

By-Laws of the Boston Reefers Society, INC.

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 purpose of the Boston Reefers Society is:

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 32 Macrae Dr, East Bridgewater, MA 02333 until otherwise established by a vote of a majority 2/3rd 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.

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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.), date founded, and such other details as may be approved by the board of directors. 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 their individual and immediate family.
- b. Honorary Membership. May be bestowed on those persons who have made outstanding contributions to the research, education, conservation or advancement of captive reef keeping. Induction requires a majority favorable vote of the board of directors.
- c. 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).

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

Section 4. Rights and Privileges of Membership

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

- a. Proof of membership next to username on forum.
- b. Access to an electronic copy of the by-laws.

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- 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 a 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 at a regular membership meeting if a quorum of the membership is 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 \$30 for individuals and immediate family members, renewable one calendar year from the date of their membership.

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

Paragraph 3: No refunds will be made once dues are accepted by the Society, except in special circumstances with approval from the Board of Directors.

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ARTICLES IV - MEETINGS

Section 1. Membership Meetings

Paragraph 1: The regular membership meetings of the Society shall be held monthly or at the discretion of the Board of Directors.

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 the lesser of 60 members or one-fifth ($\frac{1}{5}$) of the voting membership of the Society. Meetings at which business of the society is conducted shall be run according to the *Roberts Rules of Order*.

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 *Robert's Rules of Order*.

Paragraph 2: A majority of the Board members shall constitute a quorum for the conduct of 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.

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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. Four Directors elected at large from the Society Membership

Section 2: Election of the At-Large Directors

Paragraph 1: The At-Large Directors shall be elected by the membership at the regular annual membership meeting held at the November meeting of each year in the same manner as the election of officers. If a meeting is not held elections will take place on the forum. Elections shall be open for 15 days on the form. *See Article VI, Section 1.* The following additional rules for the election of the at-large directors shall apply. All candidates must be a paid member for at least *ninety* (90) days prior to running for a BOD position, as-well as not be a ***paid sponsor or*** affiliated with a paid sponsor. Each voting member of the society at the election will vote for the equivalent number of at-large director positions available. (Egg., If three positions exist then three votes will be cast, each for a different candidate.) The candidates with the largest number of votes will become at-large director in order of the number of votes they received until all at-large director positions available have been filled.

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 (i.e. resignation or removal).

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Paragraph 2: Vacancies upon the Board of Directors shall be filled by the membership at the next monthly membership meeting, provided the membership shall have been notified of the upcoming election in writing, or electronically (email or notice posted in the society's public web forum). Failure to serve this notice within ten (10) calendar days will automatically cause the election to be held at the following membership meeting, providing the membership has been notified in writing or e-mail, as set forth in this paragraph.

Paragraph 3: Should the President, Vice President or Treasurer positions be vacated during his/her term, the BOD will appoint an interim replacement from within and backfill the open position(s) via special election.

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 office 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 at the November meeting of each year
- f. To consider all applications for membership in the Society, review current member status, and to 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

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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, Vice-President or Treasurer leave their office before the end of the term, the Board of Directors will appoint a replacement from within the Board of Directors

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 31st 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, now the Board is 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: 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 at the November meeting of each year, except as provided in Article V, Section 3,

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Paragraph 2

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

Paragraph 4: Before any member/BOD member may run for President/Vice President/Treasurer they must have been in office (or currently on the Board) for no less than one term. One term of office has been deemed no less than nine (9) months. Members of the society interested in running for any of the elected offices of the society shall be encouraged to publicly announce their interest in that office position weeks or months prior to the election. Such an announcement may take place on the Society's public internet forum, or on any other public or private venue that the members sees fit.

Paragraph 5: The members of the Society shall have the right to nominate fellow society members and candidates from the floor at the time of or at any time to the annual election of officers.

Paragraph 6: An officer shall be declared elected when at the close of voting he/she who has a majority of the total votes cast for the office of which he/she 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 or BOD member may be removed, either for or without cause, by a two thirds majority vote of the Board whenever, in the judgement of such authority, the best interest of the corporation will be served thereby. Should any officer or director be absent from three consecutive meetings of the Board, they shall be removed without notice if fit by BOD and in the interest of the Corporation.

Paragraph 8: Any committee, employee or other agent of the corporation may be removed, either for or without cause, by a simple majority vote of the Board whenever, in the judgement of such authority, the interests of the corporation will be derived thereby, but such removal shall be without prejudice to the contract right of any person so removed.

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Paragraph 9: An officer of the Society are not to be a paid sponsor, *related or* affiliated with a paid sponsor. or a relative of a Paid Sponsor, where there would be a conflict of interest.

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 and remove the chair of all committee's subject to the approval of the Board of Directors
- d. Appoint all special committees
- e. Be ex-officio member of all committees
- f. Call for special meeting 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 resign, or otherwise vacate the office

Paragraph 3: The Vice President of Public Affairs shall:

- a. Maintain relationships with sponsors
- b. Manage communications to the community through newsletters, the Society's website, mailings or other means
- c. Develop relationship 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

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- and complete record of the proceedings and attendance.
- 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 membership meeting
- f. Secretary shall file Secretary of state paperwork updating incoming offices within the 1st month of new fiscal year paperwork
<https://www.sec.state.ma.us/divisions/corporations/filing-by-subject/corporations/corporations-domestic-non-profit.htm>

Paragraph 5: The Treasurer shall:

- a. Be custodian of all funds and securities of the Society and as such take adequate precautions to safeguard them
- b. Keep a regular books by means of electronic money tracking software of accounts of the funds and securities
- c. 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 part of Treasurer's records.
- d. 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
- e. 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
- f. Make the book of accounts available by any audit committee appointed by the President
- g. Receive all dues and issue membership receipt, which shall serve as a receipt

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- h. Prepare and file all regulatory and tax filings required under federal and state statutes. Records of submittals are to be saved on the clubs forum.

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 Committees shall consist of a chair and any number of members deemed necessary who shall hold 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. Membership Committee - Whose duty it is to introduce any new members to the Society at its monthly meetings and be responsible for any membership drives
b. Website Committee - Duty is to update and maintain the Society's website and moderating online discussion forums

Paragraph 4: Select Committees

Paragraph 1: Each Select Committee shall consist of three or more members who shall be appointed by the President and who shall hold office from their appointment until December 31

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Paragraph 2: The chair of each Select Committee shall be designated by the President of the Society

Paragraph 3: The following Select Committees are hereby authorized.
Any Select Committee deemed necessary by the Board of Directors

ARTICLE VIII - REVIEW

These by-laws shall be reviewed annually or when deemed necessary by the Board of Directors

ARTICLE IX - AMENDMENTS

Section 1. Amendments

Paragraph 1: These by-laws may be amended at any time 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, or be made available on the society's public internet forum

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.