

# **BYLAWS FOR HUDSON VALLEY REEF KEEPERS**

## **ARTICLE I – NAME OF THE ORGANIZATION**

Section 1: The name of the club or organization is “Hudson Valley Reef Keepers”, hereinafter referred to as HVRK or the Club.

Section 2: The name or images of HVRK shall not be used by any individual or group for self representation, or self gain.

## **ARTICLE II – PURPOSE OF THE ORGANIZATION**

Section 1: The purposes of HVRK are:

- (a) To promote interest in and enjoyment of all aspects of the reef and marine aquarium hobby.
- (b) To share experiences, information and ideas in order to assist fellow hobbyists in providing for the proper husbandry of reef and marine aquarium environments.
- (c) To educate the public on topics related to the reef and marine aquarium hobby.
- (d) To support the ethical treatment and care of marine organisms and the conservation of the world’s natural marine and coral reef environments through research, education, example and aquaculture.
- (e) To foster camaraderie and fellowship among those with a common interest in the reef and marine aquarium hobby.

Section 2: Under no circumstances may any portion of the income of HVRK be used to the benefit of any officer or member as an individual outside of the scope of the above stated purposes.

## **ARTICLE III – MEMBERSHIP**

Section 1: Membership in HVRK shall be open to all persons interested in the purposes of the Club.

Section 2: Any person wishing to become a member of HVRK shall attend one club meeting, after which time they can pay prorated dues for that remaining portion of the calendar year in order to become a member, subject only to approval by the Board of Directors.

Section 3: A member will be entitled to all the rights of HVRK, including but not necessarily limited to:

- (a) A membership card.
- (b) A copy of these bylaws and any amendments that may be made to them.
- (c) The right to participate in all general activities of the club.
- (d) Eligibility for nomination, election or appointment for any club office, position or committee (see Article V, Section 4 for exceptions).

(e) The right to nominate and vote for the elected officers on the Board of Directors, provided that said person has been a member in good standing for a minimum of thirty (30) days.

Section 4: The types of membership are:

(a) Individual Membership: A person who has paid the Club's dues and is in good standing. Membership benefits accrue to only the individual.

(b) Family Membership: Two or more persons who have paid the Club's dues and are in good standing. Membership benefits accrue to the individual and their immediate family members and/or significant other with the exceptions that only one individual from a family membership may serve on the Board of Directors at any one time and that a family membership shall only be entitled to one vote.

(c) Honorary Membership: May be bestowed on those persons who have made outstanding contributions to the research, education, conservation or advancement of the marine and reef aquarium hobby. Induction requires a majority favorable vote of the Board of Directors. An honorary member shall be entitled to all of the benefits of HVRK but shall not be responsible for paying dues.

Section 5: A member who is delinquent in their payment of club dues and/or fails to attend a single club meeting or event within one calendar year will be considered inactive and stands to lose all rights as a club member at the discretion of the Board of Directors.

Section 6: Any member under the age of 18 must always be accompanied by a responsible adult (as approved by the Board of Directors) in order to attend any club meeting or event.

Section 7: Dues shall be paid by all members at the start of each calendar year. The annual dues, which may vary according to membership type, shall be defined and set by the Board of Directors

Section 8: Only members in good standing age 18 and older are eligible for office. All members in good standing are entitled to vote in the annual elections.

Section 9: HVRK reserves the rights to temporarily suspend or revoke the membership of any member due to conduct considered detrimental to HVRK. This action shall be carried out by the Board of Directors.

Section 10: For purposes of elections and special votes, a quorum of the general membership of HVRK shall be defined as one-quarter (1/4) of the total membership.

Section 11: It shall be the responsibility of each member to supply the Membership Director with his/her contact information which will, at a minimum, contain a current and valid e-mail address.

## **ARTICLE IV – MEETINGS**

Section 1: Regular general membership meetings:

(a) The regular membership meetings of the Club shall be held monthly or at the discretion of the Board of Directors.

(b) The Board of Directors shall have the final determination on the exact time and place of the regular monthly membership meetings.

Section 2: Board of Directors meetings:

(a) Board meetings for the purposes of discussing and transacting the business of HVRK shall be held quarterly (at a minimum) or at the discretion of the Board of Directors.

(b) A minimum of five of the directors in office shall be present (in person or electronically) in order to constitute a quorum for the transaction of Club business and the acts of the majority of the directors present at a meeting at which a quorum is present shall be the acts of the board.

(c) Regular Club members may be present at any meeting of the Board of Directors, however, they will not be entitled to speak on matters of Club business unless requested to do so by the Board or they have previously given notice to the Board and have been included on that meeting's agenda.

(d) Board of Directors meetings shall be run according to "Roberts Rules of Order".

Section 3: Annual Meeting:

The board shall hold an open business meeting annually which may be included as part of a regular membership meeting for the purpose of reporting and discussing club business with the general membership. Notice of the annual meeting is to be electronically mailed to all known members in good standing by the Board a minimum of one-month prior to said meeting.

Section 4: Special membership meetings may be called at any time if deemed necessary by the Board of Directors.

**ARTICLE V – BOARD OF DIRECTORS**

Section 1: The Board of Directors shall consist of the following elected officers:

- (a) President
- (b) Vice President
- (c) Vice President of Public Affairs
- (d) Membership Director
- (e) Events Chairperson
- (f) Secretary
- (g) Treasurer

Section 2: The Board's responsibilities shall include but not necessarily be limited to:

- a) Transacting all of the business of the club and making reports to the general membership.
- b) Making decisions for the actions and direction of HVRK based on their determination of the club purposes, the club's best interests, and the opinions of the general membership
- c) Maintaining the focus of HVRK upon the club's stated purposes in Article II.
- d) Creating, appointing, overseeing and dissolving specific task committees comprised of HVRK members as deemed necessary.
- e) Trying always to ensure the satisfaction and enjoyment of HVRK members in regards to the club's activities, actions and direction.

Section 3: Voting for Board of Directors Officers shall take place in January with polls remaining open for a minimum of two weeks time and the term for Officers shall run for one full calendar year beginning on February 1st. Nominations for the Board of Directors will be accepted during the two weeks prior to the start of the election. Each member will be entitled to vote for up to seven (7) candidates and the seven candidates receiving the greatest number of votes shall comprise the new Board of Directors. The incoming Board of Directors shall then decide and if necessary vote amongst themselves to determine which chair or office will be occupied by each of the seven elected.

Section 4: In order to be eligible to serve on the Board of Directors, a person must be at least eighteen (18) years of age and have been a member in good standing for the previous twelve months.

Section 5: There shall be no limits on consecutive terms or number of terms served.

Section 6: A Board Member may be replaced at any time by a unanimous vote of the other six Board Members for conduct contrary to the Club's stated purposes or for inaction.

Section 7: If a position on the Board of Directors is vacated, the President shall appoint an interim replacement to complete the term. If the President should leave office, then the Vice President shall take his place, followed by the Vice President of Public Affairs, etc.

Section 8: The Board shall define and set member dues which may vary according to membership type.

Section 9: The Directors shall act only as a board and individual officers/directors shall have no power as such.

Section 10: Any decision made by the Board of Directors may be overturned by a two-thirds (2/3) vote of a quorum of the members of the Club.

Section 11: Duties of the individual officers of the Board of Directors.

In addition to the responsibilities outlined in Article V, the Board of Directors duties shall include, but may not be limited to, the following:

(a) President: The President shall be the Chief Executive Officer of HVRK and will supervise over the activities and operations of the Club under the control of the Board of Directors as a whole. The President shall be the acting chairman of the Board of Directors and shall only vote in case of a tie.

(b) Vice President: The Vice President shall call for and arrange for all elections and special votes of HVRK. He/she shall perform the duties of the President in his/her absence and may be assigned specific duties by the President.

(c) Vice President of Public Affairs: The Vice President of Public Affairs shall maintain and establish relationships with sponsors and oversee any communications to the public at-large, under the control of the Board of Directors as a whole. He/she shall perform the duties of the President in the absence of both the President and the Vice President.

(d) Membership Director: The Membership Director shall maintain an active directory of all members which will include, at a minimum, the names, member type, member status and contact information for each member.

(e) Events Coordinator: The Events Coordinator shall manage and coordinate all club events and meetings under the control of the Board of Directors as a whole.

(f) Secretary: The Secretary shall record information on all general club meetings, Board meetings and events which shall include, at a minimum, place, time, attendance and financial reports and shall make this information available to all members.

(g) Treasurer: The Treasurer shall be responsible for maintaining a separate account for all Club funds, collecting dues from members in a timely fashion, making withdrawals for expenditures and donations when authorized by the Board of Directors and making monthly reports to the Board of Directors detailing account balance, income and expenditures.

## **ARTICLE VI – AMENDMENTS**

Section 1: Revisions to these By-Laws as set forth by the Board of Directors may be amended at any time by a majority vote of a quorum of the voting members of HVRK.

## **ARTICLE VII - DISSOLUTION**

Section 1: In the event of dissolution of HVRK, the Board of Directors shall, after paying or making provision for the payment of any outstanding liabilities of the Club, distribute all remaining assets to non-profit organizations involved in coral reef research and conservation efforts that no BOD official has any personal, business or contractual obligations to.

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