



# The Angelfish Society: Board of Directors

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Role, Duties, Authorities and Eligibility, and Election

Presentation created by Tamar Stephens for the  
November 17, 2008 TAS Membership Meeting

# The Angelfish Society (TAS)

## Bylaws

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Our bylaws lay out who is eligible to serve on the Board of Directors (BOD), how many people are on the BOD, how they are elected, and their duties.

All members should take the time to read the bylaws to become better informed.



# TAS Year

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- TAS's fiscal year begins on the 1st day of January and ends on the last day of December.
- TAS's official year begins immediately at the conclusion of the election at the annual meeting and continues through the election at the next annual meeting.  
(Bylaws Article V, section 1)



# Annual Meeting

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- The Annual Meeting is held in the month of December
- Officers and Directors (members at large) are elected by open ballot from among those nominated in accordance with Section 4 of Article V.
- Officers and Directors take office immediately upon the conclusion of the election.
- Each retiring officer turns over to the successor all properties and records relating to that office within 30 days after the election.  
(Bylaws Article V, section 2)



# Elections

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- The nominated candidate receiving the greater number of votes for each office shall be declared elected.
- The nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected.  
(Bylaws Article V, section 3)



# Who is Eligible to Vote?

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- Anyone is eligible to vote 45 days after becoming a members. (This included, regular, life, and junior members.)  
(Bylaws, Article II, section 1)



# Nominations

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- No person may be a candidate in a Club election who has not been nominated.
- Nominations will take place at the annual meeting.
- Voting will take place on TAS's official website. One week will be allowed for voting of Officers and the Board.
- Term of office for Board members will be two years with election of new Board members after the inaugural election on even numbered years.  
(Bylaws Article V, section 4)

# What is the Purpose of the BOD?



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- The Board of Directors is responsible for taking care of the general affairs of the organization. (Article IV, Section 1)
- These responsibilities will become clearer as we look at the duties and authorities spelled out in the bylaws.



# Who is eligible to serve on the BOD?

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- Regular and life members are eligible to hold office 90 days from the date of their membership. (Article II, Section 1)
  - Regular members are 18 years of age or older.
  - Life members have 25 years of service to TAS.
  - Junior members (under age 18) may not hold office.



# How many people serve on the Board of Directors?

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- The Board of Directors (BOD) consists of 9 people:
  - 4 Officers
    - President
    - Vice-President
    - Secretary
    - Treasurer
  - 5 Members at large



# Duties of the Officers (bylaws Article IV)

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- President presides at all TAS and BOD meetings and has “duties and powers normally appurtenant to the office of president.”
- Vice-president assumes president’s responsibilities in absence of president.
- Secretary keeps records of all membership and board meetings, and all other matters for which records shall be ordered by TAS.
- Treasurer manages money and provides monthly reports of income and expenditures.



# Responsibilities and Duties of the Board as specified in TAS bylaws

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- The next several slides summarize the key responsibilities and duties spelled out in the bylaws. For more complete details, be sure to read the bylaws themselves.



# The BOD is responsible for Meetings and Voting

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- The Board determines location of monthly membership meetings.
- The President or a simple majority of the Board may call a special membership meeting.
- The Board must meet a minimum of 6 times a year.
- The Board determines the voting system.  
(Bylaws Article III)



# The BOD and Dues

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- The BOD determines the amount of dues members pay.  
(Bylaws, Article II)



# BOD Vacancies

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- If a vacancy occurs on the Board, the BOD fills that vacancy by majority vote until the next regular election.

(Bylaws Article IV, Section 4)



# The BOD and Committees

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- The Board appoints standing committees, special committees, and can terminate committee appointments. This applies to all committees except the Standards Committee.
- The Standards Committee is defined under its own section in the bylaws, and the BOD does not have authority over it.

(Bylaws Article VII)



# The BOD and Angelfish Standards

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- The BOD may adopt or reject (but not modify) any naming standards proposed by the Standards Committee.
  - The BOD has the authority to submit a proposed new mutation name to the Standards Committee at any time.
- (Bylaws Article VI)



# Discipline

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- Any member may prefer charges against another member for conduct prejudicial to the best interests of TAS.
  - The BOD considers whether the alleged actions, if proven, would constitute misconduct prejudicial to the best interests of TAS.
  - The BOD then has the authority to hold a hearing, to determine whether complainant and defendant may bring counsel to the hearing, to determine whether to suspend the defendant from TAS privileges (max 6 months).
- (Bylaws, Article VIII)



# Parliamentary Authority

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- The rules in the most current edition of Roberts Rules of Order govern TAS in all matters where they are applicable, except where they are inconsistent with a provision of the bylaws or any other special rule that TAS adopts.

(Bylaws Article XII)



# Role of the BOD – Opinion by Tamar Stephens

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This slide and the next are my personal interpretation of the role I believe the BOD should take in addition to the specific duties in the bylaws.

I believe it is the responsibility of the Board to provide leadership and set goals for TAS.

- in keeping with the general wishes of the membership,
- in accordance with the bylaws, and
- consistent with our incorporation as a not-for-profit corporation organized for educational purposes as specified in Section 501 (c ) (3) of the Internal Revenue Code.



# Role of the BOD (continued)

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- I also feel strongly that as a board we should always focus on what will be good for TAS to:
  - Fulfill its educational mission
  - Be a vibrant and meaningful organization
  - Be an organization members are proud to belong to



# Are you ready to serve?

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- I hope this presentation has given you a better idea of what it means to be a Board member.
- If you feel you can both uphold the bylaws and put in that little bit of extra to provide enthusiasm and leadership for TAS, please consider running for office, as an officer or as a Board member (member at large).
- Come to the December Annual Meeting and make sure someone else is there who knows you want to run and who will nominate you!



# The End

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