

# Delaware Valley Reef Club

## Club By-Laws

### Article I – Establishment of Club Name and Purpose

#### **Section 1**

The name of the club will be known as the Delaware Valley Reef Club; also known as the DVRC. This club is a non-profit educational group.

#### **Section 2**

DVRC is organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

DVRC is a non-profit organization made up of marine hobbyists brought together by the common desire to promote a better understanding of the life we keep in our home aquariums. Our focus is increasing the longevity of marine life in a controlled environment and to encourage that life to propagate freely. We expect to do this by fostering and encouraging education and appreciation for the ethical husbandry of marine life. Only through education and the sharing of ideas can we expect a future for our hobby.

#### **Section 3**

The name of the club shall not be used by any individual or group for self representation or gain. This will be cause for dismissal from the club.

#### **Section 4**

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

### Article II – Officers and Board of Directors

#### **Board of Directors**

##### **Section 1**

The Board of Directors shall consist of all elected Officers and appointed Trustees.

##### **Section 2**

A quorum of at least one half of the Board of Directors must be in attendance in order to conduct business. The majority vote of those present shall be required in order for the Board to vote on any business.

##### **Section 3**

The Board of Directors shall have the power to fill all vacancies occurring within its ranks during the Fiscal Year, in accordance with article VIII, section 7, of the Constitution.

##### **Section 4**

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.

##### **Section 5**

The Board of Directors (BOD) shall be allowed to have a private forum on [www.delvalreefclub.org](http://www.delvalreefclub.org) under the Board of Directors. This forum will be for the discussion of club business via ongoing “electronic meetings” of the BOD. Only the elected officers of the club and trustees in good standing will be allowed to post and vote in this forum. Members holding appointed positions may post in the forum, but not vote in this forum.

#### **Officers**

##### **Section 1**

The President shall preside at all meetings, sign documents, and be a member of all Committees.

##### **Section 2**

The Vice President shall, in the absence of the President, act as presiding officer. The Vice President shall be a member of all Committees and shall be informed of any business of said Committee so that he/she may present it to the board in the absence of said Committee Chairman.

##### **Section 3**

It shall be the responsibility of the Secretary to inscribe the proceedings of all meetings and to be prepared to read the specified records when requested. This office requires the maintenance of Club records, except those designated to other officers. When the President and Vice President are absent in any meeting, the Secretary shall preside. The Secretary shall also be responsible for maintaining copies of all correspondence as directed by the board.

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#### **Section 4**

The Treasurer shall keep in order financial records and/or books, tender by check recognized expenses incurred by the Club, and co-sign checks with the President, or the one other Board member designated by the Board. The Treasurer is required to 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. The Treasurer shall also present a monthly financial report to the Board of Directors or at anytime at the request of any elected officer.

#### **Section 5**

The Member at Large will attend meetings and have voting rights on club matters. The purpose of the position is to act as tie-breaker on board votes and to complete other tasks as needed.

#### **Section 6**

The Board Position of M@L Education will require a candidate to do the following items:

- Keep schedule of Monthly Member Meetings
- Create a list of at least 12 educational topics, and subject matter experts for the meetings. These topics should not be used more than once a year.
- Educate Members on how a monthly meeting is to be conducted.
- Create and schedule a quarterly educational event. This should be an event which includes Paid and Regular Members. Similar set-up as the Adventure Aquarium Event.
- Work with M@L Membership to create a stable of volunteers for DVRC projects.
- Drive content around DVRC Frag Swaps for presenters / presentations.

#### **Section 7**

The Board Position of M@L Membership will require a candidate to do the following items:

- Create Membership Programs to drive new Paid Memberships.
- Manage “Welcome Wagon” program for New Paid Members.
- Schedule Quarterly Membership Drives at LFS.
- Run web based / print marketing campaign for new members.
- Keep DVRC marketing brochures current, and stocked with LFS sponsors.
- Work with M@L Education to create a stable of volunteers for DVRC projects.
- Create a plan to increase Paid membership by 10% at Frag Swaps.
- Create a program to incent Regular Members to become Paid Members.

#### **Section 8**

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 the Delaware Valley Reef Club.

#### **Section 9**

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 next year. Nominations for officers shall take place in the month of October of the election year. At this meeting the President or Chairperson 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.

**b.** Candidates for election will run for a position on the DVRC Board; they will not run for a specific position with the exception of President. This is done to be able to move Board positions around to better fit the skill set of those on the BoD. Once new candidates are elected, the BoD will decide the best role for that person. DVRC members will continue to vote for the position of President. That is the only role on the Board that is not interchangeable.

#### **Section 10**

Only members in good standing who have attended at least 4 (four) meetings in the current calendar year are eligible for office.

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### Section 11

Only members in good standing are entitled to vote at the annual elections as stated under the bylaws of this organization. Secretary will post those eligible to vote prior to election taking place.

### Section 12

The Web Master, who is appointed by the Board of Directors, shall maintain the club internet site in a timely manner. Meeting announcements and minutes shall be posted. A club Forum associated with Reef Central or other agreed upon provider shall be maintained. The club domain name (delvalreefclub.org) shall be maintained and ownership renewed by the web master. The ISP selected to host the site should be reliable and reasonably priced and approved by the officers. The relationship with the ISP will be maintained in good stead by the web master. The club domain name and web hosting will be funded by the club, but it is the responsibility of the web master to assure adequate time for all invoices to be paid on time. The web master will maintain an up to date document with the President describing the procedures for renewing the domain name, ISP hosting information and a copy of the web site code, including all passwords to enter the site. All web site code shall be backed up by the web master before any changes are made to the web site. New areas added to the web site need to be approved by the officers. The club owns the domain name and controls the web site; the web master serves at the BOD's discretion.

### Article III– Membership and Committees

#### Membership

##### Section 1

Any person or persons who have an interest in marine knowledge and husbandry shall be eligible for membership. Upon receipt of an application and fee for membership the applicant(s) shall become a member of the organization in good standing. Proper application for membership and amount of these shall be established by the Board of Directors of this Club and shall be set forth in the By-laws of this organization.

Membership is not transferable and both membership and rights to the enjoyment of property of the organization shall cease and terminate upon death, withdrawal, expulsion or other termination of membership.

##### Section 2

The Delaware Valley Reef Club shall consist of seven (7) classifications of membership.

**a.** Individual Membership – Individual membership of this organization 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. Individual membership extends to immediate family members who reside at the same residence. Additional family members are entitled to a maximum of four individual accounts. One membership card will be issued for individual membership but additional cards will be provided upon request and at the additional membership card cost specified in the by-laws.

**b.** Charter Membership – Charter members shall consist of those member who were present at the club conception meeting at Alan Rhode's (FishTri) house in September of 2007 and those members who were present at the first official club meeting in October 2007 at Mary Donahee's (mache62) house. Charter members may hold office and vote. Charter members will have a special designation applied to their membership card.

**c.** Student Membership – Student membership is defined as any member who is under the age of eighteen (18) years. 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.

**d.** Honorary Membership – Honorary membership may be bestowed upon those whom the society wishes to recognize for outstanding achievement or outstanding services to the club. Honorary members may not hold office or vote. Honorary membership is perpetual.

**e.** Sponsor or Commercial Membership – Sponsor or commercial membership shall consist of those members holding a financial interest in any phase of the aquarium and or fish business. A sponsor or commercial membership shall be given to all aquarium related businesses who, as a courtesy, give all members who present proof of membership in good standing a discount or other benefits as mutually agreed upon by the sponsor and general consensus of the DVRC Board of Directors in exchange for a negotiated sponsor fee. Sponsor or commercial members

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may not hold office unless 2/3 voting members approve. Sponsor or commercial members will be provided with the following:

- Two (2) membership cards for use by two (2) direct employees of the sponsor or immediate member of the sponsor's family. This will allow them to attend any club organized functions free of charge.
- One (1) website account with Sponsor status.
- Advertising space on the club website and news letters.
- A thread on the club web site to promote their endeavors.
- Will be allowed to bulk email a one (1) page announcement to all members in good standing twice (2) per calendar year. This email will be administered by the membership coordinator and approved by the board of directors (BOD).

**f. Sponsor Employee** – Sponsor Employees are defined as any member who regularly works for a sponsor or commercial member but who does not have an ownership interest in the sponsor or commercial business. Sponsor employees may not hold office. If a member becomes a sponsor employee after being elected to office require 2/3 voting member approval to remain in office, Sponsor employees will not be granted access sponsor feedback forums on the club website. Members in this category are not permitted to advertise their company's business in any way, including but not limited to their Signature, Banners, and Profile Picture. This change is retroactive, and no existing members will be grandfathered into this clause

**g. Non-sponsor Business** - Non-sponsor businesses are defined as those persons who own or work for a hobby-related business but are not club sponsors. Non-business sponsors may not hold office and will be granted limited access to the club website. Forums related to selling and sponsor feedback will not be accessible to members in this class. Members in this category are not permitted to advertise their company's business in any way, including but not limited to their Signature, Banners, and Profile Picture. This change is retroactive, and no existing members will be grandfathered into this clause.

**h. Only DVRC Paid Sponsors** are permitted to advertise their business on the DVRC Forums / Site. No other Member Category are permitted to advertise their business or services in any way without prior permission from the Board of Directors. This includes, but is not limited to: Signature, Banners, and Profile Picture.

#### **Section 3**

Dues will be adjusted as needed by the Board of Directors for the proper and efficient running of the club. The membership dues may be changed once annually, but no more than 10% per year since the last change. Commercial members will be provided with a small advertising space on web site and newsletters. Commercial, Sponsor, Regular, and Charter members can purchase additional membership cards over and above the initially issued cards at the rate of \$5.00 per additional card. Regular and Charter members may only purchase additional cards for use by immediate family.

#### **Section 4**

- Dues for Regular and Charter members will be set at \$20.00.
- Dues for Student members shall be set at \$5.00.

#### **Section 5**

Members, whose dues are not paid by their anniversary date, are to be considered delinquent and will be removed from the club roster with loss of rights and privileges of membership in the club.

#### **Committees**

##### **Section 1**

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

##### **Section 2**

All Committees shall perform the duties assigned to them. No member shall be compelled to serve upon more than one Committee at the same time. Any member of the Committee failing to perform his/her duties may be removed

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from such Committee by the President.

### Section 3

Remuneration, if any, shall be decided by the Board of Directors at the time the members of the Committee are selected. All Committees shall be paid upon receipt of bills.

### Article IV– Expenditures, Boundaries, & Dissolution

#### Section 1

No expenditures on behalf of Delaware Valley Reef Club will be reimbursed without prior authorization by the Board of Directors.

#### Section 2

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 510(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

### Article V– Discipline & Conduct

#### Section 1

All club actions will be in accordance with the local laws of the state of Pennsylvania as put forth in the consolidated statutes and case law. Any actions by club members in violation of these laws will be immediately referred to the proper authorities for further investigation. Club membership may also be revoked by a majority vote by the officers. A warning system will be in place to track violations that occur. Please note that we do not allow for appeals on warnings. We have brief definitions of the warning listed below. The first (1<sup>st</sup>) violation results in a warning. The second (2<sup>nd</sup>) violation, a one (1) month moderation period where all posts made will have to be approved by a moderator (note that this will delay one's posts by an undefined period of time). The third (3<sup>rd</sup>) violation, will result in an account suspension of one (1) week. The fourth (4<sup>th</sup>) violation will result in account suspension.

Warning Definition List:

- Swearing – a member who uses excessive profanity or the use of profanity in a derogatory and or inflammatory manner.
- Avatar/ Signature Abuse – Please note that we do not allow avatars or signatures of sexual content, racist remarks, or inflammatory text.
- Insubordination – Note that the above rules cannot cover every topic that might present itself. In a forum official informs you to stop doing something, we ask that you comply.
- Spamming – For general purposes spamming is any post that does not add any worth to the forum. This will be left up to the forum officials on a case by case basis.
- Harassment – The use of any DVRC resource in a way that is intended to disturb, upset, or threaten others. The DVRC maintains a zero tolerance policy towards harassment.

#### Section 2

The Board of Directors is granted authority to determine the duration of all disciplinary actions that are not otherwise defined in Section 1. Disciplinary actions can be modified or suspended upon majority vote of the BOD based upon the circumstances of each situation. In the event that a member under disciplinary action has maintained appropriate conduct for a period of time, this rule is intended to be used by the officers to restore that member to good standing.

#### Section 3

Officers of DVRC may be removed from office for behavior detrimental to the club, behavior not in line with the club mission or goals, a gross violation of the club by-laws, non-performance, or at the discretion of the club officers. Removal procedures are to be initiated by majority vote of the officers, excluding the vote of the officer in question. A mandatory review process will be completed that includes presentation of information by the officer under review, discussion among the officers in the absence of the officer under review, and private discussion among the advisory board without influence from the officers. An officer is removed upon majority vote of the officers and advisory board with the advisory board collectively receiving a single vote. Voting is to be completed without the officer under review present. Officers that are removed from office are eligible to run for election in the future.

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### Article VI – Conflict of Interest Policy

#### **Section 1**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### **Definitions**

##### **Section 2**

###### 1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

###### 2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

#### **Procedures**

##### **Section 3**

###### 1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

###### 2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

###### 3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

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#### **4. Violations of the Conflicts of Interest Policy**

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **Records of Proceedings**

#### **Section 4**

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### **Compensation**

#### **Section 5**

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

### **Annual Statements**

#### **Section 6**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### **Periodic Reviews**

#### **Section 7**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

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#### **Use of Outside Experts**

##### **Section 8**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

##### Article VII – Amendments

##### **Section 1**

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.

##### **Section 2**

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

##### **Section 3**

All proposed changes will be published in the official website of the Club previous to the meeting at which action is to be taken.

##### **Section 4**

Parliamentary Authority – All matters not herein expressly covered by the Constitution and/or By-laws are hereby delegated to the Board of Directors