

By-Laws of the Boston Reefers Society

ARTICLE I – NAME OF CORPORATION

The name of the corporation shall be **Boston Reefers Society, Inc.**

ARTICLE II – PURPOSE, OFFICE AND FISCAL YEAR

Section 1. Purpose

Paragraph 1: The purposes of the Boston Reefers Society are:

1. To promote interest in and enjoyment of all aspects of the marine aquarium hobby.
2. To educate the public on topics related to the biology, physiology, and chemistry of reef biotopes through the sponsorship of meetings, lectures, publications, websites, competitions, exhibits and other means.
3. To provide a forum for sharing resources and information among local aquarium enthusiasts.
4. To support research, education and conservation efforts aimed at improving marine and coral reef environments
5. To involve and educate young people about aquatic life and the aquarium hobby.
6. To foster camaraderie, friendship, and appreciation of aquatic life.

Section 2. Registered Office

Paragraph 1: The registered office of the corporation in the Commonwealth of Massachusetts shall be 274 West 3rd Street #3, South Boston, MA 02127-1339 until otherwise established by a vote of a majority of the Board of Directors in office (the “Board”), and a statement of such change is filed in with the Commonwealth of Massachusetts; or until changed by an appropriate amendment of the articles of incorporation.

Section 3. Fiscal Year

Paragraph 1: The fiscal year of the corporation shall begin on the first day of January in each year and end on the last day of December in each year.

By-Laws of the Boston Reefers Society (continued)

Section 4. Corporate Seal

Paragraph 1: The corporation shall have a corporate seal in the form of a circle containing the corporate name (Boston Reefers Society, Inc.), date founded, and such other details as may be approved by the Board. The secretary of the Corporation shall keep the corporate seal.

ARTICLE III - MEMBERSHIP

Section 1. Eligibility for Membership

Paragraph 1: Membership in the Boston Reefers Society shall be open to all persons interested in the purposes of the Society.

Section 2. Types of Membership

Paragraph 1: Membership in the Boston Reefers Society shall be classified as follows:

- a. Full Individual Membership. Persons who have paid the Society dues and are in good standing. Membership benefits accrue to only the individual.
- b. Full Family Membership. Persons who have paid the Society dues and are in good standing. Membership benefits accrue to the individual and their immediate family members.
- c. Honorary Membership. May be bestowed on those persons who have made outstanding contributions to the research, education, conservation or advancement of captive reefkeeping. Induction requires a majority favorable vote of the board of directors.
- d. Friends of the Society. All other people that do not meet the requirements set forth in Article II, Section 2, Paragraph 1(a), 1(b) or 1(c).

Section 3. New Membership

Paragraph 1: Individuals interested in becoming a member of the Boston Reefers Society shall make application on the Society's official application form to any member of the Membership Committee.

Paragraph 2: The member shall pay his yearly dues as set forth in Article III, Section 5, Paragraphs 1, 2, and 3.

By-Laws of the Boston Reefers Society (continued)

Section 4. Rights and Privileges of Membership

Paragraph 1: All members in good standing shall be entitled to the following:

- a. A membership card. This card shall be a receipt for payment of dues.
- b. A copy of the by-laws.
- c. A copy of all changes to the by-laws adopted after the member's initial day of membership.
- d. The right to participate in all the general activities of the Society.
- e. Eligibility for appointment as a member of any committee of the Society.
- f. The right to nominate and vote on the election of the officers of the Society and such other issues as are put to vote.
- g. The right to be nominated for and elected to any office of the Society.
- h. The right to alter or reverse any decision of the Board of Directors by a 2/3 vote of the membership in attendance.

Paragraph 2: Honorary Members

- a. Honorary Members have the same rights as other members of the Society but are exempt from the payment of dues.

Section 5. Membership Dues

Paragraph 1: The members of the Boston Reefers Society will be subject to the annual dues of \$15 for individual and \$20 for family renewable one calendar year from the date of their membership.

Paragraph 2: Failure to pay the yearly membership dues will result in cancellation of membership in the Society.

Paragraph 3: No refunds will be made once dues are accepted by the Society.

ARTICLE IV - MEETINGS

Section 1. Membership Meetings

Paragraph 1: The regular membership meetings of the Society shall be held monthly.

Paragraph 2: The Board of Directors shall determine the exact time and place of the regular monthly membership meetings.

Paragraph 3: A quorum for the conduct of the business of the society shall consist of not less than one-fifth (1/5) of the voting membership of the Society. Meetings at which the business of the society is conducted shall be run according to the Roberts Rules of Order.

By-Laws of the Boston Reefers Society (continued)

Paragraph 4: Special membership meetings may be called if deemed necessary by the President or the Board of Directors.

Section 2. Meetings of the Board of Directors

Paragraph 1: The Board of Directors shall meet quarterly at the call of the President or by the request of three board members for the conduct of the business affairs of the Society. Board of Directors' Meetings shall be run according to Roberts Rules of Order.

Paragraph 2: A majority of the Board members shall constitute a quorum for the conduct of the business of the Board. If a meeting of the Board of Directors fails to obtain a quorum of its members, it may adjourn until a quorum is present. The fact of the adjournment and its reason shall be noted in the minutes of the Board of Directors.

Paragraph 3: The President shall not vote unless there is a deadlock.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Membership of the Board of Directors:

Paragraph 1: The Board of Directors of the Society shall consist of:

1. President
2. Vice-President
3. Vice-President of Public Affairs
4. Secretary
5. Treasurer
6. No more than five Directors elected at large from the Society membership

Section 2. Election of the At-Large Directors

Paragraph 1: The At-Large Directors shall be selected by the Nomination Committee and appointed by the President from the membership at the regular annual membership meeting held in December of each year in the same manner as the election of officers. See Article VI, Section 1.

By-Laws of the Boston Reefers Society (continued)

Section 3. Vacancies on Board of Directors

Paragraph 1: Vacancies shall exist on the Board of Directors and shall be announced by the Board of Directors when any elected officer or Director ceases to be a member of the Board of Directors.

Paragraph 2: Vacancies upon the Board of Directors shall be filled by the Nomination Committee from the membership at the next monthly membership meeting, provided the membership shall have been notified in writing or via e-mail. Failure to serve this notice within ten (10) calendar days will automatically cause the election to be held at the following monthly membership meeting, providing the membership has been notified in writing or e-mail, as set forth in this paragraph.

Section 4. Powers and Duties of the Board of Directors

Paragraph 1: The Board of Directors shall be invested with the following powers and charged with the following duties:

- a. to assemble in regular and special meetings when called.
- b. to call special meetings of the membership of the Society when deemed necessary and in the interest of the Society.
- c. to announce vacancies within the elected offices of the Society.
- d. to announce and hold special elections to fill vacancies within the elected offices of the Society.
- e. to announce and hold the annual election of Officers and Directors to be held at the regular monthly membership meeting in December of each year.
- f. to consider all applications for membership in the Society, and render decisions thereon; or delegate such authority to the Membership Committee
- g. to select and cause to be used an emblem.
- h. to approve the membership of all Standing Committees appointed by the President.
- i. to authorize any of the elected officers, Directors, or any other member of the Society, or any other persons on behalf of the Society, to execute deeds, contracts, drafts and other obligations necessary or expedient for carrying out the business of the Society.
- j. to direct, manage, and control the affairs and business of the Society and adopt rules, regulations and policies for the conduct of the business of the Society that are not inconsistent with the Laws of the United States, the State of Massachusetts, or these by-laws.
- k. In the event the President and Vice-President leave their office, the Board of Directors will appoint a President from within the Board of Directors.

By-Laws of the Boston Reefers Society (continued)

Section 5. Term of Office of the Board of Directors

Paragraph 1: All Directors shall hold office from January 1 following their election until December 31 of the same year.

Section 6. Fees

Paragraph 1: There is no compensation for acting as director or officer or being on a committee. This does not prohibit the Board from compensating a director, officer or committee person for his/her speaker's fee and travel expenses if so authorized by the Board, nor is the Board prohibited from compensating a director or committee person for out of pocket expenses which are incurred on behalf of the corporation with authorization. This is not to restrict the Board from funding any authorized financial business of the corporation.

Section 7. Limitations and Indemnification of Personal Liability of Directors

Paragraph 1: A director of the corporation shall not be personally liable, and thereby indemnified, for any monetary damages as such for any action taken, or any failure to take action when acting on behalf of the corporation, unless:

- a. The director has breached or failed to perform the duties of his/her office;
- b. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

ARTICLE VI - OFFICERS

Section 1. The Election of Officers

Paragraph 1: The officers of the Boston Reefers Society shall be a President, a Vice-President, a Secretary, a Treasurer and a Vice-President of Public Affairs.

Paragraph 2: All officers of the Society are to be elected by the membership of the Society at the regular monthly membership meeting to be held in December of each year, except as provided in Article V, Section 3, Paragraph 2.

Paragraph 3: The elected officers of the Society shall take office upon January 1 of each year and shall end their term of office on December 31.

Paragraph 4: Before the election of officers the Nomination Committee shall present a slate of any number of nominees for each office, which is to be filled by election. The slate of candidates shall be selected by the Nomination Committee and shall be

By-Laws of the Boston Reefers Society (continued)

announced by the Nomination Committee at the monthly membership meeting on the month before the annual election.

Paragraph 5: The members of the Society shall have the right to nominate candidates from the floor at the time of the presentation of the slate of nominees and at the time of the annual election of officers.

Paragraph 6: An officer shall be declared elected when at the close of voting he has a majority of the total votes cast for the office for which he is a candidate. When no single candidate receives a majority of votes cast, the membership shall vote a second time upon the two candidates for the office that have received the greatest number of votes.

Paragraph 7: Any officer, committee, employee or other agent of the corporation may be removed, either for or without cause, by the Board whenever, in the judgment of such authority, the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed. Should any officer or director be absent from three consecutive meetings of the Board, they shall be removed without notice.

Section 2. Duties of the Officers

Paragraph 1: The President shall:

- a. preside at the regular monthly membership meetings of the Society and at other special meetings of the Society.
- b. call the Board of Directors together and preside at the meeting.
- c. appoint the chair of all Standing Committees subject to the approval of the Board of Directors.
- d. seek volunteers to constitute a Nomination Committee in September of each year.
- e. appoint all special committees.
- f. be ex-officio member of all committees.
- g. call special meetings when necessary.

Paragraph 2: The Vice-President shall

- a. perform the duties of the President during any absence of the President, and be ex-officio member of all committees.
- b. become President should the President leave the Society.

By-Laws of the Boston Reefers Society (continued)

Paragraph 3: The Vice President of Public Affairs

- a. maintain relationships with sponsors.
- b. manage communications to the community through newsletters, the Society's website, mailings or other means.
- c. develop relationships with other marine aquarium societies.
- d. perform the duties of the President during any absence of the President or Vice President, and be ex-officio member of all committees.

Paragraph 4: The Secretary shall

- a. attend all regular monthly and special membership meetings of the Society and record its date, place and proceedings.
- b. attend all meetings of the Board of Directors and keep a full and complete record of the proceedings.
- c. be the custodian of all the documents of the Society other than those pertaining specifically to the other offices of the Society.
- d. countersign as Secretary of the Society all instruments, papers and documents when asked to do so by the Board of Directors.
- e. keep all minutes available for the inspection of the Board of Directors at any of their regular business meetings and likewise available for the inspection of the members of the Society at every regular monthly membership meeting.
- f. submit a copy of the minutes of each meeting to the Public Relations committee.

Paragraph 5: The Treasurer shall

- e. be custodian of all funds and securities of the Society and as such take adequate precautions to safeguard them.
- f. keep a regular book of accounts of the funds and securities.
- g. dispense money for the payment of bills and current expenses of the Society as authorized by the Board of Directors and keep the same as a part of Treasurer's records.
- h. report upon all the financial transactions of the Society when called upon to do so at meetings of the Board of Directors and at the regular monthly membership meetings of the Society.
- i. make the book of accounts of the Society available for inspection by the members of the Society at every regular monthly meeting and available for inspection by the Board of Directors.
- j. make the book of accounts available for inspection by any audit committee appointed by the President.
- k. receive all dues and issue membership cards, which shall serve as a receipt.
- l. prepare all regulatory and tax filings as required under federal and state statutes.

By-Laws of the Boston Reefers Society (continued)

ARTICLE VII - COMMITTEES

Section 1. Types of Committees

Paragraph 1: The Committees of the Society shall be Standing Committees and Select Committees.

Section 2. Quorum

Paragraph 1: A majority of the members of a Committee shall constitute a quorum for the transaction of business.

Section 3. Standing Committees

Paragraph 1: The Standing Committee shall consist of a chair and any number of members deemed necessary who shall hold office until December 31.

Paragraph 2: The President, with the approval of the Board of Directors, shall appoint the chair of each Standing Committee.

Paragraph 3: The following Standing Committees are hereby authorized:

- a. Program Committee - Whose duty shall be the preparation of programs for the monthly membership meetings.
- b. Public Relations Committee - Whose duty shall be the preparation and supervision of any publication of the Society and plan and execute the publicity and educational activities of the Society. Members of this Committee will include the Corresponding Secretary, an appointed Newsletter Editor, an appointed Website Editor, and such other members as the President and the Board of Directors may appoint.
- c. Membership Committee. - Whose duty it is to introduce any new members to the Society at its monthly meetings and be responsible for any membership drive.

Section 4. Select Committees

Paragraph 1: Each Select Committee shall consist of three members who shall be appointed by the President (except in the case of the Nomination Committee), and who shall hold office from their appointment until December 31.

Paragraph 2: The chair of each Select Committee shall be designated by the President of the Society (except in the case of the Nomination Committee).

By-Laws of the Boston Reefers Society (continued)

Paragraph 3: The following Select Committees are hereby authorized.

- a. Nomination Committee - Whose duty shall be the preparation of a slate of nominees for the annual election of officers.
- b. Any Select Committee deemed necessary by the Board of Directors.

ARTICLE VIII - REVIEW

These by-laws shall be reviewed at a minimum interval of three years or when deemed necessary by the Board of Directors.

ARTICLE IX - AMENDMENTS

Section 1. Amendments

Paragraph 1: These by-laws may be amended by a majority of the Board of Directors.

Paragraph 2: Amendments to the by-laws shall take effect immediately and be distributed to all members at the next monthly meeting.

ARTICLE X - DISSOLUTION

Section 1. Dissolution

In the event that the corporation is dissolved or liquidated, all of the assets and property remaining after all debts, obligations and expenses have been paid may be distributed to organizations that are themselves non-profit and thereby tax-exempt. This shall be determined by the organization's final board of directors.