

BYLAWS
OF
Cincinnati Area Reef Enthusiasts

ARTICLE I
OFFICES

Section 1. Registered Office. The Cincinnati Area Reef Enthusiasts shall at all times maintain in the State of Ohio a registered agent, whose address shall be the registered office of the Cincinnati Area Reef Enthusiasts.

Section 2. Other Offices. The Cincinnati Area Reef Enthusiasts may also have such other offices within or without the State of Ohio as the Board of Directors may designate as the business and affairs of the Cincinnati Area Reef Enthusiasts may require.

ARTICLE II
PURPOSES

Section 1. Nature of Corporation. The Cincinnati Area Reef Enthusiasts nonprofit corporation formed under the 501(c)(7) which is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(7) of the Internal Revenue Code and the regulations issued there under.

Section 2. Primary Purposes. The Cincinnati Area Reef Enthusiasts is organized to operated exclusively as a social and recreation club within the meaning of § 501 (c) (7) of the Internal Revenue Code of 1986.

The mission of Cincinnati Area Reef Enthusiasts is to 1) unite reef hobbyists, 2) promote a healthy and friendly environment for hobbyists to learn and explore the reef keeping hobby 3) educating each other and others through meetings and volunteering opportunities on the reef hobby and our ocean's reefs.

Section 3. Dissolution. Under dissolution of the club, the Board of Directors shall, after making provision for payment of all liabilities of Cincinnati Area Reef Enthusiasts, will donate the remaining assets to an approved reef related charity.

ARTICLE III
BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors shall have the general power to manage and control the affairs and property of the Cincinnati Area Reef Enthusiasts.

Section 2. Number and Election. The Board of Directors shall consist of President, Vice President, and Treasurer. Three board members shall be the minimum and any vacant directors should be appointed in due time. Directors need not be residents of the State of Ohio. Election to the Board of Directors shall be by majority vote of the premium members in good standing of Cincinnati Area Reef Enthusiasts. Elections will begin on November 1st. Elections will have the following format: 1) a 7 day nomination period, 2) a 2 day campaign period (allowing candidates to express their future goals, and 3) a 7 day voting poll. Only premium

members in good standing who have attended four (4) club events in the current year may run for a Board of Director position.

Newly elected board members will attend the December Board Meeting and be trained, for the position in which they have been elected, by the current board member of that position. The new Board of Directors will begin office on January 1st (taking full responsibilities at the annual January meeting).

Section 3. Vacancies. Any vacancy occurring on the Board of Directors prior to the expiration of a term shall be filled by such person as shall be elected by the remaining members of the Board of Directors. A Director so elected to fill a vacancy shall hold office for the unexpired term of his predecessor in office.

Section 4. Meetings. The Board of Directors shall hold a minimum of quarterly Board of Director meetings to be set by the current board. These meetings will be open for premium members of Cincinnati Area Reef Enthusiasts to attend. Member meetings and events will be set by the current board or committee designated as such.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any reasonable date, hour, and place. If a special meeting is called, the Board will notify the premium members of Cincinnati Area Reef Enthusiasts of this special meeting and keep it closed from premium members. The outcome of such a meeting will be published to the premium members within a week of the special meeting.

Section 6. Quorum and Proxies. A majority of the total number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Proxies shall not be permitted. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. Compensation. Directors as such shall not receive any stated salaries for their services but may be reimbursed for reasonable expenses.

Section 8. Resignation; Removal. Resignation: A Director may resign from the Board of Directors at any time by giving notice of his resignation in writing to the President or Vice President of the Cincinnati Area Reef Enthusiasts, or by presenting the written resignation at a regular or special meeting of the Board of Directors. Any BOD member failing to complete a full term (Jan 1st – Dec 31st) will not be eligible to run for office in the next election.

Removal: Any Director will be removed if the responsibilities, designated in these by-laws for that position, or other policies written for the C.A.R.E. are not being completed in a timely manner. The removal must be brought to the entire BOD in a Special Meeting. The Board of Directors must vote unanimously to remove any Director from position. However, any Director who fails to attend two consecutive BOD meetings will be removed without the Special Meeting. Any Director removed from their post will not be eligible to run for three election periods.

Section 8. Inception Period. During the first three years after inception, the Board of Directors will remain intact unless a BOD member chooses to step down or is removed. No elections will be held until year four of the club's existence.

ARTICLE IV REGULAR COMMITTEES

Section 1. Purposes. The Board of Directors may establish such regular committees to assist it in the performance of its duties as it considers appropriate.

Section 2. Number, Election, and Term of Office. The number of members of each regular committee shall be determined by the Board of Directors. Members of each regular committee shall be elected by the affirmative vote of a majority of the Board of Directors and shall serve until resignation or removal by the affirmative vote of a majority of the Board of Directors.

Section 4. Vacancies. Vacancies in the membership of any committee shall be filled by the Board of Directors.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

ARTICLE V BOARD OF DIRECTORS RESPONSIBILITIES

Section 1. President. The President shall be the chief executive officer of Cincinnati Area Reef Enthusiasts and, in general, shall supervise all of the business and affairs of the Cincinnati Area Reef Enthusiasts. The President is responsible to call the Board of Directors to meetings and preside over these meetings. The President is an official member of every committee but may designate the responsibility to other members of the Board of Directors.

Section 2. Vice President. The Vice President shall be responsible for handling the November elections, coordinating the Annual Kick-off Meeting, helping the president preside over meetings, and other such duties assigned to her/him by the President or by the Board of Directors.

Section 4. Treasurer. The Treasurer shall be responsible for all funds of Cincinnati Area Reef Enthusiasts. The Treasurer shall receive monies due and payable to the Cincinnati Area Reef Enthusiasts and deposit all such monies in the name of Cincinnati Area Reef Enthusiasts. The Treasurer shall publish a quarterly report to the premium members on the financial standing of the Cincinnati Area Reef Enthusiasts, keep accurate records of all financial activities of Cincinnati Area Reef Enthusiasts, and file the annual report card with the IRS. The Treasurer will also perform such other duties assigned to her/him by the President or by the Board of Directors.

ARTICLE VI MEMBERSHIP

Section 1. Membership. An application and dues shall be given to the Treasurer of Cincinnati Area Reef Enthusiasts. The dues will be set by the Board of Directors each year. Dues will be an adequate sum enabling the club to operate within the best interests of its members. Dues will be collected annually in January.

Section 2. Types of Membership. There will be four types of membership: Members, Premium Members,

Sponsors and Donators.

Members will have access to some areas of the website and may come to open club events. These members will not have voting rights. No dues will be collected from members.

Premium Members will be required to fill out an application and pay the annual dues, set by the Board of Directors. They will have full access to the website, aside from BOD area, and opportunities to participate in Premium Member only activities. They have full voting rights, if in good standing.

Sponsors will be required to sign an application and pay dues set down by the BOD. Sponsors will have full voting rights, if in good standing. Sponsors are considered any company or individual holding a financial interest in any phase of the Aquarium or Tropical Fish sales (fresh or salt). Sponsors may not hold a position on the Board of Directors without 75% majority vote of premium members. Sponsors may not solicit at meetings or any club sponsored event.

Donators are those individuals or companies that wish to donate to the club. No set dues or applications are required. Donators will be given recognition on the web-site. Donators will have no voting rights. Donators may not solicit at meetings or any club sponsored event.

Section . Conduct of Membership. All members will conduct themselves in a manner appropriate to the policies of the Cincinnati Area Reef Enthusiasts. Any member acting in a negative way toward the policies and/or the mission of the club will be warned immediately or banned immediately and permanently. Immediate bans are given for threats (perceived threats); discriminatory or racially motivated or vulgar language; spam; or any illegal activity.

ARTICLE VII BOOKS AND RECORDS

The Cincinnati Area Reef Enthusiasts shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All records will be available to view by premium members upon request or at the quarterly publishing.

ARTICLE VIII FISCAL YEAR

The fiscal year for Cincinnati Area Reef Enthusiasts shall begins on the first day of January and ends on the thirty first day of December each year.

ARTICLE IX AMENDMENTS TO BYLAWS

During the first year of creation, the club by-laws will be adjusted and changed based on a unanimous vote by the BOD only.

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by majority vote of the premium members. Bylaw changes should be brought to the attention of the Board of Directors at a BOD

meeting or regular club meeting. Bylaw changes will be discussed and written clearly with majority of BOD vote. Then the changes will be brought to the members for majority vote after a 7 day voting poll.