

**By Laws of the Valley Of The Sun Koi Club  
AKA VSKC**

**Article I - Name and Purpose of the Association**

Section A -The name of the Association shall be the Valley Of The Sun Koi Club abbreviated VSKC.

Section B - The purpose of the association will be to promote, create and enlarge the hobby of Koi keeping, breeding, appreciating, rescuing and exhibiting Koi; to disseminate information about the above 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.

Section C – The association prohibits any activities to benefit individual memberships. Participation by all memberships is voluntary with no monetary reimbursement. No member individually may profit from the Association.

**Article II - Membership**

Section A -Any person who has an interest in Koi culture shall be eligible for membership. Upon application and payment of dues as outlined in Article IV the application will be presented to the membership present at any regular or special meeting to which the membership of the Association has been given proper notice and upon majority of members present vote the applicant will become a member of the Association in good standing. Any member may voluntarily withdraw or may be suspended or expelled by at any meeting of the membership by majority vote (see Article V Section D) for violation of the bylaws or for conduct deemed detrimental to the Association.

Section B - Membership shall not be transferable and both membership and rights in the property of the association shall cease and terminate upon death, withdrawal, expulsion or other termination of membership in the Association.

Section C - All voting shall be done by dually qualified members in good standing for minimum of 90 days prior to voting. A dually qualified member may assign their proxy to a Board of Director or a dually qualified membership. No one membership may hold more than five percent (5%) of the total membership in proxy. Each meeting will require a separate and distinct proxy. A proxy is an 1) originally signed letter transferring voting rights for a specific meeting or 2) original printed email, with the memberships verified email address, transferring voting rights for a specific meeting.

Section D – Category of membership 1) Family 2) Individual or 3) Honorary. Each category of membership is entitled to one (1) vote. Separate family members may hold an Individual membership, each paying required dues. Membership is not restricted to age, race, political affiliation or religion, only members 18 years or older have voting

privileges. A Honorary Membership is a current or past membership that 1) has been a member of the Valley Of The Sun Koi Club for a total of twenty (20) years (need not be consecutive) 2) be nominated by a dually qualified membership and 3) have an affirmative vote by the membership. There are no dues associated with this position. (See Article V Section D).

Section E – Memberships personal information to include name, identification number, address, telephone and email addresses are not to be shared, sold, traded or bargained for to any entity outside of the Association membership or AKCA. Individual memberships may give permission to share this information.

Section F – Memberships are not exclusive to individuals who own, operate, maintain or are employees of a business related to the Koi hobby or similar entities. However the Association memberships' personal information will not be used for any benefit of the business without individual membership's approval.

### **Article III - Fiscal Year**

Section A -The fiscal year and the year for the payment and collection of annual dues shall be the calendar year, January 1st through December 31st of the same calendar year.

### **Article IV - Dues and Initiation Fee**

Section A -The initiation fee for members shall be \$20 per Individual or Family membership, payable in advance with the application for membership and only for initial membership. may be prorated at \$10 after June 1<sup>st</sup>.

Section B - The annual dues for members shall be \$20 per Individual or Family and are payable on January 1st of each year except in the case of new members whose initial dues are payable with their application for membership and may be prorated at \$10 after June 1<sup>st</sup>.

### **Article V -Meetings**

Section A -The **annual** meeting for the membership, for the installation of officers and directors, and for receiving annual reports from the Secretary and Treasurer shall be held at the regular meeting time in March of each year. Notice of the annual meeting must be submitted to the membership in writing, at least five (5) business days prior to said meeting. The Association newsletter, website, email or mailed notice shall be deemed a satisfactory method of written notification.

Section B - The **regular** meetings of the membership shall be held monthly from September through May on the third Sunday of the calendar month at 2PM. A change in the established date, time and location of a singular regular meeting may be made by majority vote of the memberships present at any regular meeting.

Section C - **Special** meetings may be called by the President of the Board of Directors (BOD), a majority of the BOD or by special request to the President of at least eleven (11) duly qualified memberships. The President will set the date, time and location of such meeting subject to the approval of the majority of the members of the BOD. The Association newsletter, website, email or mailed notice shall be deemed a satisfactory method of written notification to the membership at least three (3) days in advance of such meeting. At such special meetings, any business normally done at regular meetings may be transacted in addition to the published agenda. Notice of special meetings must also include a published agenda of the business items to be acted upon in the form of the newsletter, website, email or mailed notice.

Section D - One-third (1/3) of the dually qualified memberships shall constitute a quorum at any meeting of the membership. Each dually qualified membership either individual or family has one (1) vote. A dually qualified membership, either individual or family, is a membership that is dues current and has no negative sanctions in processes or levied at a minimum of 90 days prior to the meeting. Actions brought to a vote are carried based on an affirmative majority vote except By Law Changes, see Article XI Section A. If a quorum is not present the BOD will determine all decisions based on an affirmative majority vote of occupied BOD positions. The President will decide all ties. In the event of a canceled meeting all required activities must be conducted at the next meeting.

#### **Article VI - The Board of Directors**

Section A -The Board of Directors shall consist of nine (9) members. The President of the Association shall be a member of the Board of Directors and shall act as Chairperson. In the event of a vacancy on the Board, the remaining Directors, based on an affirmative majority vote of occupied BOD positions, shall fill the vacancy or vacancies for the unexpired term or terms by appointment. The President will decide all ties.

Section B - The term of the members of the Board of Directors shall be 1 year. The even years will elect the President, Secretary and Member at Large. The odd years will elect the Vice President, Treasurer and AKCA Representative.

Section C - There shall be no established regular meetings of the BOD required by the bylaws other than the requirement that at least one (1) such meeting will be held each calendar year for election of the BOD. Special meetings of the BOD may be called by the President or by notice signed by a majority of the BOD and notice thereof given to all Directors not less than three (3) day prior to such meetings. The President will set the date, time and location of such meeting subject to the approval of the majority of the members of the BOD.

#### **Article VII – Board of Directors (BOD)**

Section A -The Board of Directors consist of the:

President

Vice President of Education

AKCA Representative

Secretary                      Treasurer                      Member at Large  
EX –Officco Member at Large (up to 3 positions)

Section B - Vacancy in any office shall be filled in accordance with Article VI Section C.

### **Article VIII - Election of the Board of Directors**

Section A -At the regular meeting in the month of January, the President will appoint a nominating committee composed of not less than 3 memberships including a chairperson for that committee . The committee will meet prior to the March meeting and choose a slate of candidates for officers (and/or Board of Directors) to be presented to the membership at the March meeting. At that time the chairperson of the nominating committee shall present the slate of candidates to the membership. The President will call for nominations from the floor. Upon close of nominations the President will call for a vote. This vote may be verbal, by hand or by secret ballot. However, if two or more candidates are nominated for a particular office then the vote shall be by secret ballot. Those candidates with the highest number of votes shall be declared elected by the President. If a quorum is not present refer to Article V Meeting, Section D. In the event of a tie, the President will call for another vote (run-off).

Section B – A Board of Directors must be dually qualified member and maintain a paid membership for twelve (12) consecutive months prior to the election or appointment. Except, the Member At Large must be dually qualified. Except the EX –Officco Member at Large must have held a minimum of three (3) positions on the BODs or as an Officer, must be dually qualified member, and maintain paid membership for ten (10) years (need not be consecutive) prior to election.

Section C - Prior to the April meeting, the BOD will appoint committees and chairpersons thereof. All elections or appointments are subject to the approval of those elected or appointed. The installation of officers and announcements of appointments will be held at the opening of the April meeting.

### **Article IX - Duties of Officers**

Section A -The duties of the **President** shall be:

1. To appoint all committees, with the assistance of the BOD.
2. To install the newly elected officers at the end of his or her term (or appoint someone to do so).
3. To preside at all meetings at which he or she is present.
4. To call special meetings of the Association, committees, BOD or any other meetings which may be requested as outlined in the bylaws.
5. In case of any question or demeanor, while an officer, the President is further governed by the Roberts Rules of Order.

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

1. To assume all duties of the President during his or her absence or upon request by the President.
2. To organize the educational opportunities of the club and meetings.
3. Other duties which may be assigned.

Section C - The duties of the **Secretary** shall be:

1. To keep all records of the meetings including meetings of the Board of Directors.
2. To send out all notices of regular or special meetings as deemed necessary by the President or Board of Directors. Meeting notices in the Association bulletin are deemed to comply with the bylaws.
3. Other duties which may be assigned.

Section D - The duties of the **Treasurer** shall be:

1. To prepare and present at each regular meeting a report of the receipts and expenditures during the previous month.
2. To pay pre-determined accounts as may be authorized by the membership of the Association and to pay those bills presented and approved at each regular or annual meeting.
3. To prepare and submit all reports required by any governmental agency.
4. Maintain a current and accurate dually qualified membership rooster.
5. Other duties which may be assigned.

Section E - The duties of the club **AKCA Representative** shall be:

1. Inform the Association of all ACKA activities and correspondences.
2. Maintain the Association AKCA proxy.
3. Ensure the Association's voice or opinion is heard by AKCA.
4. Other duties which may be assigned.

Section F - The duties of the club **Newsletter Editor** shall be:

1. Organize, edit and distribute a new edition per Article X.
2. Other duties which may be assigned.

Section G - The duties of the club **Web Site Editor** shall be:

1. Organize, edit and publish the Association web page.
2. Ensure payment of all accounts to maintain the web site on the World Wide Web.
3. Other duties which may be assigned.

Section H – The duties of the **Member at Large** shall be:

1. Serve on the BOD as an active participant in the Association operations.
2. Other duties which may be assigned.

Section I – The duties of the **EX –Officco Member** at Large shall be:

1. Serve on the BOD as an active participant in the Association operations.
2. Other duties which may be assigned.

## **Article X – Activities**

Section A - There may be standing committees and select committees. All committees shall be created by the BOD as the need arises. All committee chairpersons shall keep a record of the proceedings and actions of their respective committees as a history and to assist successive committee persons.

Section B – The Association shall maintain a newsletter and web page.

Section C – The newsletter will be published monthly during September through May. Additional editions maybe published as needed. It serves as a communication mechanism for the Association.

Section D – The web page will be kept current monthly during August through May. It serves as a communication mechanism for the Association.

## **Article XI - Approval & Amendments to the Bylaws**

Section A -These bylaws may be approved or amended by a vote of two-thirds (2/3) of the dually qualified memberships present at any meeting following Article V Section D. The full text of the bylaws, or amendments thereto, which are proposed must be served upon each member at least three (3) days prior to the meeting at which such bylaws or amendments are to be voted upon. Proposals for amendments to the bylaws shall be instituted only by the Board of Directors or at least 11 dually qualified memberships.

Section B – The Board of Directors may amend these By Laws by an affirmative majority vote of the filled BOD positions for the sole purpose of compiling with state or federal laws or regulations, to achieve or maintain tax or corporation status.

## **Article XII Property Rights of Members**

Section A -The property of this Association is irrevocable; dedicated to the objects and purposes of the Association as outlined in Article 1, Section B of these bylaws. In the event of the dissolution of the Association, its properties and moneys shall not revert to the possession of the membership but shall be given to another non-profit Association or educational organization which is to be chosen by the membership of the Association. No part of any net earning or assets of the Association shall inure to the benefit of any member or individual.

## **Article XIII -Parliamentary Authority**

Section A - Robert’s Rules of Order (the most current published edition) shall govern all proceedings of this Association providing they are not in conflict with these bylaws.

Section B – These By Laws supersede any current By Laws.

**Article XIV – Treasury**

Section A - The Association will maintain a minimum of seven thousand dollars (\$7,000) in cash assets.

Section B – The BOD may authorize expenditures up to five hundred dollars (\$500). All expenditures greater than five hundred dollars (\$500) will be brought to a vote of the membership. Actions brought to a vote are carried based on an affirmative majority vote per Article V Section D.

Section C - The Board of Directors will confirm all expenditures of seven hundred and fifty dollars (\$750) by an affirmative vote of the majority of occupied BOD positions.