. There are five (5) permanent functions which the Board must establish annually and the establishment of these functions is absolutely required of the Board and is not optional. The functions specified are to be conducted within the framework herein specified or by approved ancillary documents, procedures, practices or written policies generated by or for the Board of Trustees.

The five (5) permanent functions and their respective Committees or Offices are as follows:

Function	Committee or Office
Providing publications	JAKA Editor, BNL Compiler
Foreign Communications	Foreign Advisory Committee
Providing for BOT Elections	Nominations Committee
Financial Management	Treasurer
Membership functions	Membership Committee

6.4.1 Regular Association Publications. At the beginning of each fiscal year, the Chairman of the Board of Trustees shall appoint, with the majority assent of the Board of Trustees, Editors for its regular business and non-business publications.

6.4.1.1 Business Newsletter (BNL) Compiler. The BNL compiler is to accumulate, assemble and provide material for the monthly newsletter. The compiler is to furnish the printing contractor with material and suggested layout for each issue by the 15th of the month prior to publication.

6.4.1.2 Journal of the American Killifish Association (JAKA) Editor. The editor is to accumulate, assemble and provide material for the JAKA publication. The Editor is responsible for the content of the Journal and the preparation of materials for publication. The Editor of JAKA is an ex-officio member of the Board as is provided for in Article VIII, Section 2.

6.4.2 Foreign Advisory Committee. Regular Association Publications. At the beginning of each fiscal year, the Chairman of the Board of Trustees shall appoint, with the majority assent of the Board of Trustees, a Chairman of the Foreign Advisory Committee through which it will maintain contact with the Association's foreign members as well as foreign Killifish association officials. The members of the Advisory Committee will be chosen from volunteers whose term shall be decided by mutual agreement. The number of members on the Advisory Committee is open and at the discretion of the Committee Chairman. Communications between the Advisory committee and the Board of Trustees is the responsibility of the Chairman of the Board of Trustees.

6.4.3 Nominations Committee. At the beginning of each fiscal year, the Chairman of the Board of Trustees shall appoint, with the majority assent of the Board of Trustees, a Nomination Committee Chairman. Furthermore the Board shall assure that said Chairman shall perform the duties of the Nominations Committee function, as herein defined.

6.4.3.1 The Nominations Committee Chairman shall engage two (2) assistants to aid in the performance of the committee functions.

6.4.3.2 The Nominations Committee Chairman shall call for nominations from the general membership via notice in the April Business Newsletter and repeat it in the May Business Newsletter.

6.4.3.3 The Nominations Committee Chairman shall receive nominations from the members, shall verify that those nominated are members in good standing, and that they are at least eighteen (18) years old.

6.4.3.4 The Nominations Committee Chairman shall solicit a short biography from each candidate. The Nominations Committee Chairman

shall forward the name, address, membership information and biography to the Board of Trustees for approval no later than the first day of June.

6.4.3.5 Upon notification from the Chairman of the Board of Trustees, the Nominations Committee Chairman shall prepare the information on each candidate and submit same to the Business Newsletter Compilers for publication along with the ballot by the 10th day of August so that it can be printed in the September Business Newsletter.

6.4.4 Treasurer: The Board of Trustees must annually select and appoint a Treasurer who shall be the Chief Financial Officer of the Association. The Treasurer shall be an ex-officio member of the Board of Trustees as provided in Article VII, Section 2. The duties of the Treasurer shall be as enumerated below. The Chairman of the Board of Trustees may assign, in addition to those duties listed below, special tasks, analysis or evaluations relating to the financial management of the Association and may solicit professional advice from or through the Treasurer, for whatever purpose deemed necessary to the proper and prudent financial management of the Association. The duties of the Treasurer are:

6.4.4.1 Act as the Financial Officer of the Association in all its dealings within and outside the Association.

6.4.4.2 Accept and disburse funds on behalf of the Association in accordance with the approved annual budget, directives, instructions or procedures of the Association, its officers and its committee personnel.

6.4.4.3 Maintain funds in interest bearing accounts or instruments as appropriate to the financial requirements of the Association.

6.4.4.4 Prepare and submit operating budgets to and for the use of the Board of Trustees and the Board-Elect.

6.4.4.5 Provide means of funding committees, monitoring their budgets and reconciling their expenditures to approved budgets.

6.4.4.6 Prepare and submit periodic financial reports as deemed necessary to the proper administration of the Association.

6.4.4.7 Prepare and submit a year-end statement within two months of the expiration of the fiscal year.

6.4.4.8 Prepare and submit financial opinions as required for the proper administration of the Association.

6.4.5 Membership Committee. The Board of Trustees is required to staff and fund a function specifically dedicated to the assembly, maintenance and generation of a list of members entitled to the services of the Association. At the beginning of each fiscal year, the Chairman of the Board of Trustees shall appoint, with the majority assent of the Board of Trustees, a Chairman of the Membership Committee. The Board shall assure that the Membership Committee fulfills the basic purpose of this function, as follows:

6.4.5.1 Process new member applications, enter their names on the membership rolls and those lists maintained by various Association agencies charged with supplying services guaranteed to the member as a right of membership.

6.4.5.2 Assemble, maintain and periodically generate, at the request of the Board of Trustees, or by approval of said Board, a list of members entitled to the services of the Association.

6.4.5.3 Assist members with problems encountered relating to their membership status and related matters. The Membership Chairman may appoint assistants, as necessary, to fulfill the duties herein specified.

6.4.5.4 Maintain membership statistics and data for use by Association officials and/or committees.

6.4.5.5 Collect dues, note the collection thereof and forward the collected dues to the Association Treasurer.

6.5 Accept or reject applicants for membership. An applicant can only be rejected where his or her membership constitutes a violation of these Bylaws, in whole or in part.

## **Article V - Fiscal Year**

The fiscal year of the Association shall commence on January 1 and extend through December 31 of the same year.

## **Article VI – Dues**

The current Board of Trustees is to determine the dues for the following fiscal year.

## **Article VII - Mode of Operation**

Insofar as it is applicable, the business of the Association shall be carried out by written correspondence.

SECTION 1. Board of Trustees Operations and Records. Board of Trustees deliberations shall be in accordance with the approved Board of Trustees Procedures Manual. The Procedures Manual shall be periodically reviewed by the current Board of Trustees and revised as deemed necessary. Votes on proposals shall in all cases be in writing and shall be recorded so as to form a written record of Board decisions.

SECTION 2. Ex-Officio Board Members Defined. Ex-Officio Board members are selected officials of the Association who, for purposes of smooth operation and efficiency, receive copies of all Board of Trustee correspondence and who, at their option and as necessitated by their duties, are free to comment on outstanding Board matters and deliberations. Ex-officio members cannot vote and are not required to correspond on a regular basis because of their Ex-officio status. Ex-Officio Board Members are:

2.1 The Editor of the Association Journal (JAKA)

2.2 The Treasurer

### **Article VIII – Amendments**

SECTION 1. Association Initiated Amendments. The Board of Trustees may amend these Bylaws by the following procedure:

1.1 The amendments must be approved by a simple majority of the Board of Trustees.

1.2 The Board or its designee shall prepare the amendments for submission to the general membership. The submission shall be clear in its intention and shall encompass the present wording (if any) and the proposed wording (or new wording), juxtaposed so that it is clear what portions of the bylaws are being proposed for the change and how the change will appear in its final form. Together with this submission, the Board shall supply an explanation of the proposed change and its effect on both the content of the Bylaws and the operation of the Association.

1.3 The Board shall have the proposed amendments published in the official publication for two (2) consecutive months, the first for information purposes and the second in the form of a ballot with instructions to the members on how to complete and submit to the Association Secretary for compilation.

SECTION 2. Member Initiated Amendments. The members may amend these bylaws by the following procedure:

2.1 One-tenth of the entire membership of the Association may sign and file in writing to the Secretary, proposed amendments, repeals or new provisions

of these Bylaws. There is no requirement on membership initiated amendments for Board approval.

2.2 The Board shall prepare, submit and arrange for a vote on the amendments initiated by the members as provided herein.

SECTION 3. Voting. Such proposed amendments, repeals or new provisions upon two-thirds vote of the voting membership shall become a part of the Bylaws and effective January 1, of the calendar year following the election, unless otherwise stated in the amendment. The Association Secretary shall receive, count and summarize the results for the Chairman of the Board of Trustees and report same in his or her next regular correspondence to the Board members.

SECTION 4. Membership Notification of Result. The Chairman of the Board of Trustees shall notify the general membership of the voting results and if the proposals are approved, arrange for their publication in the next printing of the By-Laws section of the Roster or other official publication of the Association.

### **BY-LAWS Amendment #1**

The American Killifish Association established a staffing position of Board of Trustees Advisor.

SECTION 1. Definition. The position of Board of Trustees Advisor is created to serve as an advisor to the Board of Trustees. This position shall be considered to be an Ex-officio position as described in Article VII, section 2, and will not be salaried.

SECTION 2. Appointment. The BOT will appoint a special committee to select and evaluate candidates for the position of BOT Advisor. A minimum of two candidates will be finalists for the position. To be elected the candidate must receive a two thirds majority vote from the BOT.

SECTION 3. Qualifications. To be a candidate for the position of BOT Advisor, the individual must be a member in good standing of the American Killifish Association for the previous seven years. The candidate must have previous experience as a member of the BOT, with preference being given to former BOT Chairman.

SECTION 4. Term of Office. The Advisor will be appointed for a term of not more than five years from the time of the appointment. An appointment to a second consecutive term of five years will be at the discretion of the BOT. A former Advisor that has served a total of ten years may be reelected after a waiting period of five years. Under usual conditions, the term of office shall commence on 1 July and conclude on 30 June, five years hence.

SECTION 5. The responsibilities of the office of Advisor shall be determined by the BOT and shall include, but not be limited to the following:

Section 5.1 The Advisor shall act as an advisor to the BOT in all matters relating to the running of the organization.

Section 5.2 The Advisor may not vote on any BOT proposition, but may comment on discussion items and suggest items for discussion.

Section 5.3 The Advisor shall maintain a record of all BOT voting propositions and actions. This information shall be compiled and available to BOT members. The Advisor shall inform the current BOT of past propositions, either passed or failed, if new propositions will be in conflict with or redundant to, previously acted on propositions.

5.3.1 The Advisor shall inform all affected parties or committees of new propositions passed by the BOT.

5.3.2 The Advisor shall maintain the following records:

- Historical records
- Official correspondence from past years
- Financial records
- Convention records

5.4 The Advisor shall serve as a mentor to newly elected BOT members and advise them, as necessary, of past propositions and discussions to insure a smooth transition period between the ending of one term of the Board and the start of the next.

Section 5.5 The Advisor may be given other responsibilities or duties on a temporary basis as determined by the BOT.

SECTION 6 Vacancy. A vacancy in the Advisor position, as determined by a two thirds vote of the BOT, shall be filled by a re-election by the BOT within four months from the time the position is vacated. This election is to be in compliance with section 3 of this amendment. Until the election is held, the duties of the Advisor shall be taken over by the BOT Chairman.