

COA Bylaws

[Adopted 9 June 2022 at Galveston, TX]

Chapter ONE: DUES

Sec. A. Dues for each calendar year are payable on or before January 1.

Sec. B. Members in arrears are no longer entitled to benefits of membership.

Chapter TWO: NOMINATION OF OFFICERS

Sec. A. Immediately following the annual meeting the Nominating Committee is appointed by the President with approval of the Executive Committee. It consists of three (3) persons, one of whom is chair. No currently serving officer may be a member of the Nominating Committee.

Sec. B. Nominees for the offices of President and Vice President must have served, or be presently serving, on the Board of Directors.

Sec. C. The Nominating Committee submits to the Board of Directors and makes available to the membership a full slate of candidates for office (namely President, First Vice President, Second Vice President, Secretary, Treasurer, and Trustee), each of whom has indicated a willingness to serve, at least thirty (30) days prior to the annual meeting.

Sec. D. Members in attendance at the annual meeting may be nominated from the floor during the meeting by written petition signed by five (5) members also in attendance. The nominees must signify a willingness to serve at the time of their nomination.

Sec. E. Members who indicate their willingness to serve and are not in attendance at the annual meeting, may be nominated by written petition. Any such petition verifies the nominee's willingness to serve by the nominee's signature, is signed by no fewer than five (5) members, and is submitted to the Nominating Committee prior to the meeting.

Chapter THREE: ELECTION OF OFFICERS

Sec. A. The election of officers is conducted at the annual meeting. Proxy votes are not permitted.

Sec. B. If more than one person is nominated for a given office, the voting is conducted by written ballot, provided and counted by the Nominating Committee.

Sec. C. In the event that none of those nominated for a given office receives a majority, a runoff election is held between the two nominees who receive the greatest numbers of votes.

Sec. D. The Nominating Committee conducts the election in accordance with the current edition of Robert's Rules of Order.

Chapter FOUR: TERMS OF OFFICE

Sec. A. The term of office for all elected positions is two (2) years.

Sec. B. The President may serve no longer than two (2) consecutive terms.

Sec. C. The term of office of the immediate Past President as a member of the Executive Committee commences immediately following his or her term of office.

Sec. D. Elected officers are installed at the convention banquet.

Sec. E. The six elected officers and the Immediate Past President constitute the Executive Committee of the Board of Directors.

Chapter FIVE: VACANCIES

Sec. A. A vacancy in the office of the President is filled immediately by the First Vice President.

Sec. B. Should a vacancy occur in any elective office other than the President, a replacement for the vacant office is elected by the Executive Committee.

Sec. C. In the event the immediate Past President is unable or declines to serve on the Executive Committee, the next preceding Past President available will fill the position.

Chapter SIX: REMOVAL OF AN EXECUTIVE COMMITTEE MEMBER

Sec. A. In the event of inability to perform duties, failure to perform duties, or misconduct, a letter should be filed with the President outlining the facts. If the subject of the removal is the President, the letter should be filed with the First Vice President.

Sec. B. The President will appoint a committee of three (3) persons, consisting of one (1) officer and two (2) members at large to investigate an officer cited for failure to perform duties or other misconduct.

Sec. C. The Vice President should receive the letter and will appoint the above committee if the President is the officer cited.

Sec. D. The Committee will recommend a course of action to the Executive Committee.

Sec. E. The Executive Committee will take the appropriate steps which could include corrective action or removal from office.

Chapter SEVEN: APPOINTED POSITIONS

Sec. A. The President fills vacancies in any appointed positions with the approval of the Executive Committee. Appointed positions include, but are not necessarily limited to, the chairs the Standing Committees.-No fewer than half those chairs will be appointed to serve on the Board of Directors by

the President for a period of one year, subject to annual reappointment without term limits. In addition, the President may appoint up to three At-Large members to the Board of Directors.

Sec. B. Standing Committees are:

1. Academic Grants
2. Archives-Historian
3. COA Awards
4. Editor, American Conchologist
5. Endowments
6. Finance
7. Membership
8. Parliamentarian
9. Property Management
10. Public Relations
11. Publications

Sec. C. In the event of inability to perform duties, failure to perform duties, or misconduct by an appointed Board Member, a letter should be filed with the President outlining the facts. The Executive Committee will take the appropriate steps which could include corrective action or removal from office

Chapter EIGHT: MEETINGS

Sec. A. An Executive Committee meeting will be held promptly following the annual meeting.

Sec. B. The Board of Directors will meet on call of the President, or on the written request of five (5) members of the Board, and in any event at least once a year.

Sec. C. When a meeting cannot be held, the President may accept votes from the Board of Directors by email, postal mail, or telephone. Votes must be received by the President no later than thirty (30) days after a proposal is made.

Sec. D. All meetings are conducted in accordance with the current edition of Robert's Rules of Order except as otherwise specified in the Constitution and Bylaws.

Chapter NINE: QUORUM

Sec. A. Those members present and voting at the annual meeting constitute a quorum for conducting business.

Sec. B. A majority of the members of the Board of Directors constitutes a quorum to conduct business.

Chapter TEN: VOTING

Sec. A. A two-thirds (2/3) vote of approval by the general membership attending the annual meeting is required to approve Honorary membership.

Sec. B. Other business requiring consent of the membership must be approved by a majority at the annual meeting.

Sec. C. Mail, e-mail, telephone, and proxy ballots are not available for the conduct of normal business at meetings.

Chapter ELEVEN: FUNDS

Sec. A. Funds are maintained in a General Fund and an Endowment Fund.

Sec. B. Funds in the General Fund are only deposited in bank accounts or invested in securities which are insured or secured by an agency of the United States Government. No funds in the General Fund are invested in term securities having a maturity in excess of five (5) years.

Sec. C. The President and the Treasurer are authorized to sign checks. Only one signatory is needed for any transaction.

Sec. D. Funds in the Endowment Fund are invested with financially sound and reputable financial organizations in equal amount of equity securities and fixed income securities. An annual review is made to maintain the equal split.

Sec. E. Endowment Fund investment results over and above the annual inflation rate of the endowment fund principal is available for disbursement in support of the Academic Grant Program. Disbursement may not be made when investment income falls below the annual inflation rate and any shortfall must be made up in future years before distribution may be resumed.

Sec. F. All new and unusual miscellaneous expenditures, not to be confused with grant disbursements, convention expenses or established bills, in an amount in excess of One thousand dollars (\$1,000.00) of the Organization shall be approved by a vote of the Executive Committee.

Sec. G. The fiscal year is January 1 through December 31.

Chapter TWELVE: AUDIT

Sec. A. Not less than ninety (90) days prior to the annual meeting the Audit Committee is appointed by the President, with approval of the Executive Committee, consisting of two (2) persons, one of whom is chair.

Sec. B. The President, Treasurer, and Finance Director cannot be members of the Audit Committee.

Sec. C. The results of the audit are reported in writing, and presented at the annual meeting.

Chapter THIRTEEN: DUTIES

Sec. A. The duties of the Officers, Directors, and Committees are enumerated in a Handbook for each position.

Sec. B. PRESIDENT

1. Preside at all meetings and be an ex-officio member of all committees except the Nominating and Audit Committees.
2. Recommend such special committees as may be necessary.
3. Perform such other duties as are consistent with this office.

Sec. C. FIRST VICE PRESIDENT

1. Assume the duties of the President in the event of the President's absence, resignation, or inability to function.
2. Coordinate the Club Representative Program.
3. Perform such other duties as are determined by the President.

Sec. D. SECOND VICE PRESIDENT

1. Assume the duties of the First Vice President in the event of the First Vice President's absence, resignation, or inability to function.
2. Coordinate the *Neptunea* Award.
3. Perform such other duties as are determined by the President.

Sec. E. SECRETARY

1. Maintain all non-financial records.
2. Record the minutes of all meetings.
3. Perform such other duties as are consistent with this office.

Sec. F. TREASURER

1. Maintain all financial records.
2. Receive and duly process all monies payable to and from COA.
3. Present financial reports at the annual meeting.
4. Perform such other duties as are consistent with this office.

Sec. G. TRUSTEE

1. Perform such duties determined by the President and/or Board of Directors.

Sec. H. PAST PRESIDENT

1. Serve as an advisor to current officers, providing continuity in policies.
2. Perform such duties, such as service on the Executive Committee, as are prescribed by the Constitution and Bylaws or determined by the President.

Sec. I. BOARD OF DIRECTORS

1. Carry out all activities necessary to ensure the continued functioning except as otherwise specified in the Constitution and Bylaws.
2. Establish the date, city, and host organization of the convention.

3. Each Director or other committee chair prepares an annual report and budget recommendations along with an itemized list of COA properties and submits it to the President two (2) weeks prior to the annual meeting.

Chapter FOURTEEN: AMENDING THE BYLAWS.

Sec. A. Amendments to the Bylaws may be proposed in writing and submitted to the Secretary by any member of the Board of Directors or by five (5) voting members.

Sec. B. The Bylaws may be amended by a vote of a simple majority of a quorum of the Board of Directors at any time, subject to the approval of a majority of the members attending the annual meeting or by mailed ballot.

Sec. C. A notice of such changes to the Bylaws following ratification will be published in the official COA publication, *American Conchologist*.

Amendment history:

21 June 2022. Sections 7.B and 14.C unanimously amended by the Board.

02 March 2026. Section 11.E added unopposed by the Board.