

## CHARLOTTE AREA AQUARIST SOCIETY

### BY-LAWS

#### ARTICLE I

##### OFFICES

Section 1. PRINCIPAL OFFICE. The principal office of the Corporation in the state of North Carolina shall be located at c/o Paul Velasco, 3324 Glamorgan Court, Charlotte, NC 28027.

Section 2. REGISTERED OFFICE. The registered office of the Corporation in the state of North Carolina shall be located at c/o Paul Velasco, 3324 Glamorgan Court, Charlotte, NC 28027.

Section 3. REGISTERED AGENT. The registered agent of the Corporation shall be Paul Velasco, 3324 Glamorgan Court, Charlotte, NC 28027.

Section 4. OTHER PLACES. The Corporation may have offices at such other places as the Board of Directors may from time to time determine or the business of the Corporation may require.

#### ARTICLE II

##### STOCKHOLDERS

Section 1. There will be no stock issued in the name of the Corporation.

#### ARTICLE III

##### DIRECTORS

Section 1. GENERAL POWERS. The property and business of the Corporation shall be managed by the Board of Directors.

Section 2. NUMBER, TENURE AND QUALIFICATIONS.

(a) The number of directors of the Corporation shall be ten (10), consisting of four (4) directors elected by the membership in accordance with these Articles of Incorporation and the By-Laws of this Corporation, the retiring President and the current President, Vice President, Recording Secretary, Treasurer, and Corresponding Secretary.

(b) Provided, however, that the retiring President will not be entitled to vote on issues before the Board unless his or her vote is necessary to prevent an equally-divided vote on any issue.

(c) Elected Directors shall serve for a term of two (4) years.

(d) The retiring President shall serve for a term of one (2) year.

- (e) Current officers shall serve on the Board of the term of office only.
- (f) Members of the Board of Directors shall be elected from the general membership; provided, however, that corresponding members may not serve on the Board of Directors.

Section 3. ANNUAL AND REGULAR MEETINGS. The annual meeting of the Board of Directors shall be held immediately after and at the same place as the annual meeting of members, on the first Saturday in the month of November, no notice other than this by-law being necessary. The Board of Directors may provide, by resolution, the time and place, either within or without the State of North Carolina, for the holding of regular meetings of the Board of Directors called by them.

Section 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or by a majority of the directors then in office. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of North Carolina, as the place for holding any special meeting of the Board of Directors called by them.

Section 5. NOTICE. Notice of any special meeting shall be given by written notice delivered personally, telegraphed or mailed to each Director at his business or residence address. Notice must be given not less than ten (10) or more than fifty (50) days prior to the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail properly addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the Board of Directors need be specified in the notice, unless specifically required by statute.

Nothing in this Section shall be construed to limit conference meetings by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time.

Section 6. QUORUM. A two-thirds of the Board of Directors then in office shall constitute a quorum for transaction of business at any meeting of the Board of Directors. The Directors present at a meeting which has been duly called and convened may continue to transact business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum, so long as the number of remaining Directors is not less than two (2) nor less than one-third ( $1/3^{\text{rd}}$ ) of the membership of the Board.

Section 7. VOTING. The act of the majority of the Directors present at a duly convened meeting shall be the act of the Board of Directors.

Section 8. VACANCIES. Any vacancy occurring in the Board of Directors by reason of the death, disability or resignation of any Director may be filled by the remaining Directors at a special meeting called for that purpose. Provided, however, that the Office of President, if vacated, shall be filled by the Vice President. If the Office of the President and Vice President are both vacant, a special election by the general membership will be held to fill the two positions.

Any Director so appointed or elected shall serve for the unexpired portion of the term of the Director whose place such new Director is to take, or until a successor for the new Director is duly chosen by the membership and is qualified.

Section 9. INFORMAL ACTION BY DIRECTORS. Any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors and filed with the minutes of the proceedings taken by the Board.

Section 10. COMPENSATION. Directors, as such, shall not receive any stated salary for their services. Provided, however, that nothing in this Section shall prohibit reimbursement of any Director for expenses reasonably incurred on behalf of the Corporation.

Section 11. At any special or annual meeting of members, duly called and at which a quorum is present, the members may, by the affirmative vote of the holders of a majority of the votes entitled to be cast thereon, remove any Director or Directors from office and may elect a successor or successors to fill any resulting vacancies for the unexpired terms of removed Directors.

Section 12. ELECTION OF DIRECTORS. Two directors shall be elected annually at the annual meeting of the members on the first Saturday in the month of November. The two nominees for the Board of Directors who receive the greatest number of votes for such positions shall be declared elected.

Section 13. NOMINATIONS. During the month of September, the Board shall select a Nominating Committee consisting of five members and two alternates. No member of the Board shall be a member of this committee. The Corresponding Secretary shall immediately notify the Committee members and the alternates of the selection. The Board shall name a Chairman for the Committee and it shall be his duty to call a Committee meeting which shall be held within two weeks after the Committee is notified of its selection of officers.

- (a) The Committee shall nominate one candidate for each office and two candidates for Director and immediately report their nominations to the Secretary in writing. Each person selected shall be contacted to ascertain availability for nomination of office.
- (b) The Secretary shall forthwith notify each member in writing of the candidates so nominated. This notification may be in the form of a post on the Aquacharlotte.com Members Forum or PM via Aquacharlotte.com.
- (c) Any person so nominated who refuses to be a candidate for the position for which he or she has been nominated shall notify the Secretary in writing within 10 days from receipt of notice.
- (d) Additional nominations may be made from the floor on the day of elections, and such floor-nominated member must be present to signify his or her willingness to be a candidate. However, no person who has declined this Committee's nomination may be nominated from the floor for the same position the day of the Election.

## ARTICLE IV

### COMMITTEES

Section 1. NUMBER, TENURE AND QUALIFICATIONS. The Board of Directors may appoint from among its members or the general membership any committee composed of three or more members; such committee shall serve at the pleasure of the Board of Directors.

The members of a committee present at any meeting, whether or not they constitute a quorum, may appoint a Director to act in the place of an absent member.

All actions to be taken by a Committee are subject to final approval by the Board of Directors.

## ARTICLE V

### OFFICERS

Section 1. POWERS AND DUTIES. The officers of the Corporation shall be elected annually in accordance with the provisions of Article III, Section 13. Each officer shall hold office until his or her successor is duly elected and qualified or until his or her death or until he or she resigns or is removed in the manner hereinafter provided. Election or appointment of an officer or agent does not of itself create contract rights between the Corporation and such officer or agent.

Section 2. REMOVAL. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby, and such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 3. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, creation of a new office or otherwise may be filled by the Board of Directors for the unexpired portion of the term except as provided in Article III, Section 8.

Section 4. PRESIDENT. The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all meetings of the Board of Directors and the members. He or she may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors pursuant to these By-Laws, any instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Corporation, or is required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall be ex officio a member of all committees that may, from time to time, be constituted by the Board of Directors.

Section 5. VICE PRESIDENT. In the absence of the President or in the event of his or her death, or inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President; and shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 6. RECORDING SECRETARY. The Secretary shall (a) keep the minutes of the members and Board of Directors' meetings in one or more books provided for that purpose; (b) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all certificates for shares prior to the issue thereof and to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these By-Laws; (c) keep a register of the post office address of each member which shall be furnished to the Secretary by each member; (d) in general perform all duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 7. CORRESPONDING SECRETARY. The Corresponding Secretary shall (a) see that all notices are duly given in accordance with the provisions of the By-Laws or as required by law; (b) handle all such correspondence of the corporation as required by the Board of Directors; (c) same as (d) in Secretary.

Section 8. TREASURER. The Treasurer shall have custody of the corporate funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

He or she shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President, at the regular meetings of the Board of Directors, or whenever they may require it, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation.

Section 9. ANNUAL REPORT. The President or other executive officer of the Corporation shall prepare or cause to be prepared annually a full and correct statement of the affairs of the Corporation, including a balance sheet and a financial statement of operations for the preceding fiscal year, which shall be submitted at the annual meeting of the members and filed within twenty (20) days thereafter at the principal office of the Corporation in the State of North Carolina.

## ARTICLE V

### FISCAL YEAR

The Board of Directors shall have the power, from time to time, to fix the fiscal year of the Corporation by a duly adopted resolution.

## ARTICLE VI

### SEAL

The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization, and the words, "Incorporated in North Carolina." The Board of Directors may authorize one or more duplicate seals and provide for the custody thereof.

## ARTICLE VII

### INDEMNIFICATION

Section 1. Any person who is or was serving at the request of the Corporation as a Director, officer, partner, trustee, employee, or agent thereof, who is or was a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was acting in such capacity for the Corporation, shall be indemnified to the full extent allowed by North Carolina law for reasonable expenses (including attorney's fees), judgments, penalties, fines, and amounts paid in settlement arising out of any such action or threatened action, by the Corporation.

Section 2. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation in any capacity, against any liability asserted against him or her and incurred by him or her in or arising out of his or her position whether or not the Corporation would have the power to indemnify him or her under this Article.

## ARTICLE VIII

### WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these By-Laws or under the provisions of the Articles of Incorporation of the Corporation or under the provisions of the North Carolina corporation law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of any meeting, need be set forth in the waiver of notice, unless specifically required by statute. The attendance of any person at any meeting shall constitute a waiver of notice of such meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

Publication on Aquacharlotte.com of any notice required by the Articles of Incorporation, these By-Laws or the Statutes of the state of North Carolina shall be deemed sufficient to comply with the requirements of these By-Laws and the Articles of Incorporation.

## ARTICLE IX

### AMENDMENT OF BY-LAWS

Section 1. BY DIRECTORS. The Board of Directors shall have the power, at any annual or regular meeting, or at any special meeting, if notice thereof be included in the notice of such special meeting, to alter or repeal any By-Laws of the Corporation and to

make new By-Laws, except that the Board of Directors shall not alter or repeal this section or any By-Law made by the members.

Section 2. BY MEMBERS. The members shall have the power, at any annual meeting, or at any regular or special meeting, if notice thereof is included in the notice of such special meeting, to alter or repeal any By-Law of the Corporation and to make new By-Laws.

## ARTICLE X

### VOTING REQUIREMENTS

Section 1. Except as otherwise provided in these By-Laws and Articles of Incorporation, a quorum for the purposes of voting by the members shall be a majority of the members of the Corporation.

Section 2. Except as otherwise provided in these By-Laws and Articles of Incorporation, a majority of the members present, if constituting a quorum, shall be sufficient for determination of an issue brought for vote.

APPROVED:

DATED: