

By-Laws of the Central Ohio Reef Aquarists (CORA)

Article I

Name

1.01 **Name** The name of the Club shall be the Central Ohio Reef Aquarists (CORA); a nonprofit organization of marine hobbyists

1.02 **Limitations** The name of this Club shall not be used by any individual, or group for self representation, or self gain.

Article II

Purpose

2.01 **Purpose** The purpose of CORA is to encourage interest, enjoyment and the advancement of ethical husbandry and propagation of marine life. CORA will provide a means for sharing resources, ideas and methods. As well as by providing educational workshops, and other events that encourage the proliferation of the hobby through friendship, awareness and appreciation for marine life. Our focus is increasing the longevity of marine life in a controlled environment and to encourage that life to propagate freely.

2.02 **Income** Under no circumstances may any part of the income or assets of this Club be used to the benefit of any Officer, Trustee or Member.

Article III

Term

3.01 **Term** The term of this Club is to be perpetual.

3.02 **Fiscal Year** The fiscal year of CORA shall begin on January 1st and end on December 31st.

Article IV

Membership

4.01 **Membership** Membership in this organization shall be open to anyone who is interested in the marine hobby and shares the values of CORA. The Board of Directors has the right via majority vote to decline the applicant(s). Then upon receipt of application and fee, the applicant(s) shall become members. .

4.02 **Classification** CORA shall consist of seven (7) classifications of membership.

Charter General Regular Student Commercial Honorary Propagation

4.03 **Termination of Membership** Any member may voluntarily withdraw at any time, and may be suspended or expelled by a majority vote of the Board of Directors for violations of these bylaws or for conduct deemed unbecoming or detrimental to CORA.

4.04 **Reinstatement** Any former member, who left in good standing wishing to join again, may do so by completing the membership application and paying the yearly dues. Any member who was not in good standing should submit their application the Board of Directors.

4.05 **Transferability Membership** to CORA is not transferable or assignable.

Article V

Meetings

5.01 **Meetings** General membership and Board of Directors meetings shall be held as determined by the Board of Directors.

5.02 **Notification** Notification of general meetings shall be posted on the website, club forum and sent through the current email list. Notification of meetings will be sent out no later than 14 days prior to the meeting.

Article VI

Officers and Elections

6.01 **Offices** Elected Officers of CORA shall consist of the following and shall be elected every one (1) year: President, Vice President, Secretary and Treasurer. The offices of Secretary and Treasurer may be combined at the discretion of the Board of Directors.

6.02 **Trustees** The President shall be empowered to appoint three (3) Trustees, subject to the approval of the elected officers.

6.03 **Elections** Elections shall take place in the month of November of the election year. The newly elected officers shall assume office on January 1st of the following year. Nominations for officers shall take place in the month of October of the election year. At this meeting the President will ascertain from the Secretary and Treasurer that all those nominated are qualified to run for office in accordance with the bylaws of this organization.

6.04 **Eligibility** Only members in good standing for a minimum of two full previous years and who have attended at least 4 (four) meetings in the current calendar year are eligible for office. Members with a financial or commercial interest in the hobby are not eligible to hold office, but may reside on the Board of Directors with a 2/3 voting members approval.

6.05 **Voting** Only members in good standing are entitled to 1 vote for each position at the annual elections as stated under the bylaws of this organization.

6.06 **Proxies** Proxies any member is entitled to vote by proxy. Proxies must be executed in writing by the member and must be received no later than (7) days after the vote is held.

Article VII

Board of Directors

7.01 **Board of Directors** The duly elected Officers and three (3) Trustees as set forth in article VI, Sections one (6.01) and two (6.02) shall comprise CORA's Board of Directors. Each member of the Board of Directors shall have equal vote in the business of the club. However, in the case of a tie, the President shall have the power of one and one-half (1 ½) votes.

7.02 **Function** It shall be the function of the Board of Directors to transact all business of the Club and make reports to the General Membership.

7.03 **Quorum** A quorum of at least one half (1/2) of the Board of Directors must be in attendance in order to conduct business. A majority vote of those present shall be required in order for the Board to vote on any business.

7.04 **Compensation** Board members as such shall not receive any stated salaries for their services.

7.05 **Termination** Any Board Member who misses three (3) consecutive Board Meetings may be replaced by a majority vote of the Board of Directors. If it is an elected office, the President shall appoint an interim replacement until the next scheduled elections.

7.06 **Vacancies** The general membership shall be notified of a vacancy. All vacancies upon the Board of Directors, shall be filled by the next monthly meeting. The member shall be selected by the President and confirmed by the Board of Director, and shall serve for the remainder of the term.

7.07 No member of the club may act as agent for the club, or the Board of Directors without the written consent of the Board of Directors.

7.08 **Gifts** The Board of Directors may accept gifts or donations on the behalf of CORA. Any gifts, contributions then become an asset to the organization.

7.09 In the event that the President and Vice President leave office the Board of Directors shall appoint a President from within the Board of Directors.

Article VIII

Duties of Officers

8.01 President

- (a) Shall be the principle executive officer of the organization and shall in general supervise and control all of the business and affairs of the organization.
- (b) shall preside at all membership meetings and all CORA events
- (c) Call the Board of Directors together and preside at the meeting
- (d) Appoint and remove the chair of all committees subject to approval of the Board of Directors
- (e) Appoint all special committees
- (f) Be ex-officio member of all committees
- (g) Call special meetings when necessary
- (h) Sign documents
- (i) Maintain and perpetuate positive public relations

8.02 Vice President

- (a) Shall assist the President in the performance of all his/her duties.
- (b) In the absence of the President, act as presiding officer. When so acting will have all the powers of and be subject to all the restrictions upon the President.
- (c) The Vice President shall be a member of all Committees and shall be informed of any business of said Committees so that she/he may present it to the Board in the absence of said Committee Chairman.
- (d) Chairman of the membership committee.
- (e) Maintain and perpetuate positive public relations
- (f) Become President should the President resign, or otherwise vacate the office.

8.03 Secretary

- (a) Inscribe the proceedings of all meetings and to be prepared to read the specified records when requested.
- (b) Maintain club records, except those designated to other officers.
- (c) Preside over meetings and/or functions when the President and Vice President are absent in any meeting.
- (d) Maintaining copies of all correspondence as directed by the board.
- (e) Maintain and perpetuate positive public relations

8.04 Treasurer

- (a) Shall keep in order financial records and/or books
- (b) Tender by check recognized expenses incurred by the Club, and co-sign checks with the President, or one other Board member designated by the Board.
- (c) Present immediately prior to the end of the fiscal year, all financial records to the person specified by the Board of Directors for audit and shall include a written statement of the financial condition of the club.
- (d) Present a monthly financial report to the Board of Directors and anytime at the request of the President.
- (e) Present the financial records and/or books at the following meeting when requested by 2/3 of the general membership.
- (f) Facilitate the transfer account information and signing privileges at the expiration of his/her term to the successor.
- (g) Reimburse members for expenses incurred that are directly related to CORA and that have been approved by the Board of Directors.
- (h) Maintain and perpetuate positive public relations

8.05 **Succession** All Officers/Trustees at the expiration of their term of office/appointment, or whether office/appointment is declared vacant, shall deliver to their successor all books, papers, monies and other property in their possession belonging to CORA.

Article IX

Committees

9.01 **Committees** The Board of Directors shall establish (upon the approval of the President) all Committees required to conduct the business of the club.

9.02 **Chairman** Each committee will have one member appointed as Chairman. No member shall be compelled to serve as Chairman upon more than one Committee at the same time without written majority approval of the Board of Directors.

9.03 **Removal** All Committees shall perform the duties assigned to them. The President may remove any member of the Committee failing to perform his/her duties from such Committee with a majority approval by the Board of Directors.

Article X

Membership

10.01 **New Membership** Individuals interested in becoming a member of CORA shall submit an application to any member of the membership committee. The new member will pay yearly dues as set forth in Article XI (11.02) Membership benefits begin the first of the month following receipt of dues.

10.02 **Regular Members** Regular members shall consist of those members over eighteen (18) years of age that are in good standing. Regular members are eligible to hold office and vote.

10.03 **Charter Members** Charter Members shall consist of those members who joined the Club during its first year of existence. Charter Members may hold office and vote.

10.04 **Student Members** Student members shall consist of those members who are under eighteen (18) years of age. Applicants under fourteen (14) years of age cannot apply for membership unless a parent or guardian joins. Student members, regardless of charter membership affiliations, may not hold office or vote.

10.05 **Commercial Members** Commercial Members shall consist of those individuals holding a financial interest in any phase of the Aquarium or Tropical Fish trade, being either fresh or salt water. Commercial members may not hold office, but may reside on the Board of Directors with a 2/3 voting members approval. Commercial members may vote. Commercial members may not solicit at the General Meetings, or at any other Club sponsored functions. Unless otherwise approved by the Board of Directors.

10.06 **Honorary Members** Honorary membership may be bestowed upon those whom the organization wishes to recognize for outstanding achievement in/or outstanding services to the organization and/or the advancement and education of marine life and/or the hobby. Honorary members may not hold office or vote. Honorary membership is perpetual.

10.07 **General Members** General membership shall consist of those members who have joined the club without paying dues. General members may attend meetings and participate in CORA activities. General members do not receive the benefits as listed in section 12 (12.01).

10.08 **Propagation Members** This is an extension of regular membership and a title appointed by the Board of Directors via majority vote. This group is separate from commercial members, and cannot contain anyone deemed to be commercial in nature. Propagation Members are eligible to hold office and vote.

Article XI

Dues

11.01 **Dues** Dues for Regular and Charter and Commercial Members will be set via a majority Board of Directors vote in December, effective January first for the remainder of that calendar year. This must be an adequate sum, enabling the Club to operate in an efficient, proper and solvent manner in the service and best interest of its membership.

11.02 **Payment of Dues** Dues shall be paid upon joining. All membership renewals shall be made in the month of January.

11.03 **Amendments** Dues may be changed at any time, as deemed necessary by the Board of Directors with a majority vote.

11.04 **Delinquency** Members whose dues are not paid by January 31st, are to be considered delinquent and will be removed from the regular club status to general status, with loss of rights and privileges as listed in section 12 (12.01).

11.05 Dues are nonrefundable once accepted by CORA unless a majority vote by the Board of Directors deems otherwise.

Article XII

Rights and Privileges

12.01 Rights and Privileges

- (a) Each member holding an account on the website will be flagged as an active paid member. This shall be a receipt for payment of dues.
- (b) Each member may request a copy of the By-Laws
- (c) Each member shall receive copy of all amendments to the By-Laws
- (d) The right to participate in all general activities of CORA Eligibility for appointment as a member of any committee of CORA.
- (e) The right to nominate and vote on the election of the officers of CORA and any issues put to vote by the general membership
- (f) The right to be nominated for and elected to any office of CORA
- (g) The right to reverse or alter any decision of the Board of Directors by a 2/3 vote of the membership in attendance at a regular membership meeting.

12.02 **Honorary Members** Honorary members are entitled to the rights stated in Article XII 12.01 (b,c,d,e,) but are exempt from the payment of dues

12.03 **Commercial Members** Commercial members are entitled to the rights stated in Article XII 12.01(a,b,c,d,e,g)

Article XIII

Sponsorship

13.01 **Sponsorship** Sponsorship of this organization shall be open to anyone who is interested in the marine hobby and shares the values of CORA.

13.02 **Application** Upon receipt of application, fee, and Board of Directors approval via a majority vote, the applicant(s) shall become sponsors.

13.03 **Rate** Sponsorship fees will be set via a majority Board of Directors vote in December, effective January first for the remainder of that calendar year. Club gifts and/or donations are not admissible in lieu of the fees. Non refundable.

13.05 **Benefits** In return for their participation, sponsors at the first level will receive equal banner space on CORA's website and acknowledgement at all formal events. Sponsors at the second level, will, in addition receive equal forum space on the CORA website.

13.06 **Removal** Sponsorship can be revoked at anytime, by a 2/3rds vote of the Board of Directors, if deemed that the sponsor no longer shares the values of CORA.

Article XIV

Amendments to the Bylaws

14.01 **Amendments** All proposed amendments to the By-laws must be in writing and must list the Article and Section that is to be amended. All proposed amendments must be signed by three (3) active members and presented to the Board of Directors for consideration. If approved by the Board of Directors, the proposed amendment shall be submitted for a general vote. The Board of Directors by majority vote will determine whether a meeting quorum or online proxy voting shall be used.

14.02 **Quorum** The members holding (25%) of the votes which may be cast at any meeting shall constitute a quorum. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting.

14.03 **Online Proxy Voting** Members will be notified via two means prior to a proxy vote. The vote will remain open for a period of no less than seven days. A two-thirds (2/3) majority of the members participating in the vote shall be required to pass these changes. Voting results will be retained for a period of 90 days after to the close of the vote.

14.04 A two-thirds (2/3) majority of voting members present shall be required to pass these changes at a General Meeting.

14.05 All proposed changes will be published in the legal paper of the Club previous to the meeting at which action is to be taken.

Article XV

Parliamentary Authority

15.01 All matters not herein expressly covered by the By-laws are hereby delegated to the Board of Directors

Article XVI

Dissolution

16.01 **Dissolution** Under dissolution of this Club, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Club, donate at least 50% of the remaining assets to local non profit establishments with the same values as CORA. The remaining assets are to be equally distributed between club members in good standing.

Article XVII

Limited Liability

17.01 **Limited Liability** An officer or member of the Board of Directors 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 the behalf of CORA. Unless:

- a) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Article XVIII

Web Site And Forum

18.01 **Website and Forums** The website and forums are included in the club property, however contain a unique set of operational and disciplinary guidelines as dictated and operated by the Board of Directors.

18.02 **Rules** Rules for the website and forums shall be created and posted for all members to see after a majority vote of the Board of Directors.

18.03 **Discipline** Violation of the website and/or forum rules can result in disciplinary action for the member resulting in temporary probation including loss of website or forum rights. Extreme cases can result in a loss of membership.