

Bylaws (adopted October, 2005)
of the
Charleston Showa Koi Club

Article I - Name and Purpose of the Club

Section A - The name of the Club shall be the **Charleston Showa Koi Club**, hereinafter the "Club".

Section B - The purpose of the Club shall be to promote, create and expand the hobby of koi keeping, breeding, appreciating and exhibiting; to disseminate information about these purposes to the Membership; to engage in educational and social activities related to our purposes; and to acquire and own such property as may be necessary for any or all of the foregoing purposes.

Article II – Membership

Section A - Any adult who has an interest in koi culture shall be eligible for Membership. Upon submitting an application and payment of dues as outlined in Article IV, the applicant will become a Member of the Club in good standing. Any Member shall be considered a Member in good standing if they have paid their dues for the current fiscal year. Any Member may voluntarily withdraw or be suspended or be expelled by a quorum the Membership for violation of the Bylaws, non-payment of dues or for conduct deemed by the Membership as detrimental to the Club. The President shall have the right to suspend a Member for a period not to exceed 90 days pending a vote by a quorum of the club.

Section B - Membership and its rights in the Club shall cease and terminate upon death, withdrawal, or other termination of Membership in the Club.

Section C – All voting shall be done personally by members in good standing, no proxies shall be allowed

Section D - There shall be two types of Memberships with voting privileges. A Household Membership shall be available to households with two or more adults, eighteen years or older. An Individual Membership shall be available to adults eighteen years or older.

Article III - Fiscal Year

Section A - The fiscal year shall be from January 1 through December 31.

Section B - Annual dues shall be due and payable at the beginning of the fiscal year and any member who has not paid their dues by March 31, will be considered a past member and will not receive club benefits.

Article IV – Dues

Section A - The annual dues for a Household Membership shall be \$35.00 per household.

Section B – The annual dues for Individual Membership shall be \$25.00 per individual.

Section C - Dues are not refundable in whole or in part.

Article VII - Meetings

Section A - The annual Membership meeting for the installation of officers and for receipt of the annual reports from the Secretary, Treasurer, and Property Manager shall be held at the regular meeting time in December of each year. Notice of the annual meeting must be submitted to the Membership in writing, at least five (5) days prior to said meeting. The Club newsletter, in electronic or paper distribution, shall be deemed proper notice.

Section B - The schedule of regular meetings of the Membership shall be determined be organized by the President and Vice President and the schedule to be published on the club website and in the club newsletter.

Section C - Special meetings of the Membership may be called by the President of the Club, or upon special request to the President by at least five (5) Members in good standing. The President will set the date, time and location of such meeting subject to the approval of the majority of the requesting Members. Written notice shall be given to the Membership at least three (3) days in advance of such meeting. Notice of a special meeting must also include a summary of the agenda items. If a quorum of the Membership is present at such special meetings, any business normally done only at regular meetings may be transacted.

Article VIII – Voting

Section A – All meetings where club business is to be conducted shall require a Quorum. For these purposes a Quorum shall consist of a minimum of three officers and 10% of club members who are in good standing as defined herein.

Section B - An individual Membership in good standing shall entitle the individual to one vote.

Section C - A Household Membership in good standing shall entitle two adults in the Membership Household one vote each. .

Article IX - Officers of the Club

Section A - The elected officers of the Club and their terms shall be:

- President Two years by election
- Vice-President Two years by election
- Secretary Two years by election

- Treasurers Two years by election
- AKCA Director Representative Two years by election.

The non elected officers of the club shall be:

- Newsletter Editor One year by appointment of the President or President-Elect
- Webmaster One fiscal year by appointment of the President or President-Elect
- Librarian/Historian One fiscal year by appointment of the President or President-Elect
- Pond Tour Committee Chairperson One fiscal year by appointment of the President or President-Elect
- Koi Show Committee Chairperson One fiscal year by appointment of the President or President-Elect

Section B- Vacancy in the office of President shall be filled by the Vice-President for the remainder of the term. Filling a vacant office for less than 1 year will not count as part of the two (2) consecutive term limits. Filling a vacant office for 1 year or more shall count as part of the two (2) consecutive term limits.

Section C - Vacancy in the positions of other officers shall be filled by election for the remainder of the term. Filling a vacant office for less than 1 year will not count as part of the two (2) consecutive term limits. Filling a vacant office for 1 year or more shall count as part of the two (2) consecutive term limits.

Article X - Election of the Officers

Section A - At the regular meeting in the month of November the President will announce the positions that are up for election and seek candidates for these positions.

Section B – At the December meeting, upon close of nominations from the floor, the President will call for a vote. Only Members in good standing may vote.

Section C - If two (2) or more candidates are nominated for a particular office, the candidate with the highest number of votes shall be declared elected by the President. In case of a tie, the President will call for another vote (run-off).

Section D – After the elections at the December meeting, the President-Elect will select the appointed officers for the forthcoming year. The installation of officers and announcements of appointments will be held at the Membership meeting in January.

Article XI - Duties and Authority of Officers

Section A – In addition to those further described herein. The Executive duties and the authority of the President shall be:

1. To preside at all meetings at which he or she is present.
2. To appoint all appointed officers.
3. To install the newly elected officers at the end of his or her term (or appoint someone to do so).
4. To call special meetings of the Club, committees, or any other meeting that may be requested as outlined in the Bylaws.

5. A non-Executive duty of the President shall be as an additional signatory on all of the club's bank accounts to facilitate the performance of the duties of the Treasurer in the event the Treasurer is incapacitated or as deemed necessary by the President.

Section B - The duties and authority of the Vice-President shall be:

1. To assume all Executive-duties of the President during his or her absence or upon request by the President, in addition to other duties which may be assigned.
2. To secure the location for regular monthly Club meetings.
3. To secure programs for regular monthly Club meetings.

Section C - The duties and authority of the Secretary shall be:

1. To keep all records of the regular and special meetings.
2. To send out all notices of regular or special meetings as deemed necessary by the President or required by these Bylaws.
3. Create and maintain a Membership Roster in conjunction with the Treasurer.
4. To provide Club news to the KOIUSA Club News Editor.

Section D - The duties and authority of the Treasurer shall be:

1. To be a signatory on all of the club's bank accounts; to collect, record and deposit into the Club's banking account(s) all dues, initiation fees, special fees, etc., paid to the Club arising out of the Club's activities.
2. To prepare and present at each regular meeting a report of the receipts and expenditures during the previous month and the current financial standing of the Club.
3. To prepare and submit all financial reports required by any governmental agency.

Section E - The duties and authority of the AKCA Representative shall be:

1. To represent the Club as directed by the Executive Committee at the monthly AKCA board meetings and communicate the results to the Executive Committee in a timely fashion.
2. To cast any required vote on behalf of the Club as directed by the Executive Committee.
3. To collect AKCA materials for disbursement to the Membership at the direction of the Executive Committee.
4. To provide a timely report to the Newsletter Editor for inclusion in the monthly newsletter.

Article XI- Committees

Section A - There shall be standing committees and select committees. The President may create additional select committees as the need arises. All committee chairpersons shall record and report the proceedings and actions of their respective committees.

Article XII - Approval & Amendments to the Bylaws

Section A - These Bylaws may be approved or amended by a vote of two-thirds (2/3) of the Membership in good standing present at any meeting of the Membership provided proper notice of said meeting is given, in writing, as specified in these Bylaws. The full text of the Bylaws, or amendments thereto, which are proposed must be served upon each Member at least five (5) days prior to the meeting at which such Bylaws or amendments are to be voted upon. The use of an electronic or paper distribution shall be deemed proper notice.

Article XIII - Property Rights of Members

Section A - The property of this Club is irrevocable; dedicated to the objects and purposes of the Club as outlined in Article I, Section B of these Bylaws.

Section B - No Member shall have individual rights to Club property or assets.

Section C - In the event of the dissolution of the Club, its properties and moneys shall not revert to the possession of the Membership but shall be given to the Make a Wish Foundation in Charleston, South Carolina. No part of any net earning or assets of the Club shall inure to the benefit of any Member or individual.

Article IX - Parliamentary Authority

Section A - Robert's Rules of Order (revised) shall govern all proceedings of the Club providing they are not in conflict with these Bylaws. In the absence of the appointment of a Parliamentarian, the President shall be the final interpretative authority for Robert's Rules of Order (revised).