

BY-LAWS OF
THE FRESHWATER MOLLUSK CONSERVATION SOCIETY
A MISSOURI GENERAL NOT-FOR-PROFIT CORPORATION

INTRODUCTION

The name of this organization shall be the Freshwater Mollusk Conservation Society (Society). This Society shall be an independent non-profit scientific and professional organization.

ARTICLE I

PURPOSES AND RESTRICTIONS

1.1 The purposes of the Society shall be those non-profit purposes stated in the Articles of Incorporation, as amended. No part of the net earnings or other assets of the Society shall inure to the benefit of, be distributed to or among, or revert to any director, officer, contributor or other private individual having, directly or indirectly, any personal or private interest in the activities of the Society, except the Society may pay reasonable compensation for services rendered and may make payments and distributions to further the non-profit purposes stated in the Articles of Incorporation.

1.2 This Society is organized and may be operated for any and all lawful purposes authorized by the State of Missouri. However, said purposes shall be limited to the purposes of a non-profit organization league within the meaning of Section 501(3)(c) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law). Said purposes shall include, but shall not be limited to, activities in accord with the following general objectives:

- A. Advocate freshwater mollusk conservation.
- B. Serve as a source and conduit of information on freshwater mollusks.
- C. Promote science-based management of freshwater mollusks.
- D. Promote and facilitate education about and awareness of freshwater mollusks and their importance to freshwater ecosystems.
- E. Facilitate implementation of the *National Strategy for the Conservation of Native Freshwater Mussels and Snails*, and any similar strategy developed for the conservation of other freshwater mollusks.

1.3 Notwithstanding any other provision of these By-laws, the Society shall not substantially carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(3)(c) of the Internal Revenue Code of 1986, as amended.

1.4 The Society may seek outside funding through all lawful means consistent with the laws governing non-profit corporations.

ARTICLE II

OFFICES

2.1 The principal office of the Society in the State of Missouri shall be located in the City of O'Fallon. The Society may have such other offices within or without the City of O'Fallon as may be required.

2.2 The registered office of the Society required under the laws of the State of Missouri to be maintained in the State of Missouri may be, but need not be, identical with the principal office in the State of Missouri, and the address of the registered office may be changed from time to time in conformity with the laws of the State of Missouri.

2.3 The registered agent of the Society shall be Heidi L. Dunn, whose address is 1417 Hoff Industrial Drive, O'Fallon, Missouri 63366.

ARTICLE III

MEMBERSHIP

3.1 Classes of Members. Members shall have the specific rights and obligations with respect to voting, dissolution, redemption and transfer, as described in these By-laws. The Board of Directors shall determine if the prospective member does in fact qualify.

3.2 Qualification. The Society may have more than one class of members and shall consist of: Active, Emeritus, Student, and Contributing members. All persons satisfying the following qualifications shall be eligible for membership in the Society upon payment of the requisite membership dues:

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
- c) participate in Society functions, programs and activities

C. Student Members:

Qualifications

Must:

- a) share the stated purpose of the Society
- b) be a student showing promise of becoming qualified for Active 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

D. Contributing Members:

Qualifications

Must:

- a) share the stated purpose of the Society
- b) provide support to the Society

Benefits

May:

- a) be acknowledged by the Society for support in newsletters, annual programs, and activities
- b) participate in Society functions, programs and activities

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.

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.

3.3 Dues. The Directors shall establish the dues necessary to become a member of the Society. Each year at their annual meeting the Directors shall fix the amount of such membership dues.

3.4 Resignation. A Member may resign from the Society by delivering his written resignation to the President, Treasurer or Secretary of the Society at its principal office, or may resign by failure to pay dues within 180 days of the date set for the payment of the membership dues. Such resignation shall be effective upon receipt, unless specified to be effective at some other time, and acceptance thereof shall not be necessary to make it effective unless it so states.

3.5 Annual Meetings. Annual meetings of the members shall be held at a time fixed by the Board of Directors. The Board of Directors shall schedule an annual meeting of the voting members by giving the voting members at least 90 days written notice. The annual meeting may be held at the principal office of the Society or at such other place, either within or without the State of Missouri, as the Board of Directors shall determine.

At this meeting, there shall be a business meeting open to all members for reports

of officers, for a report on the election of officers, reports of the Standing Committees and other items of business.

3.6 Special Meetings. Special meetings of the members may be held at any time and at any place, either within or without the State of Missouri, as designated in the notice of special meeting. Special meetings of the members may be called by the President or by the Directors.

Call and Notice of Special Meetings. Written notice stating the place, day and hour of a special meeting of members and the purpose or purposes for which the meeting is called, shall be delivered not less than five nor more than 40 days before the date of the special meeting, either personally, by mail, or by electronic mail. If the notice is mailed, such notice shall be deemed to be delivered on the date transmitted by electronic mail or facsimile or deposited in the United States mail with postage prepaid, addressed to the member at his address as it appears on the records of the Society.

3.7 Quorum. At any meeting of the members ten percent (10%) of the members then in good standing, whether present in person or duly represented, shall constitute a quorum. Any meeting may be adjourned to such date or dates not more than seven (7) days after the first session of the meeting by fifty percent (50%) of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

3.8 Action by Vote. Each member shall have one vote. When a quorum is present at any meeting, fifty percent (50%) of the votes properly cast by members present in person or duly represented shall decide any question, excluding the election of any officer, unless otherwise provided by law, the Articles of Incorporation, or these By-laws.

3.9 Action by Writing. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if the procedure used for proposing amendments to these By-laws is followed. This procedure is found in Article 8, "Amendments." The procedure for action by writing also has these additional requirements: All solicitations for votes by written ballot shall: (1) Indicate the number of responses needed to meet the quorum requirements; (2) State the percentage of approvals necessary to approve each matter other than election of Directors; and (3) Specify the time by which a ballot must be received by the Society in order to be counted.

3.10 Transfer of Membership. No member of the Society may transfer their membership to another individual person or entity. A member in good standing may request the Board of Directors to change their class of membership.

3.11 Membership Certificates. The Board of Directors may issue to the members certificates from the Society evidencing membership in the Society. If so, the certificate shall be signed by an officer of the Society. The certificate shall also designate the class of the member.

ARTICLE IV

HONORARY MEMBERS, SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISERS, FRIENDS OF THE SOCIETY

The Directors may designate, award, or honor certain persons or groups of persons as honorary members, sponsors, benefactors, contributors, advisers or friends of the Society or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the Directors shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

ARTICLE V

BOARD OF DIRECTORS

5.1 Management. The affairs of the Society shall be managed by a self-perpetuating Board of Directors consisting of not less than three (3) nor more than twenty-one (21) persons (as decided, from time to time, by the Board of Directors) elected by a majority of the Board in a manner specified in Section 5.3 hereof.

The affairs of the Society shall be managed by the membership through the Board of Directors in accordance to the By-laws.

5.2 Qualifications and Number of Directors. 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.

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 defined in the By-laws. Chairs of Standing Committee 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.

The Board of Directors shall determine the number, times and places of full

Society meetings.

The first slate of officers will be selected by the Board of Directors.

5.3 Term and Election of Directors. Each Director shall consist of officers as per Article VI.

5.4 Tenure. Each Director shall hold office until the next biennial meeting of members and until his successor is elected and qualified, or until he sooner dies, resigns, is removed or becomes disqualified.

5.5. Vacancies occurring on the Board of Directors, including vacancies due to an increase in the number of directors, may be filled by the Directors then in office. Any Director may succeed himself or herself indefinitely. Each successor shall hold office for the unexpired term or until he sooner dies, resigns, is removed or becomes disqualified. The Directors shall have and may exercise all of their powers notwithstanding the existence of one or more vacancies in their number.

5.6 Suspension or Removal. A Director may be suspended or removed with or without cause by vote of two-thirds of the members. A Director may be removed with cause only after reasonable notice and opportunity to be heard.

5.7 Resignation. A Director may resign by delivering his/her written resignation to the President, Treasurer or Secretary of the Society, to a meeting of the Members or Directors or to the Society at its principal office. Such resignation shall be effective upon receipt, unless specified to be effective at some other time, and acceptance thereof shall not be necessary to make it effective unless it so states.

5.8 Meetings. The Annual Meeting of the Board of Directors shall be held at a time fixed according to the By-laws. These By-laws provide the Chairperson of the Board of Directors shall schedule an annual meeting by giving the members of the Board of Directors at least 90 days written notice. The annual meeting may be held at the principal office of the Society or at such other place, either within or without the State of Missouri, as the Chairperson of the Board of Directors shall determine or if not designated by the Chairperson then as determined by the Board of Directors. The annual meeting shall be held for the purpose of transacting such business as may come before the meeting. Special meetings of the Board of Directors may be called by or at the request of the Chairperson, or in the Chairperson's absence or by any two Directors.

5.9 Special Meetings. Special meetings of the Directors may be held at any time and at any place and shall be designated by the person(s) calling such meeting, when called by the Chairperson of the Board of Directors, or if there be no such Chairperson, the President, or by two or more Directors.

5.10 Members of the Board of Directors, or of any committee designated by the Board of Directors, may participate in a meeting of the Board or committee by means of conference telephone, electronic mail or similar communications equipment whereby all persons participating in the meeting can communicate with each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

5.11 Any action which is required to be or may be taken at a meeting of the Directors, or of any committee of the Directors, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the members of the Board or of the committee as the case may be. The consent shall have the same force and effect as a unanimous vote at a meeting duly held, and may be stated as such in any certificate or document. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors or of the committee as the case may be.

5.12 Notice. Notice of any annual or special meeting shall be given by mail or electronic mail to each Director at such Director's business or home. If mailed by post, such notices shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

5.13 Quorum. Fifty Percent (50%) of the members of the Board of Directors, including two officers as defined in these by-laws, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

5.14 Adjournment. Any meeting may be adjourned by a simple majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

5.15 Duties of the Board of Directors. The duties of the Board of Directors shall be:

- A. To manage the business, functions, programs, and activities of the Society.
- B. To establish dues and support levels for Active Members, Student Members, and Contributing Members.
- C. To establish policy and promote the objectives of the Society.

5.16 Manner of Acting. The act of a simple majority of a quorum of the

Directors present shall be an act of the Board of Directors.

5.17 Action by Writing. Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all the Directors consent to the action in writing, which is by electronic mail or otherwise, and the written consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as a vote at a meeting.

5.18 Committees. The Standing Committees shall be:

- Awards,
- Symposium,
- Status/Distribution of Mussels,
- Status/Distribution of Gastropods,
- Outreach,
- Information Exchange,
- Environmental Quality and Affairs,
- Propagation/Restoration and Introduction,
- Nominations,
- Genetics, and
- Guidelines/Techniques.

ARTICLE VI

OFFICERS

6.1. Number and Election.

A. The officers shall be four (4): President, President-Elect, Secretary, and Treasurer.

B. The President will assist the Nominations Committee Chair and at least two (2) other members, neither of whom are members of the Board of Directors. Nominations for the officers will be made by the Nominations Committee or by petition of at least three Society members. The list of nominees prepared by the Nominations Committee will be submitted to the Board of Directors for validation. The Secretary shall submit all valid nominees to the membership for election.

C. Provisions for Electing the Officers. The Officers shall be elected by the members by mail, electronic mail, or a secure internet voting site during a specified time period for the vote to be received by the committee in charge of counting the votes. This committee may assign vote counting to the Secretary upon a majority vote of the Board of Directors.

D. The President shall serve a two-year term in this office; however this term will be preceded by a two-year term as President-Elect, and followed by a two-year term as Past-President to assist with Society functions as needed. An Active Member shall be elected to this sequence of offices at the beginning of the President-Elect year, and, automatically advance to President and Past-President without the necessity of a vote at either change of office.

E. The Secretary and Treasurer shall be elected for two (2) year terms (except for the first year of the Society's establishment, when the Treasurer will serve for 3 years). The Secretary and Treasurer shall be elected in odd years. There is no limit to the number of consecutive terms the Secretary or Treasurer may hold.

F. Vacancies. If a vacancy, except that of President, occurs between terms, the Board of Directors shall appoint a successor to serve the remainder of the term. Should the post of President become vacant for any reason the President-Elect shall assume the post of President and serve the remainder of the term as acting President and shall succeed to the Presidency. In addition, a special election will be held to elect a new President-Elect.

6.2. President. The President shall be the chief executive officer of the Society. The President shall preside at all meetings of the Board of Directors, unless a Chairperson of the Board of Directors is selected, shall have the power to transact all of the usual, necessary and regular business of the Society as may be required and, with such prior authorization of the Board as may be required by these By-laws, to execute such contracts, deeds, bonds and other evidences of indebtedness, leases and other documents as shall be required by the Society; and, in general, the President shall perform all such other duties incident to the office of President and chief executive officer and such other duties as may from time to time be prescribed by the Board of Directors. The President may appoint an Executive Assistant as necessary.

6.3. President-Elect. The President-Elect shall act as chief executive officer in the absence of the President and, when so acting, shall have all the power and authority of the President. Further, the President-Elect shall have such other and further duties as may from time to time be assigned by the Board of Directors.

6.4. Secretary. The Secretary shall record and preserve the minutes of the meetings of the Board of Directors. The Secretary shall have the authority to order the Chairs of all committees of the Board to maintain minutes satisfactory to the Secretary. The Secretary shall cause notices of all meetings of the Board of Directors and committees to be given, and shall perform all other duties incident to the office of Secretary or as from time to time directed by the Board of Directors or by the President.

The Secretary shall record and maintain records of all proceedings of the Members and Directors in a book or series of books kept for that purpose, which shall be kept by the Secretary at a place decided by the Board of Directors by resolution. Such book or books shall be open at all reasonable times to the inspection of any member. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the Articles of Incorporation and By-laws and names of all Members and Directors and the address of each.

6.5. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds of the Society, shall deposit such funds in such bank or banks as the Board of Directors may from time to time determine, and shall make reports to the Board of Directors as requested by the Board. The Treasurer shall see that an accounting system is maintained in such a manner as to give a true and accurate accounting of the financial transactions of the Society, that reports of such transactions are presented promptly to the Board of Directors, that all expenditures are presented promptly to the Board of Directors, that all expenditures are made to the best possible advantage, and that all accounts payable are presented promptly for payment. The Treasurer shall further perform such other duties incident to the office and as the Board of Directors or the President may from time to time determine.

6.6. Removal and Resignation. Any officer may be removed, with or without cause, by the vote of a two-thirds majority of the entire Board of Directors at any meeting of the Board. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Any such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.

ARTICLE VII

GENERAL PROVISIONS

7.1. Contracts, etc., How Executed. Except as in these By-laws otherwise provided or restricted, the Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances; and, unless so authorized, no officer, agent or employee shall have any power or authority to bind the Society by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount unless in the ordinary course of business.

7.2. Loans. Unless in the ordinary course of business, no loans shall be contracted on behalf of the Society and no negotiable paper shall be issued in its name, unless and except as authorized by the Board of Directors in accordance with the provisions of these By-laws. To the extent so authorized, any officer or agent of the

Society may effect loans and advances at any time for the Society from any bank, trust company, or other institution, or from any firm, society, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other evidences of indebtedness of the Society, and when authorized as aforesaid, may pledge, hypothecate or transfer any and all stocks, securities and other personal property at any time held by the Society as security for the payment of any and all loans, advances, indebtedness and liabilities of the Society, and to that end may endorse, assign and deliver the same.

7.3. Deposits. All funds of the Society shall be deposited from time to time to the credit of the Society with such banks, bankers, trust companies or other depositories as the Board of Directors may select or as may be selected by any officer or officers, agent or agents of the Society to whom such power may be delegated from time to time by the Board of Directors.

7.4. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes, acceptances or other evidence of indebtedness issued in the name of the Society, shall be signed by the Treasurer or such officer or officers, agent or agents of the Society, and in such manner as shall be determined from time to time by resolution of the Board of Directors in accordance with the provisions of these By-laws. Endorsements for deposit to the credit of the Society in any of its duly authorized depositories may be made without countersignature, by the President, President-Elect or Treasurer, or by any other officer or agent of the Society to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Directors.

7.5. General and Special Bank Accounts. The Board of Directors from time to time may authorize the opening and keeping of general and special bank accounts with such banks, trust companies or other depositories as the Board of Directors may select and may make such rules and regulations with respect thereto, not inconsistent with the provisions of these By-laws, as they may deem expedient.

ARTICLE VIII

AMENDMENTS

An amendment to the By-laws may be proposed in writing to the Board of Directors at least ninety (90) days prior to a scheduled Society annual meeting. If the proposed amendment is supported by at least one voting member of the Board of Directors, the proposed amendment will be distributed to all members sixty (60) days prior to the next annual meeting, and will be open for discussion and voted on at that meeting. The amendment is consummated and ratified when approved by at least two-thirds of the voting members, provided the number of voting members at the meeting constitutes a quorum.

ARTICLE IX

CORPORATE SEAL

The Board of Directors may elect to adopt a corporate seal, which, if one is adopted shall be in the form of a circle and shall have inscribed thereon the name of the Society and the words "Corporate Seal" and "Missouri".

ARTICLE X

FISCAL YEAR

The fiscal year of the Society shall begin January 1 and end December 30.

ARTICLE XI

INDEMNIFICATION

Each person who is or was a Director or Officer of the Society, including the heirs, executors, administrators, or estate of such person, shall be indemnified by the Society to the full extent permitted or authorized by the laws of the State of Missouri, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, costs and expenses including attorney's fees, incurred as a result of any claim arising in connection with such person's conduct in his or her capacity, or in connection with his or her status, as a Director or Officer of the Society. The indemnification provided by this By-law provision shall not be exclusive of any other rights to which he may be entitled under any other By-laws or agreement, vote of disinterested Directors, or otherwise, and shall not limit in any way any right that the Society may have to make different or further indemnification with respect to the same or

different person or classes of persons.

ARTICLE XII

PERSONAL LIABILITY

The Members, Directors and Officers of the Society shall not be personally liable for any debt, liability or obligation of the Society. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Society, may look only to the funds and property of the Society for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Society.

ARTICLE XIII

TRANSACTIONS BETWEEN DIRECTORS OR OFFICERS OF THE SOCIETY AND THE SOCIETY

Potential conflict of interest transactions between Directors or Officers of this Society and the Society may raise questions about the stewardship of Directors and Officers. Transactions between a Director or Officer of a not-for-profit corporation and the Society, or between the Society and another entity in which the Director or Officer has a direct or indirect financial interest, are not void or voidable because of the relationship or interest or because the Director or Directors are present at the meeting of the Board or a Committee which authorized, approved, or ratified the transaction or because the votes of the Director or Directors were counted. The contract or transaction shall presumably be authorized, approved or ratified by the Board of Directors of the Society. The fact of the relationship or interest shall be disclosed to the Board or Committee, or to the members of the Society, as needed, in advance of the voting on the matter. The Board of Directors approving the transaction must in good faith reasonably believe that the transaction is not unfair to the Society. The Board of Directors shall consider and approve by Resolution a method of dealing with such occurrences.

ARTICLE XIV

DEFINITIONS

Mail shall be defined as U.S. Postal mail, electronic mail, or facsimile transmission.

ARTICLE XV

PROCEDURES

Procedures and other items not specified in this By-laws or by action of the Board of Directors shall be in accordance with Robert's Rules of Order Revised.

ARTICLE XVI

DISSOLUTION

Upon the dissolution of this Society, and after paying or making provision for payment of all the liabilities of this Society, assets shall be distributed for one or more exempt purposes within the meaning of the Internal Revenue Code of 1986, as amended, or shall be distributed to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Society is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

These By-laws adopted on this 23 day of June, 1999
and as amended by membership vote on
14 March 2007
14 April 2011

Secretary