

Proposed Amendments to the FMCS By-Laws
Heidi Dunn, Teresa Newton, and Jeremy Tiemann

The last amendments to the FMCS By-Laws were accepted by the membership at the FMCS symposium in Guntersville, Alabama and were finalized on April 14, 2011. FMCS was initially formed around committees that were established to address the needs of the original National Strategy and those committees were listed in the By-Laws. The National Strategy was revised in 2016 and will continue to be revised in the future. Additionally, FMCS has grown and requires committees that address the day-to-day society functions, and several presently-operating ad hoc committees should become standing committees. We need our By-Laws to be more flexible, allowing committees to be modified to meet the functional and technical needs of FMCS. While reviewing the By-Laws, we also discovered other clauses that need amending to reflect how FMCS currently functions. Proposed amendments are provided below. The present FMCS By-Laws can be found on our website under Society/About Us/By-Laws.

Suggested revisions were posted in the September issue of Ellipsaria. Comments were addressed, and revisions sent to the Board for approval. The Board approved the changes on November 15, 2018.

In the following proposed amendments, wording involved in changes is presented in red. The green text is an explanation of the wording changes and will not be included in the final form of the By-Laws. The membership will vote on the amended By-Laws at the San Antonio meeting.

Article II- Offices

[Section 2.3 needs to be modified to provide flexibility]

| Section 2.3 Current Wording | Section 2.3 Amended |
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| <p>The registered agent of the Society shall be Heidi L. Dunn, whose address is 1417 Hoff Industrial Drive, O’Fallon, Missouri 63366.</p> | <p>2.3 The registered agent of the Society shall be appointed by the Executive Committee and shall maintain a permanent Society address in the state of incorporation. The registered agent will assist the Secretary and Treasurer in maintaining the Society as an incorporated, non-profit organization.</p> |

Article III – Membership

[Section 3.2 needs to be updated to include a retiree class. An additional section 3.12 Code of Conduct and 3.13 Suspension or Removal will be added.]

| Section 3.2 Current Wording | Section 3.2 Amended |
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3.2 Qualification. The Society may have more than one class of members and shall consist of: **Active, Emeritus**, Student, and Contributing members.

A. Active Members:

Qualifications

Must:

- a) share the stated purpose of the Society
- b) pay member dues

Benefits

May:

- a) vote in Society affairs
- b) hold office and/or serve on the Board of Directors
- c) participate in Society functions, programs, and activities

B. Emeritus Members:

Qualifications

Must:

- a) have been an Active Member and be selected in recognition of their contribution to freshwater molluscan conservation and to the Society
- b) share the stated purpose of the Society
- c) be an active member for 3 years [effective after 12/31/01]
- d) be elected by the Board of Directors of the Society after being nominated by an Active Member
- e) be recognized for service to the Society and freshwater malacology

Benefits

May:

- a) vote in Society affairs
- b) hold office and/or serve on the Board of Directors

3.2 Qualification. The Society may have more than one class of members and shall consist of: **Regular**, Student, **Retired, Lifetime**, and Contributing members.

A. Regular Members:

Qualifications

Must:

- a) share the stated purpose of the Society
- b) pay member dues

Benefits:

May:

- a) vote in Society affairs
- b) hold office and/or serve on the Board of Directors
- c) participate in Society functions, programs, and activities

B. Student Members:

Qualifications

Must:

- a) share the stated purpose of the Society
- b) be a student showing promise of becoming qualified for Regular Member status at a later date
- c) pay Student member dues

Benefits

May:

- a) vote in society affairs
- b) apply for Active Member status
- c) participate in Society functions, programs, and activities

C. Retired Members:

Qualifications

Must:

- a) share the stated purpose of the Society
- b) be retired from a career position and have been a Regular or

Contributing Society member in the past
c) pay Retired member dues

Benefits

May:

- a) vote in Society affairs
- b) hold office and/or serve on the Board of Directors
- c) participate in Society functions, programs, and activities

D. Lifetime Members:

Qualifications:

Must:

- a) share the stated purpose of the Society
- b) have paid the life-time membership fee

Benefits:

May:

- a) vote in Society affairs
- b) hold office and/or serve on the Board of Directors
- c) participate in Society functions, programs, and activities

E. Contributing Members:

Qualifications

Must:

- a) share the stated purpose of the Society
- b) provide support to the Society
- c) have paid the contributing member fee

Benefits

May:

- a) be acknowledged by the Society for support in newsletters, annual programs, and activities
- b) vote in Society affairs
- c) hold office and/or serve on the Board of Directors

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| | d) participate in Society functions, programs, and activities |
| <p>E. Membership to all of the above membership classes, except Emeritus, requires the payment of dues or support as determined by the Society. Active, Emeritus, and Student Members constitute the voting membership of the Society and Active and Emeritus Members may hold office.</p> <p>F. The Board of Directors shall determine the manner of fixing a date as the record date for determining the members eligible to have notice of a members' meeting. The record date may not be more than one hundred (100) days before the meeting or action requiring a determination of who are the Active Members.</p> | <p>F. Membership to all membership classes requires the payment of dues or support as determined by the Society. Regular, Student, Retired, Lifetime, and Contributing Members constitute the voting membership of the Society and Regular, Retired, Lifetime, and Contributing Members may hold office.</p> <p>G. The Board of Directors shall determine the manner of fixing a date as the record date for determining the members eligible to have notice of a members' meeting. The record date may not be more than one hundred (100) days before the meeting or action requiring a determination of who are the Active Members.</p> |
| 3.12 Currently no text | <p>3.12 Code of Conduct. Society members and attendees of Society-sponsored symposia, workshops, meetings, or other Society activities (events) are expected to adhere to the Society Code of Conduct. The Society is committed to providing a safe, productive, and welcoming environment for all participants and staff. All participants including, but not limited to, members, guests, attendees, speakers, volunteers, exhibitors, and service providers are expected to abide by this Code of Conduct.</p> |
| 3.13 Currently no text | <p>3.13 Suspension or Removal. The FMCS Executive Committee reserves the right to take any lawful action deemed necessary in response to a violation of this Code of Conduct.</p> |

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| | <p>This includes, but is not limited to, the immediate removal of the violator from the event without warning or refund. The FMCS Executive Committee may also elect to suspend the violator from future events. Repeated violations could result in loss of FMCS membership and a permanent ban on attendance at FMCS events.</p> <p>Failure to adhere to the Code of Conduct is cause for removal from an event and/or suspension from membership in FMCS at the discretion of the Executive Committee. A Member may be suspended or removed from FMCS membership with cause by vote of two-thirds of the Board of Directors only after reasonable notice and an opportunity to be heard.</p> |
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Article V Board of Directors

Section 5.2

[Section 5.2 currently defines the Board of Directors as the Executive Committee and Committee Chairs. As the National Strategy changes and FMCS grows, we need to rethink how to restructure the Board to better represent the membership and undertake the day to day functions of FMCS.]

| Section 5.2 Current Wording | Section 5.2 Amended |
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| <p>5.2 Qualifications and Number of Directors.</p> <p>The number of Directors may be increased or decreased, but to no fewer than three, from time to time by amendment to the Articles or By-laws. A Director must be a member in good standing.</p> <p>The Board of Directors shall consist of the President as the presiding officer, the President-Elect, Past President, Secretary, Treasurer, and Chairs of Standing Committees as</p> | <p>5.2 Qualifications and Number of Directors.</p> <p>The number of Directors may be increased or decreased, but to no fewer than three, from time to time by amendment to the Articles or By-laws. A Director must be a member in good standing.</p> <p>The Board of Directors shall consist of the President as the presiding officer, the President-Elect, Past President, Secretary, and Treasurer (executive committee), and Chairs of</p> |

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| <p>defined in the By-Laws. Chairs of Standing Committees are to be selected by members of that committee at the biennial symposium held in odd numbered years. A committee may have co-chairs but only one vote on the Board of Directors. A person may be Chair of only one Standing Committee at any given time.</p> | <p>Functional and Technical Committees defined in the By-Laws. Committee chairs are to be selected by members of that committee at the biennial symposium held in odd numbered years and shall hold no more than three consecutive terms. A committee may have subcommittees and subcommittee chairs, but that committee has only one vote on the Board of Directors. A person may be Chair of only one Committee at any given time.</p> |
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Section 5.15 Duties of the Board of Directors

[Section 5.15 needs to be reworded to reflect the changes in membership categories]

| Section 5.15 Current Wording | Section 5.15 Amended |
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| <p>5.15 Duties of the Board of Directors. The duties of the Board of Directors shall be:</p> <p>A. To manage the business, functions, programs, and activities of the Society.</p> <p>B. To establish dues and support levels for Active Members, Student Members, and Contributing Members.</p> <p>C. To establish policy and promote the objectives of the Society.</p> | <p>5.15 Duties of the Board of Directors. The duties of the Board of Directors shall be:</p> <p>A. To manage the business, functions, programs, and activities of the Society.</p> <p>B. To establish dues and support levels for Regular Members, Student Members, Retired Members, Lifetime Members, and Contributing Members.</p> <p>C. To establish policy and promote the objectives of the Society.</p> |

Section 5.18 Committees

[The committee structure needs to change to be more flexible.]

| Section 5.18 Current wording | Section 5.18 Amended |
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| <p>5.18 Committees.</p> <p>The Standing Committees shall be:</p> <p>Awards</p> <p>Symposium</p> <p>Status/Distribution of Mussels</p> <p>Status/Distribution of Gastropods</p> <p>Outreach</p> <p>Information Exchange</p> <p>Environmental Quality and Affairs</p> | <p>5.18 Committees. Committees shall be of three types; Functional, Technical, and Ad hoc.</p> <p>Functional Committees will take care of the day to day functions of the Society. Functional committees shall include, but are not limited to:</p> <p>Outreach (e.g., website, social media, event tools)</p> |

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| <p>Propagation/Restoration and Introduction Nominations Genetics Guidelines & Techniques</p> | <p>Awards Nominations Symposia and Workshops, Publications (Ellipsaria, FMBC) Diversity and Inclusiveness National Strategy.</p> <p><i>Technical Committees</i> will be established to meet the goals and objectives of the National Strategy. Broad committees will be formed that consist of subcommittees that function to address specific projects outlined in the current National Strategy. The National Strategy Committee will recommend changes to these committees based on their five-year evaluation. These recommendations will be voted on by the Board of Directors and communicated to the membership before the symposium following the review.</p> <p>The President and the Board will form <i>ad hoc Committees</i> to explore specific issues or answer specific questions. These committees will be dissolved when their task is complete. They will be evaluated by the Executive Committee at least every five years and either dissolved (if task is complete) or made into a Functional or Technical subcommittee.</p> |
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