

Revised Bylaws

Atlanta Koi Club

Effective March 13, 2011

Article I - Name and Purpose of the Club

Section A - The name of the Club shall be the Atlanta Koi Club, hereinafter the "Club."

Section B - The Club will be a social club, a non-profit organization, and not a business. The purpose of the Club shall be to promote, create, and enlarge the hobby of Koi keeping, breeding Koi, appreciating and exhibiting them, pond building, filtration and maintenance, to disseminate information about these purposes to the Membership and others, to engage in educational and social activities related to these purposes, and to acquire and own such property as may be necessary for the foregoing purposes.

Article II - Membership

Section A - Any adult who has an interest in the Koi hobby and the foregoing purposes will be eligible for Membership. Upon submitting an application and payment of dues as outlined in Article VI, the applicant will become a Member of the Club in good standing.

Section B - Any Member will be considered a Member in good standing if they have paid their dues for the current fiscal year.

Section C - Any Member may voluntarily withdraw from the Club.

Section D - A Member may be expelled by a two-thirds (2/3s) vote of Members present at a regular or special meeting of the Membership, provided a quorum is present, for violation of the Bylaws, non-payment of dues or for conduct deemed by the Membership as detrimental to the Club.

Section E - Membership and rights in the Club will cease upon death, withdrawal, or other termination of Membership in the Club.

Section F - Memberships are not transferable or assignable.

Section G - There will be no maximum number of Members in the Club.

Section H - There will be two basic types of Membership with voting privileges. An Individual Membership will be available to adults 18 years old or older. A Household Membership will be available to households with two or more adults 18 years of age or older.

Section I - "Honorary" or "Lifetime" Memberships may be awarded individuals selected by the Club as so deserving. Such individuals will not be required to pay annual Membership Dues. Such individuals may be so designated by a two-thirds (2/3s) vote of the Membership at any regular or special meeting of the Club provided a quorum is present.

Section J - Members' privacy shall be safeguarded in accord with the Club's Privacy Policy, which shall be published in the Club Newsletter and on the Club's website. Knowing violation of the Club's Privacy Policy by any Member or Sponsor shall be cause for expulsion.

Article III – Club Sponsors

Section A - Any company which has an interest in the Koi hobby will be eligible to become a Club Sponsor. Upon submitting an application and payment of dues as outlined in Article VI, the applicant will become a Club

Sponsor in good standing.

Section B - A Club Sponsor will be considered a Club Sponsor in good standing if it has paid its dues for the current fiscal year.

Section C - A Club Sponsor may voluntarily withdraw from the Club at any time.

Section D - A Club Sponsor may be expelled by a two-thirds (2/3s) vote of Members present at a regular or special meeting, provided a quorum is present, for violation of the Bylaws, non-payment of dues, or for conduct deemed by the Membership as detrimental to the Club.

Section E - A Club Sponsor and its rights in the Club will cease upon dissolution of the company, withdrawal, or other termination of Sponsorship in the Club.

Section F - Club Sponsorships are not transferable or assignable.

Section G - There will be no maximum number of Sponsors in the Club.

Section H - A Club Sponsor has no voting rights.

Article IV – Membership and Sponsorship Rights

Section A - Each Member in good standing shall have the right to vote at each regular or special meeting attended.

Section B - Each Member in good standing will have the right, in conjunction with four other Members, to request a special meeting from the President of the Club.

Section C - Each Member and Sponsor will have the right to receive the Club Newsletter. This may be in electronic or paper form as determined by the Newsletter Editor.

Section D - Each Club Sponsor will receive one business card-size advertisement in the Club Newsletter for the length of the Sponsorship.

Section E - Each Club Sponsor will receive one listing on the Club website Sponsor page for the length of the Sponsorship.

Section F - A Member or Sponsor may purchase advertisements (e.g., business card-size, a quarter page, one half-page, full page, etc.) in the Club Newsletter at prevailing Club advertising rates.

Section G - Both Members and Sponsors shall be encouraged to participate fully in the activities of the Club.

Article V - Fiscal Year

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

Article VI – Dues

Section A - Annual dues will be due and payable at the beginning of the fiscal year, and considered delinquent after January 31st. The annual dues for a Household Membership, Individual Membership, and Club Sponsorship shall be set by the Executive Committee, and approved by a majority vote of Members present at a regular or special Club meeting provided a quorum is present.

Section B - Dues 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. Members and Sponsors who have not paid their dues by February 1st shall be deleted from the rolls of active Members and Sponsors by the Membership Officer.

Section C - Dues are not transferable, not assignable, and not refundable, in whole or in part.

Section D - The Membership Chairperson shall notify the Newsletter Editor no later than February 1st of any Sponsors who have not paid their dues. The Newsletter Editor shall remove those Sponsors from the newsletter starting with the February edition. If the delinquent dues are subsequently paid, the Membership Chairperson shall notify the Newsletter Editor to restore the Sponsor to the Newsletter.

Section E - The Membership Chairperson shall notify the Webmaster no later than February 1st of any Sponsors who have not paid their dues and are therefore no longer Sponsors. The Webmaster will remove the former Sponsor from the Sponsor page of the Club website. If the delinquent dues are subsequently paid, the Membership Chairperson will notify the Webmaster to restore the Sponsor to the Sponsor page of the Club website.

Section F - Annually at the Club's February meeting, the Membership Chairperson will report the number of Members and Sponsors who have paid their dues and are thus Members and Sponsors in good standing.

Section G - Funds collected from dues will be used to further the purposes of the Club.

Article VII – Meetings

Section A - The annual Membership meeting for the installation of Officers and for receipt of annual reports from the Secretary, Treasurer, and Property Manager will be held at the regular meeting in January each year. Notice of the annual meeting via the Club Newsletter and website will be the customary means of notifying Members and Sponsors of the January meeting date, place, and time.

Section B - The regular meetings of the Executive Committee will normally be held one hour in advance of the regular meetings of the Membership.

Section C - The schedule of regular meetings of the Membership shall be as recommended by the Vice President and as approved by the Executive Committee. The Executive Committee will cause the schedule to be published on the Club website and in the Club Newsletter.

Section D - Special meetings of the Membership may be called by the President or upon special request of the President by at least five Members in good standing. The President will set the date, time and location of such meeting. Notice shall be given to the Membership at least seven days in advance of such meeting. Notice of a special meeting must include a summary of the agenda items. If a quorum of the Membership is present at any such special meeting, any business normally done at regular meetings may also be transacted.

Section E - Attendance by at least two-thirds (2/3s) of the average number of Members attending regular meetings during the previous six months will constitute a quorum at any meeting of the Membership. The number of attendees at each meeting will be taken by the Membership Chairperson, and may subsequently be published on the Club website and in the Club Newsletter. Regular or special meetings with a quorum of the Membership will be able to conduct any Club business. If a quorum of the Membership is not present, Club business may not be conducted.

Section F - Attendance by at least three (3) elected Officers will constitute a quorum at any meeting of the Executive Committee, provided one of the three Officers is the President or Vice President. Regular or special meetings with a quorum of the Executive Committee will be able to conduct any Executive Committee business. If a quorum of the Executive Committee is not present, Executive Committee business may not be conducted.

Section G - Special meetings of the Executive Committee may be called by the President or upon special request of the President by at least two Members of the Executive Committee. The President will set the date, time, and location of such meeting subject to the approval of a majority of the Members of the Executive Committee. Notice will be given to all Members of the Executive Committee at least three days in advance of such meeting. Notice of a special meeting must include a summary of the agenda items. If a quorum of the Executive Committee

is present at any such special meeting, any business normally done at regular Executive Committee meetings may also be transacted.

Article VIII – Voting

Section A - An individual Member in good standing shall entitle the individual to one vote.

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

Section C - Club Sponsors will not be entitled to vote.

Section D - Members in good standing attending a regular or special meeting will do all voting personally; no proxies or absentee ballots will be allowed.

Article IX - Officers of the Club (Executive Committee), Appointments, and Committee Chairpersons

Section A - The elected Officers of the Club and their terms in office shall be:

President	Two years by election (election in even years)
Vice President	Two years by election (election in odd years)
Secretary	Two years by election (election in even years)
Treasurer	Two years by election (election in odd years)
Property Manager	Two years by election (election in even years)

Section B - The appointed Officers of the Club and their terms in office shall be:

AKCA Representative	One year by appointment of the President or President-Elect
Newsletter Editor	One year by appointment of the President or President-Elect
Webmaster	One year by appointment of the President or President-Elect
Membership Committee Chairperson	One year by appointment of the President or President-Elect
Pond Tour Committee Chairperson	Project and term by appointment of the President or President-Elect, usually every other year
Koi Show Committee Chairperson	Project and term by appointment of the President or President-Elect
Marketing Chairperson	One year by appointment of the President or President-Elect
Volunteer Committee Chairperson	One year by appointment of the President or President-Elect
Nominating Committee Chairperson	Project and term by appointment of the President or President-Elect

Section C - The elected offices of the Club cannot be held by the same Member for more than two consecutive terms.

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

Section E - Vacancy in the offices of Vice President, Secretary, Treasurer or Property Manager will be filled by election for the remainder of the term. Filling a vacant office for less than one year will not count as part of the two consecutive term limits. Filling a vacant office for one year or more will count as part of the two consecutive term limits.

Section F - Club Sponsors (or members whose occupation is in the industry) may only serve in an advisory capacity; they may not serve as either elected or appointed Officers or in any other position of authority.

Section G - No Member may hold more than one elected office at any given time.

Section H - No Member may hold more than two offices, elected and appointed, at any given time.

Section I - The elected Officers of the Club in Article XI shall constitute the Executive Committee.

Section J - No Officer, Member, or Sponsor of the Club will execute a contract or agreement on behalf of the Club without the prior approval of the Executive Committee. Notwithstanding the foregoing, the Treasurer may renew the Club's insurance policy(ies) in advance of approval by the Executive Committee in order to insure continuing coverage for the Club, its Officers, its liabilities, and its property.

Section K - Chairpersons will report to the Executive Committee as requested by the Executive Committee. Chairpersons are not members of the Executive Committee unless they also hold elected office. Chairpersons and other appointees may be invited to attend any meetings of the Executive Committee.

Section L - Any elected Officer of the Club may be removed from office for cause by a two-thirds (2/3s) vote at any regular or special meeting of the Club provided a quorum is present.

Article X - Election of Officers

Section A - By no later than the August regular meeting of the Club, the President will have appointed a Nominating Committee.

Section B - The Nominating Committee will have no fewer than three members, one of whom may also be an Officer of the Club.

Section C - The Nominating Committee will meet prior to the September meeting, and produce a slate of candidates for Officers to be elected and to be presented to the Membership at the September meeting. The Nominating Committee will normally have named two candidates for each available position. The slate of candidates shall be recorded in the minutes of the Nominating Committee meeting, and published in the next Club Newsletter. All candidates must have given prior consent to be nominated and have agreed to serve if elected.

Section D - At the regular meeting of the Membership in September, the Nominating Committee Chairperson will present to the Membership the slate of candidates for the upcoming open positions.

Section E - At the October meeting, the President will restate the candidates for open positions nominated by the Nominating Committee and call for any nominations from the floor. Any nominees from the floor must be present at the meeting to be elected, and must have given prior consent to be nominated and have agreed to serve if elected.

Section F - At the October meeting, with a quorum present and upon the close of nominations from the floor, the President will call for a vote. Only Members in good standing may vote. The vote will be taken by secret ballot.

Section G - The candidate with the highest number of votes will be declared elected by the President. In case of a tie, the President will call for another vote (run-off).

Section H - The President-Elect will select the Officers to be appointed for the forthcoming year. Consideration will be given to those Members who were nominated for a position and had agreed to serve if elected, but were not elected by the Membership vote. The installation of Officers and announcements of appointments will be held at the Membership meeting in November.

Article XI - Duties and Authority of Officers

Section A - The duties, responsibilities, and 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 and Chairpersons.
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. Approval of incidental expenses not otherwise budgeted or addressed in these Bylaws.
6. To appoint additional committees as necessary.
7. To provide a monthly President's message for the monthly Club Newsletter.
8. To review in advance of approval by the other members of the Executive Committee and the Membership the proposed annual budget prepared by the Treasurer.

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

1. To assume all duties of the President during his or her absence, or upon his/her resignation or other departure from office, or upon request by the President, in addition to other duties which may be assigned.
2. To assist the President as requested.
3. To assist Committee Chairpersons as requested.
4. To secure the location for regular monthly Club meetings and to establish meeting dates and times for the coming year.
5. To secure programs for regular monthly Club meetings.
6. To provide information to the Newsletter Editor and Webmaster regarding monthly programs and meetings.
7. By January 15th each year, provide the Treasurer for input in preparing the annual budget any income/expense projections coming from the office of Vice President.

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

1. To keep all records of regular and any special meetings of the Executive Committee and Membership.
2. If requested by the President, to provide a summary of the Executive Committee meetings at the subsequent Membership meeting.
3. To forward to the Newsletter Editor minutes of the Executive Committee and Membership meetings in accordance with the timeframes required for Newsletter publication.
4. To handle any Club correspondence as requested by the President.
5. To bring to all Club meetings a copy of the Bylaws and recent minutes of previous meetings as resources in case any questions arise concerning them.
6. To send all Members of record via email, or other delivery method as may be necessary, any required notices in accordance with the Bylaws.
7. To furnish copies of the Club's Bylaws as may be requested by other Officers and Members.
8. To archive all Club records and reports for the current fiscal year.
9. To record the number of Members and Sponsors attending each meeting as reported by the Membership Officer.
10. As may be requested by the President, another Officer or any Member, and upon the direction of the President, prepare any needed, recommended changes to the Bylaws.
11. By January 15th each year, provide the Treasurer for input in preparing the annual budget any income/expense projections coming from the office of the Secretary.
12. Advise the President on any matters of parliamentary procedure if the need arises.

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

1. To receive funds for deposit from various sources and advice of deposits made by the Membership Chairperson for dues collected, name badges ordered, and any magazine subscriptions ordered; said funds to be deposited into the Club's account(s) with its primary financial institution ("Bank").
2. To recommend to the Executive Committee the Club's Bank which objectively will have, at a minimum, federal insurance in an amount at least equal to the highest balance held by the Club in the preceding 12 months or the highest amount carried in the current year's budget, whichever is greater.
3. To be prepared, if asked, to report to the Executive Committee at its meetings, or to the Membership at Club meetings, the financial condition of the Club at any given time.
4. To pay bills and reimburse Members' expenses in accord with the Club's approved annual budget or, if over-budget, unbudgeted, or greater than the established limits set for Committee Chairpersons, to obtain approval from the President, Executive Committee, or Membership in

- accord with the Bylaws.
5. To request a financial accounting from any Chairperson at the conclusion of any major Club project or event.
 6. To provide the Newsletter Editor for the Club Newsletter periodic financial statements prepared by the Treasurer or the Club's auditors.
 7. To keep the Club's books, and prepare and submit all financial reports required by any governmental agency, including preservation of the Club's tax-exempt status.
 8. To perform or engage biannual audits of the financial records of the Club in June and in December each year and deliver the corresponding reports to the Executive Committee. The reports shall include the Club's property, supplies, and equipment managed by the Property Manager.
 9. To prepare the Club's annual budget after obtaining input from the Committee Chairpersons and other relevant sources for presentation to the Executive Committee in January and for presentation to the Membership in February.
 10. As requested by the President, to prepare a report of the Club's year-to-date financial performance; e.g., YTD actual compared to budget and estimates to year-end.
 11. To report to the Executive Committee at any time the Club's year-to-date net income is less than 10% of budget or expenses greater than 10% of budget.
 12. With the Property Manager, to conduct an annual inventory as of year-end of the Club's property, supplies, and equipment, and report the results to the Executive Committee by January 31st.
 13. Annually by June 30th, to evaluate the adequacy of the Club's insurance policy(ies), its agent(s) and insurance company(ies), and recommend to the Executive Committee any needed changes.

Section E - The duties, responsibilities, and authority of the Property Manager shall be:

1. With the Treasurer, to conduct an annual inventory as of year-end of the Club's property, supplies, and equipment and report the results to the Executive Committee by January 31st.
2. To secure storage space for the Club's property with the approval of the Executive Committee.
3. To oversee the loaning of any of the Club's property/supplies/equipment as approved by the Executive Committee and ensuring their return in good, usable condition. If the equipment loaned is tanks, nets, or the like, the Property Manager and the borrowing Member will ensure said equipment is returned disease free.
4. To assist Committee Chairpersons with Club equipment.
5. As requested by the Executive Committee, to provide periodic reports on the status of any Club property or equipment loaned or rented to others. Club funds may not be loaned.
6. By January 15th, to provide the Treasurer any needed expenditures for property or equipment for the coming year for inclusion by the Treasurer in the preparation of the annual budget.

Section F - The duties, responsibilities, 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 to 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.
4. To provide a timely report to the Newsletter Editor for the Club Newsletter.
5. To provide Club news to the KOI USA Magazine News Editor.
6. By January 15th each year, to submit to the Treasurer any recommended AKCA expenditures by the Club for the coming year to facilitate in the preparation of the annual budget.

Section G - The duties, responsibilities, and authority of the Webmaster shall be:

1. To organize a committee that creates, maintains, and updates an Internet website for the Club.
2. To prepare and submit for the approval of the Executive Committee the contents of the Club website.
3. By January 15th, submit to the Treasurer any needed expenditures for website hosting for the coming year to facilitate in the preparation of the annual budget by the Treasurer.

Section H - The duties, responsibilities, and authority of the Newsletter Editor shall be:

1. To prepare and make available on the Club website the Club Newsletter.

2. To prepare a newsletter that includes articles and reports at all levels of interest in the Club.
3. By January 15th, prepare and submit to the Treasurer any needed expenditures for the Club Newsletter for the coming year to facilitate in the preparation of the annual budget.

Section I - The duties, responsibilities, and authority of the Membership Committee Chairperson shall be:

1. To organize activities which increase the Membership of the Club.
2. To generate, collect and maintain applications for Membership and Sponsors, collect Membership and Sponsorship Dues, record orders for name badges and orders for subscriptions to any Club-endorsed magazines, to deposit all funds collected with the Club's Bank, provide timely remittance advice to the Treasurer for recordkeeping purposes, and to maintain the Club's Membership and Sponsorship rosters.
3. By January 15th each year, to submit to the Treasurer any recommended expenditures for Club Membership drives and expenses for the coming year.

Section J - The duties, responsibilities, and authority of the Marketing Committee Chairperson shall be:

1. To organize activities which increase the visibility of the Club.
2. To work with Chairpersons (e.g., of the Koi Show) to advertise Club activities.
3. By January 15th each year, to submit to the Treasurer any recommended expenditures for Club advertising for the coming year.

Section K - The duties, responsibilities, and authority of the Volunteer Committee Chairperson shall be:

1. To work with Chairpersons (e.g., of the Koi Show) for staffing of Club activities and events.
2. By January 15th each year, to submit to the Treasurer any recommended expenditures for Club volunteer activities for the coming year.

Section L - The duties, responsibilities, and authority of the Executive Committee shall be:

1. To lead the conduct of the business of the Club.
2. To approve all contracts, agreements, or commitments of the Club.
3. To approve the annual budget prepared by the Treasurer.
4. To approve any expenditure up to 10% over-budget or unbudgeted not otherwise approved by Committee Chairpersons. Any expenditure in excess of 10% of budget will require a majority vote of Members present at a Club meeting, provided a quorum is established.
5. To review and approve all financial statements from the Treasurer. Further, to review and approve periodic reports from the Treasurer on the Club's financial performance, the annual budget, and actual-to-budget comparison reports.

Article XII - Committees and Functions

Section A - There shall be standing committees (e.g., Membership) and select, appointed committees (e.g., the Koi Show). The President may appoint additional select committees as needed.

Section B - All appointments are subject to acceptance of the appointment by those appointed. Term of committees shall be the Club's fiscal year, unless otherwise determined by the President or the Bylaws. The President may appoint any needed replacement for any resignation from an appointed position.

Section C - All committee chairpersons shall record and report the proceedings and actions of their respective committees to the Executive Committee as requested. The Secretary shall archive all such records.

Section D - By January 15th of each year, all committee chairpersons shall prepare and submit to the Treasurer for inclusion in preparation of the Club's annual budget their recommended income and expense projections for the functions/events for which they are responsible. Thereafter, expenditures which are within 10% of the approved budget may be authorized by the responsible Chairperson with notice to the Executive Committee, but without requiring the approval of the Executive Committee. Any expenditure deemed needed by the responsible Chairperson for the purpose of attaining the overall success of the planned event or function which is in excess of 10% of budget will require a majority vote of Members attending any Club meeting provided there is a quorum present.

Article XIII - Approval & Amendments to the Bylaws

These Bylaws may be approved or amended by a vote of two-thirds (2/3s) of Members present at any regular or special meeting of the Membership provided a quorum is present and further provided that proper notice of said meeting is given as specified in these Bylaws. The full text of the Bylaws, or amendments thereto, which are proposed must be made available to each Member at least 10 days prior to the meeting at which such Bylaws or amendments thereto are to be voted upon. The use of an electronic and/or paper distribution shall be deemed proper notice.

Article XIV - Property Rights of Members

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

Section B - No individual Member shall have any 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 another Koi-related, non-profit society or educational organization which is to be chosen by the Membership of the Club, and whose aims and purposes are similar to those of the Club. No part of any net earnings or assets of the Club shall inure to the benefit of any Member or individual.

Article XV - Property of the Club

Section A - The Club may from time to time purchase items that will be used to further the purposes of the Club. Such items shall be designated as the property of the Club. The Property Manager and Treasurer shall inventory such property. The Property Manager shall be solely responsible for the maintenance of the Club's property, supplies, and equipment.

Section B - Except as may be approved by the Executive Committee, and as supported by a legal, binding contract, no Officer, Member of the Club or Sponsor may sell, loan out, or give away any Club-owned property. See Section E for exception.

Section C - To preserve its non-profit, tax-exempt status, Club property is to be used exclusively for non-commercial purposes that further the purposes of the Club.

Section D - Except for Club funds, the Executive Committee may authorize the loan or rental of any of its property provided the other party is deemed responsible and supportive of the Club's purposes, and supported by a legal, binding contract. The individual or organization must agree to use the property for non-commercial purposes and return it when requested in good, disease-free condition. Any such property loaned or rented will be reported to the Executive Committee by the Property Manager in a timely manner and upon its return.

Section E - In an emergency, the President, Vice President, or Property Manager may loan the property of the Club (e.g., a show tank) to a Member without the advance approval of the Executive Committee or Membership. Such a loan shall be reported to the Executive Committee at its next regular meeting, and be included in the Property Manager's periodic reports. Furthermore, the Property Manager will be responsible for obtaining return from the Member the loaned property or equipment within a reasonable period of time and that it be determined to be in good, usable condition and disease free.

Article XVI - Parliamentary Authority

Robert's Rules of Order (revised) shall govern all proceedings of the Club providing they are not in conflict with these Bylaws or law.

