

**CLEVELAND SALTWATER
ENTHUSIASTS ASSOCIATION
C-SEA**

CONSTITUTION AND BYLAWS



Revised March 16, 2003
Revised November 2008
Revised May 14, 2010

Cleveland Saltwater Enthusiasts Association

C-SEA
Constitution

1. Name

The Society shall be known as the “**Cleveland Saltwater Enthusiasts Association**” and as “**C-SEA**”.

2. Mission

The mission of the Cleveland Saltwater Enthusiast’s Association (C-SEA) shall be to foster the growth of a sustainable marine aquarium hobby through, education and responsible reef husbandry by it’s members in a community environment..

3. Membership

To become a member in good standing it is necessary to have completed an application form and to have paid the required dues.

The categories of membership shall be:

- ◆ Individual
- ◆ Family
- ◆ Honorary
- ◆ Life

3.1 Individual Membership

Individual membership shall be open to any person.

3.2 Family Membership

Family membership shall be open to a family consisting of an adult and his or her children, or a married couple and their children, if any. To qualify for a family membership, any children must be under eighteen years of age.

3.3 Honorary Membership

Honorary membership may be conferred by the C-SEA Board on any individual who has made a major contribution to C-SEA or whose affiliation with C-SEA can benefit C-SEA by lending knowledge or prestige to the society. Honorary membership shall normally be conferred for a period of twelve months.

There shall be no fee for honorary membership

3.4 Life Time Membership

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Life membership may be conferred by the C-SEA Board on any individual who has made an outstanding contribution to CSEA or the marine aquarium hobby.

There shall be no fee for life membership.

4. Rights and Obligations of Members

4.1 Rights

Individual members, adult (18 years of age) family members, honorary members, and life members shall have the following rights:

- ◆ To attend all regular meetings;
- ◆ To participate in all C-SEA activities;
- ◆ To receive the C-SEA Newsletter;
- ◆ To stand for election to the Board of Directors, and
- ◆ To vote on any matter put before the membership.

4.2 Obligations

All members shall comply with the Constitution and Bylaws, and shall act with responsibility and integrity in all matters relating to C-SEA and the marine hobby. Members shall not act in a matter that shall reflect poorly on C-SEA or that will cause harm to C-SEA, its members, or its reputation.

5. Board of Directors

5.1 Composition

The Board of Directors, hereafter known, as the "Board" shall consist of ten directors: a President, a Vice-President, Treasurer, Secretary, Membership Director, Program Director, Raffle Chairman, Newsletter Editor, Web master, and Librarian.

5.2 Elections

The Board shall be elected by the membership at each Annual General Meeting. Annual General Meetings will be held at interval of no greater than fifteen months.

At each Annual General Meeting, there shall be ten elections in the following order: President, Vice-President, Treasurer, Secretary, Membership Director, Program Director, Raffle Chairperson, Newsletter Editor, Web master, and Librarian.

The Vice President shall be responsible for preparing a slate of candidates for election of board members.

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Nominations for election to the Board shall be made at a regular meeting. Nominations may be received from the floor, by mail, or by contacting the Vice President prior to the elections.

Each member in good standing shall be entitled to cast one vote in each board elections. The candidate with the most votes in each of the board elections shall be declared the winner. In the event of a tie a coin flip will determine the winner.

Members may be elected to not more than two board positions. Members holding more than two positions will only be entitled to one vote before the board.

The term of office of the Board shall be from one election until the next election.

Any adult member may run for office. Unsuccessful candidates are not barred from running for other positions.

Voting shall be by secret ballot. If a candidate is unopposed, the vote shall be by acclamation.

5.3 Filling Vacancies

Vacancies on the Board will be filled by Board appointment. Membership will be notified of the vacancy. An election at a general meeting will be held to fill the position within three months. Nominations will be accepted during or before the general meeting.

5.4 Conduct of Business

Board of Directors business shall be conducted at duly constituted meetings. A quorum at such meeting shall be five directors. Board meetings are open to the general members providing advance notice is given by the member to the board. Only Directors may vote at Board meetings. Each Director shall have one vote whether in person or by proxy. All issues shall be decided by a simple majority of the votes cast, except where the Constitution or a Bylaw specifies to the contrary. In the case of a tied vote, the subject is tabled.

5.5 Lack of Quorum

If the situation arises that there is less than five Directors in office, then those Directors shall continue to manage the affairs of C-SEA; but, they shall, at the earliest opportunity, hold a membership meeting to elect the vacant Director(s).

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6. Powers and Responsibilities of the Board

6.1 Management of C-SEA

The Board shall be responsible for the management of C-SEA.

6.2 Finance

C-SEA fiscal year will end on December 1 of each year.

The Board shall establish: the membership fees, the fees for participating in C-SEA activities, and the cost of C-SEA publications. The Board shall be responsible for C-SEA expenditures, and the general financial welfare of C-SEA.

Property or equipment purchased by the club with club funds or donated to the club shall be known as Club Property. In the event the club dissolves, Club Property and Funds shall be disbursed in a manner agreeable to the remaining members and in compliance to local, state & federal laws regarding Non-Profit and Not For Profit Organizations.

A financial statement will be presented at a minimum of three general meetings per year. Notification of each presentation will be sent to the membership (i.e. by newsletter). The financial records will be open for viewing if requested by 10 or more members.

6.3 C-SEA Officers

The Board may appoint committees from amongst the Directors and/or the general membership

7. Duties of the Officers

The Officers shall perform the duties as set out in this Section and such other duties as assigned by the Board.

7.1 President

The President shall:

- a) Act as the Chief Executive Officer of C-SEA and provide leadership and supervision.
- b) Seek to ensure that the other Officers and Board carry out their duties, but, this does not imply that the President must assume the duties of any officers who are derelict in their duties.
- c) Chair all Board meetings and membership meetings, and serve as ex-officio member of all C-SEA Committees.
- d) Act as an official representative and spokesperson for C-SEA.
- e) Call special meetings of the Board.

7.2 Vice President

The Vice President shall:

- a) Assist the President in carrying out all of his duties.
- b) Act for the President, in the Presidents absence or at the request of the President.
- c) Serve as the Nominations Chairperson accepting Nominations for Board of Directors positions from the membership.

7.3 Treasurer

The Treasurer shall:

- a) Keep a complete and accurate record of the financial transactions of C-SEA and make these available to the Board at all reasonable times
- b) Prepare a triennial financial statement for the general membership.
- c) Ensure the safekeeping of C-SEA's financial assets.
- d) Attend to correspondence relating to C-SEA's finances including payment of bills and annual IRS filings.
- e) Maintain two current board member signatures on the banks file for proper access. The signature will consist of the treasurer's name and one other designated by the board.
- f) A financial statement will be presented at a minimum of three general meetings per year. Notification of each presentation will be sent to the membership (i.e. by newsletter). The financial records will be open for viewing if requested by 10 or more members.

7.4 Program Director

The Program Director shall:

- a) Develop and recommend to the Board ideas for C-SEA membership meetings.
- b) Develop contacts in the marine aquarium hobby, and hence develop a list of potential speakers for C-SEA events.
- c) Make arrangements for the smooth running of C-SEA meetings and programs including reserving monthly meeting place, booking and accommodations for guest speaker.

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7.5 Membership Director

The Membership Director shall:

- a) Maintain a current and complete record of all members, and make it available to the Board at all reasonable times.
- b) Collect membership fees and provide them to the Treasurer, with a reconciliation of fees collected and the membership list.
- c) Promote membership in C-SEA.

7.6 Raffle Chairperson

The Raffle Chairperson shall:

- a) Conduct raffles at regular C-SEA meetings.
- b) Ensure that the raffles run smoothly and that adequate raffle tickets are available.
- c) Hold all raffle prizes safely.
- d) Reconcile monies received for the raffle with another Board Member and turn it over to the treasurer.

7.7 Newsletter Editor

The Newsletter Editor shall:

- a) Be responsible for regular publication of the C-SEA newsletter.
- b) Edit the newsletter, using judgment as to the suitability of submitted articles.
- c) Be responsible for all equipment and supplies associated with the publication of the newsletter

7.8 Secretary

The Secretary shall:

- a) Be responsible for taking & distributing minutes of all meetings.

- b) Compose and send letters of solicitation to potential donors of products for various C-SEA fund raising raffles
- c) Compose and send letters of thanks to all donors.
- d) Record and track donations received.
- e) Establish and maintain mailing lists of local pet shops and national manufacturers

7.9 Web Master

Web master shall:

- a) Be responsible for the regular maintenance of C-SEA web site.
- b) Edit the website using judgment as to the suitability of submitted material.
- c) Be responsible for promoting C-SEA over the Internet.
- d) Assure that the webmaster plus one other designate by the Board have access and password to C-SEA's web site.

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7.10 Librarian

Librarian shall:

- a) Maintain and protect the materials that are owned by C-SEA, such as books, periodicals, or videotapes.
- b) Ensure that these materials are available for loan to C-SEA members, with proper documentation, at regular C-SEA meetings.
- c) Ensure that these materials are tracked and returned in a timely fashion.
- d) Ensure that new, current materials are obtained when and if appropriate.

7.11 Other Officers and Committees

The duties, responsibilities and authorities of other Officers and committees shall be specified in the Bylaws or established by the Board.

8. Commercial Activities

No one shall undertake commercial activity at C-SEA meetings, events, or facilities to promote their own commercial interests, (where commercial interests shall be activities undertaken with the purpose of making money) without approval of the Board of Directors. This restriction, however, shall not prevent members from participating in commercial activities, such as advertising in C-SEA publications, providing such opportunities are also available to non-members.

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9. Expulsion

9.1 Removal of a Board Member

If a Board Member fails to comply with the Constitution or Bylaws, or disrupts C-SEA activities, or conducts one or more acts which are to the serious detriment of C-SEA, or persistently fails to carry out assigned duties, the Board may recommend to the membership the removal of the Board Member. Such a recommendation would be made only if a majority of the Board Members' votes were cast in favor of the recommendation. Removal of a Board Member would require a simple majority of votes cast by members, by way of secret ballot.

9.2 Expulsion From C-SEA

If any General Member fails to comply with the Constitution or Bylaws, or disrupts C-SEA activities, or conducts one or more acts, which are to the detriment of C-SEA, the Board may, after a written warning, revoke the person's membership in C-SEA. Removal of a General Member would require a simple majority of votes cast by members, by way of secret ballot.

10. Bylaws

The Bylaws must be consistent with the Constitution. The establishment or revocation of a Bylaw will occur only if at least two-thirds of the Directors' votes are cast in favor of the change.

11. Constitutional Changes

Constitutional changes must be recommended by the Board and require that at least two-thirds of the Board Members votes cast are in favor of the change.

Constitutional changes will not become effective until ratified at a membership meeting, and require that at least two-thirds of the members vote cast at the meeting were in favor.

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12. Dissolution of C-SEA

C-SEA can only be dissolved by a vote of the membership at a meeting called for that purpose. All members must receive at least one month's written notice of the time, location and purpose of such a meeting. Dissolution would only occur if two thirds of the members' votes cast at the meeting were in favor of dissolution.

Property or equipment purchased by the club with club funds or donated to the club shall be known as Club Property. In the event the club dissolves, Club Property and Funds shall be disbursed in a manner agreeable to the remaining members and in compliance with local, state & federal laws regarding Non-Profit and Not For Profit organizations.

13. Disclaimer

By joining C-SEA, or participating in C-SEA activities, or reading C-SEA publications, an individual agrees to hold C-SEA and it's Board Members harmless for any loss, harm or consequential damage, no matter how caused, resulting from the individual being a member of C-SEA, or participating in any C-SEA activity, or acting or omitting to act as a result of the information or advice received from C-SEA meetings, individual members, activities or publications.

Cleveland Saltwater Enthusiasts Association

C-SEA **Bylaws**

1. Officers

In addition to the Officer positions described in the Constitution, the Board shall appoint:

- ◆ A Refreshments Chairperson
- ◆ A MASNA representative
- ◆ And others as needed

These appointees shall perform the duties set out in these Bylaws, and such other duties as assigned by the Board.

1.1 Refreshment Chairperson

The Refreshment Chairperson shall:

- a) Oversee the refreshments that are provided at regular C-SEA meetings.
- b) Ensure that prudent and adequate purchases are made.
- c) Maintain and protect C-SEA property such as coffee makers, etc.

1.2 MASNA Representative

1.3 And Others as Needed

2. Financial Transactions

2.1 Check signing

All checks or other documents transferring C-SEA funds shall be signed by one of: the President, the Vice-President, or the Treasurer.

2.2 Commitment of C-SEA Funds

All expenditures greater than \$250.00 must be pre-approved by the Board. All expenditures must be reported at the next Board meeting.

3. Membership Fees

An individual or family joining C-SEA shall pay an annual fee. The membership fee shall be established, and may be changed when deemed necessary by a vote of the Board.

There may be a charge for non-members who wish to attend any C-SEA meetings or activities. The charge will be set by the Board and may vary depending upon the nature of the meeting or activity. For special events, the Board may set entrance fees for both members and non-members.

4. Membership Meetings

Members shall be notified in advance of the time, date and location of the Annual General Meeting.

Members will be notified when the Board is recommending a constitutional change, and will be notified in advance of the time, date and location at which the change will be considered by the membership.

The Secretary and Membership Director will jointly ensure that a membership list and ballots are available at any meeting at which a membership vote is planned.

If the Board establishes or revokes any Bylaw, such change will be brought to the members' attention at the next membership meeting.

5. Affiliations

C-SEA may affiliate with other organizations whose stated goals and purposes are deemed by the Board to be in agreement with the mission statement of C-SEA, if such affiliation will benefit C-SEA, its membership, and/or the other organization; and will not cause undue hardship on C-SEA or its membership.

Planned affiliations with and financial support of such organizations shall be disclosed to the membership prior to the actual commitment of funds whenever possible, or at the next regular meeting. Any affiliation shall be in strict accordance with the C-SEA Constitution and Bylaws.

6. CSEA Web site and Forum Use

6.1 User Agreement

By accessing "C-SEA" (hereinafter "we", "us", "our", "C-SEA", "<http://www.c-sea.org/forum/phpBB3>"), you agree to be legally bound by

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the following terms. If you do not agree to be legally bound by all of the following terms then please do not access and/or use "C-SEA". We may change these at any time and we'll do our utmost in informing you, though it would be prudent to review this regularly yourself as your continued usage of "C-SEA" after changes mean you agree to be legally bound by these terms as they are updated and/or amended.

Our forums are powered by phpBB (hereinafter "they", "them", "their", "phpBB software", "www.phpbb.com", "phpBB Group", "phpBB Teams") which is a bulletin board solution released under the "[General Public License](#)" (hereinafter "GPL") and can be downloaded from www.phpbb.com. The phpBB software only facilitates internet based discussions, the phpBB Group are not responsible for what we allow and/or disallow as permissible content and/or conduct. For further information about phpBB, please see: <http://www.phpbb.com/>.

You agree not to post any abusive, obscene, vulgar, slanderous, hateful, threatening, sexually-orientated or any other material that may violate any laws be it of your country, the country where "C-SEA" is hosted or International Law. Doing so may lead to you being immediately and permanently banned, with notification of your Internet Service Provider if deemed required by us. The IP address of all posts are recorded to aid in enforcing these conditions. You agree that "C-SEA" have the right to remove, edit, move or close any topic at any time should we see fit. As a user you agree to any information you have entered to being stored in a database. While this information will not be disclosed to any third party without your consent, neither "C-SEA" nor phpBB shall be held responsible for any hacking attempt that may lead to the data being compromised.

COMMERCIAL POSTING: "C-SEA" exists for the non-commercial exchange of information. Sponsors of this site are given banner space and/or a forum to promote their business in accordance with the sponsor agreement. All other posts or signatures that are deemed to be commercial in nature are a violation of this user agreement and will be removed. As it pertains to the User Agreement, "C-SEA" defines "commercial post" as knowing and willful posts made by private individuals or businesses, directly or indirectly seeking commerce. Additionally, posts made by individuals or businesses in regard to other commercial activities, in anticipation of direct or indirect economic benefit or relief from the subject activity, will generally be regarded as "commercial." Recognizing that it is impossible to construct a definition

which will satisfy every situation or circumstance, “C-SEA” reserves the right to determine whether or not a post violates the “intent” of the “commercial post” policy or definition. Violation of this policy will be grounds for removal from our community.

COMMERCIAL RELATIONSHIPS: Any member that has any commercial connection to a product or company, or to a directly competing product or company, is requested to clearly divulge that relationship when posting a comment about that product or company.

AVATARS, SIGNATURES, TITLES AND PROFILES: All terms and conditions of this User Agreement apply to these areas as well. An avatar or signature may not contain commercial names, graphics, logos or URLs.

7.0 Conflict of Interest Policy

Being developed