

BYLAWS

Brooklyn Aquarium Society, Incorporated 1966

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PREAMBLE

In order that friendship shall prevail, that the spirit of helpfulness be prolonged, that harmony be preserved and practiced, and that we may have a reliable guide in the administration of our Society, we, the members of the Brooklyn Aquarium Society Inc., do ordain and establish these Bylaw sand hereby revoke any previous Constitution and Bylaws.

Article I

Name

This organization shall be known as the "Brooklyn Aquarium Society, Inc." and (hereafter referred to as the "Society")

Article II

Purpose

The Brooklyn aquarium Society, Inc., shall be an independent, non-profit association 501 (C) (3) dedicated to the mutual exchange of facts, experience and educating and instructing all of those persons seeking knowledge in the art of raising and breeding, conservation and propagation of exotic tropical fish, marine fish, invertebrates and all other fish and aquatic plant life kept by the hobbyist in the home aquaria. If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern.

Article III

Membership

Any person interested in becoming a member in good standing shall be eligible after:

- A) Application on the approved membership form.
- B) Full payment of one year's dues.
- C) Investigation by the membership committee and approved by a majority of the board of directors at the next board meeting, he or she shall become a member in good standing.
- D) If not accepted said applicant shall be notified and his or her dues shall be returned in full.

Types of Membership:

- A) Single: Adult, 18 years and over)
- B) Family: Husband, wife & children under 18 years or domestic partners)
- c) Student: Age 14 to 18 years of age, whose parents do not hold a family membership.
- D) Junior Age 14 and under may join at the student rate, but must be accompanied by an adult member (Note: Children under 14 years of age shall have no voting rights).
- E) Members outside the continental United States shall pay the same membership rates plus the difference in postage for mailing Aquatica and society notices.

Article IV

Discipline of members

Every member of the society shall be subject to the rules of these bylaws upon acceptance into the society. Any member who performs an act or acts which are contrary to the spirit, aims or intent of this bylaws and its bylaws shall, upon public accusation at a board meeting:

A) Have the accusation presented to the board of directors in written form for an impartial investigation; The Board shall act within three (3) consecutive Board meetings. Failure of the Board to act within this time limit shall constitute an automatic vote of confidence for the responding member.

B) Both the responding member and complaining member shall be notified via certified mail within 2 weeks of the board meeting to be present in person to discuss both sides of the accusation and present evidence.

C) Failure of the complaining member or responding member to show up at the designated board meeting without prior notice presented to the board shall constitute an automatic vote of confidence or dismissal of matter in question.

D) Upon a majority vote of the board of directors, the member shall either be:

1) Censured ~ official oral reprimand demanding the act or acts not be repeated.

2) Acquitted ~ all charges dropped.

3) Expelled from the Society on a 2/3 vote of the board present.

4) on a third offense ~ (official reprimand) If censured three times within one year, he or she shall be automatically expelled from the Society for conduct detrimental to the best interests of the Society. Any dues left shall be reimbursed.

E) The person or persons expelled shall be eligible to reapply for membership after one year of the date of being expelled. Applicant must apply in person to the board of directors, at a regular board meeting for reinstatement in the Brooklyn Aquarium Society, Inc.

Removal, resignation and death of Board members

F) Any elected or appointed member of the board may be removed by the board with cause. (see discipline of members Article IV A to E). In the event of the death, resignation or removal of a board member, the president at his discretion may propose a successor to be voted upon by the board to fill the unexpired term.

1) Any or all of the Directors may be removed without cause only by vote of the full general membership.

Resignation

G) A director may resign at any time by giving written notice to the Board, the president or the secretary of the Society. Unless otherwise specified in the notice the resignation shall take effect upon receipt thereof by the board and the acceptance of the resignation shall not be necessary to make it effective.

Article V

Board meetings.

Monthly Board Meetings

A) Board members shall receive notice of board meetings either in oral form at least 5 days before a meeting or in written form at least 5 days before the regular board meeting by United States mail. The notice shall be sent by the Corresponding Secretary and state the date, time and place and purpose of the meeting.

B) At all meetings of the Board the president, or in his absence the First Vice President shall preside.

C) Board meeting shall be held on the first Friday of the month unless changed by a majority vote of the board.

D) Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each director present shall have one vote.

E) Only board members shall attend unless a regular member is invited by a board member to attend. Regular members shall have no vote and shall address the board at the board's request, in compliance with bylaw #3.

F) The presence at any Board meeting of not less than eight (8) Board members shall constitute a quorum and shall be necessary to conduct the business of the society; two thirds of the quorum shall be needed to pass or reject a vote on Society business. However, a lesser number may adjourn the meeting for a period of not more than four (4) weeks from the date scheduled by the bylaws and the Corresponding secretary shall cause a notice of the re-scheduled date of the meeting to be sent to those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

Special / emergency Board Meetings

Special or Emergency board meetings for the society shall be called in the following manner:

A) By the President.

B) A majority of the Board.

Such meetings shall be called by oral notification to all Board members. Notification need not be in writing. Board members unable to attend will not be penalized.

Article VI

General Meetings

A) The regular meeting of the membership shall be held on the second Friday of each month. Should there be a conflict with religious or legal holidays or inclement weather, the date and time of the meeting shall be set by the president or the majority of the board and the membership notified by the Corresponding secretary by U.S. mail of the new meeting date.

B) At all General meetings the president, or in his absence the First Vice President shall preside.

C) The presence at any general membership meeting of not less than one tenth (1/10th) of the total membership shall constitute a quorum and two thirds of the quorum shall be needed to pass or reject a vote on Society business; however, a lesser number may adjourn the meeting for a period of not

more than four (4) weeks from the date scheduled by the by-laws and the Membership Chairperson shall cause a notice of the re-scheduled date of the meeting to be sent to those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

Article VII

Membership Dues Schedule

Dues shall be set by a two-thirds vote of the board of directors and voted upon and passed or rejected by a quorum of members present at the next general meeting. (See By laws #1 for membership classifications, etc.)

Article VIII

Voting and election privileges for members

All members approved for membership shall have the following voting rights:

- A) They must be members in good standing (Dues paid to date).
- B) Individual members shall have one (1) vote and must be present to vote. Membership numbers and names shall be checked at the door.
- C) Family memberships shall have two (2) votes, names as listed on the membership card. Each voting member must be present to vote. Membership numbers and names will be checked at the door.
- D) Note: Children under 14 years of age shall have no voting rights.
- E) A voting quorum of general members shall consist of 1/10 of the general membership present at a general meeting.

Article IX

Board of Directors

The board of Directors shall consist of the following:

- A). President, First Vice President, Second Vice President, Treasurer, Membership chairperson, Corresponding Secretary, Recording Secretary, Sergeant-at-Arms, Exchange Editor.
- B) Editor (who shall be appointed by President with approval of a majority vote of the board).
- C) Five (5) Board Members elected at the June meeting.
- D) Five (5) board members selected by the President and voted upon by the elected Board Members.
- A) If an elected or appointed board member is unable to serve or leaves the board for any reason the President shall have the right to appoint a new member to that vacant position, to be voted upon by a majority vote of the board following the guidelines in Article VIII.
- B) The President shall also have the right to appoint an additional five (5) board members of his choice to be voted upon by the board, who will follow the guidelines in Article VIII.
- c) All past presidents shall hold membership on the board of directors for as long as they are members in good standing. See article VIII # A.
- D) All of the above Board members shall have one (1) vote and must be present to vote on any question.

Article X

Terms of Office of Board of Directors

The Board of Directors shall hold the following terms of office:

A) All elected board members shall be elected at the June general membership meeting and serve for one year starting at the first Board meeting in July. All appointed and elected Board Members terms shall end at the first Board meeting in July of the next year. See Board Members # B for exceptions.

B) All Past presidents shall have rights described in Article IX.

Nomination and Elections of Board Members

Board members:

A) Nominations for elected board members of the society shall be held in May, second nominations and elections shall take place at the annual June meeting of members. A written statement, signed by the candidate, expressing his or her desire to accept a given office shall be read at the meeting in which nominations are made in his or her behalf in lieu of his personal attendance.

A1) In the absence, disability or non functioning of any elected or appointed Officer or Board position, the President shall have the right to designate a person who shall assume and discharge the functions of said office, with the approval of a majority vote of the Board of Directors.

1] The replaced Officer or Board Member shall keep all privileges of an Officer or Board Member, including the right to vote.

2] The designated replacement person may or may not be a board member.

3] If the designated person is not a board member he/she shall not automatically become or have the privileges of a Board Member and shall not have a vote.

4] Said non functioning Officer or Board Member shall notify the Board of Directors in writing that he/she is ready to assume and discharge the full burden of his/her office.

5] The President and the Board of Directors shall review and approved or disapprove the request by a majority vote.

6] If approved the temporary designated person shall step down and relinquish said office and duties.

7] If not approved the temporary designated person shall continue said office and duties at the pleasure of the President and the Board of Directors.

8] Said non functioning Officer or Board Member shall retain the right to partition the Board of Directors again

B) For purposes of planning a program during the vacation period of July and August, the new President shall be empowered to call as many special meetings of the new Board of Directors as he or she deems necessary to establish a working program for his official year in office. All outgoing Board Members and committee chairpersons are instructed to cooperate with the newly appointed Board members and president so that a smooth transition may take place during this summer period.

Note: The awards dinner committee shall terminate as of 12 midnight of the date of awards dinner.

C) A member may run for only one elective titled office. If a member loses as an officer he or she shall then be eligible for a board position.

Elections:

Elections shall be by a majority of members in good standing present at the June meeting. The membership chairperson shall submit a list of such members who are eligible to stand for election and vote.

Vacancies:

All vacancies shall be filled by appointment by the president of the society. All appointees must have the same qualifications as elected members and be approved by a majority vote of the standing board.

D) In the event that any board member shall fail to notify the president of his or her absence in advance and fails to attend any three (3) consecutive meetings in one (1) year, regular, special, or general, his or her office shall be declared vacant by the president. After two (2) consecutive absences the Board Member shall be notified by registered mail that upon his or her failure to attend the third meeting, the office may be declared vacant. Such a vacancy in an elective office by resignation or otherwise shall be filled by a nomination for appointment by the president.

E) All elections shall be held by secret ballot. In the event of a tie, a show of hands vote shall be taken at that meeting.

Article XI

Eligibility for Elected Office to the Society

A) A member shall be eligible for any elected office of this society or Board of Directors if he or she has been a member in good standing for a period of six (6) months prior to nomination. Any exceptions must be approved by a majority vote of the Board of Directors.

B) No member of this society shall hold more than one (1) elective office.

Article XII

Duties of Officers and Board members

A) President

The President shall preside at all regular and special meetings and shall also preside at all board meetings. He or she shall call the meeting to order and, following the order of business, conduct a meeting with proper decorum. In conjunction with the Board of Directors, he or she shall prepare the business and program of the meeting. He shall call for new members at the opening and closing of each general meeting. The president must be notified of all committee and Special Interest groups (SIG) meetings.

B) First Vice-President

(1) Temporary absence of the President

The First Vice-President shall, upon the absence of the President, take over the duties of the President, except that of the appointment of new Board Members to fill vacancies. he or she shall be the senior chairperson of all committees and shall advise the President of all forthcoming committee meetings and reports. he or she shall be coordinator of the special interest groups, (SIG's) keeping a list of members and prospective members of the various groups.

(2) Permanent absence or death of the President

Upon the Presidents resignation, or if he or she is unable to permanently fore-fill the duties of the office, the First Vice-President shall assume the full powers of the President and finish the term remaining. (See Article XII A).

(3) Absence or disability of the First Vice-President

During the absence or disability of the First Vice-President, the board shall designate a member who shall have the powers and functions of the First Vice-President.

C) Second Vice-President

The Second Vice-President shall be responsible for the following: The Education Department, Coronating classes, students and teachers. Sales at Society Events, distribute and coronate the collection of cash advances and sales money between sales people and treasurer. Help recruit sales personnel. he or she shall render to the editor and Webmaster a list of Breeders Award Point (BAP) standings to be published in the official publication and Website of the society.

1) Absence or disability of the Second Vice-President

During the absence or disability of the Second Vice-President, the board shall designate a member who shall have the powers and functions of the Second Vice-President.

D) Treasurer

The Societies financial year shall begin and end the first Friday in July. The treasurer shall keep the financial records of all transactions regarding society business. At least three (3) officers must be appointed to sign checks, one of whom must be the treasurer. Any two (2) of the three (3) officers shall have the right to co-sign checks of disbursement. The treasurer shall render a financial report of the detailed receipts and disbursements of monies at the board meetings. At the end of each fiscal year he or she shall render a yearly financial statement to the Board of directors. He or she shall make the books of the society open to inspection by the board of directors, who at their discretion shall appoint a CPA who shall render a decision as to the accuracy of these records, and to members requesting attendance to board meetings. The President shall not be eligible to co-sign checks of disbursement. No checks to cash or blank checks shall be issued by the treasurer or any co-signers.

1) Absence or disability of the Treasurer

During the absence or disability of the treasurer, the board shall designate a member who shall have the powers and functions of the treasurer.

E) Membership Chairperson

The membership Chairperson shall at all times keep available an up to date list of all members in good standing. He or she shall also keep a list of all previous members. He or she must present both lists at each monthly Board Meeting. He or she shall transmit the names of new and renewal members to the editor so that they may be published in the society publication on a monthly basis. He or she shall be responsible for all internal communication with the membership as to all society advisements. He or she shall inform all delinquent members of the membership dues belonging to the society. He or she shall also inform all delinquent members who have been dropped from the rolls of the society of this action. He or she shall also have available in May, June of the year a written list of all members who are in good standing for a period of six (6) months and under the rules of these bylaws eligible for nomination and election as Board members of the Board of Directors of the society.

1) Absence or disability of the Membership Chairperson

During the absence or disability of the membership Chairperson, the board shall designate a member who shall have the powers and functions of the membership Chairperson.

F) Corresponding Secretary

The Corresponding Secretary shall keep a record of all correspondence of the society; he or she shall do all the external correspondence of the society not covered by other board members, and except where the president instructs a committee chairperson for obtaining programs, donations or for purposes of obtaining ads for the official publication or other board or society business.

1) Absence or disability of the Corresponding Secretary

During the absence or disability of the Corresponding Secretary, the board shall designate a member who shall have the powers and functions of the Corresponding Secretary.

G) Recording Secretary

The recording secretary shall keep a record of the business of the society of regular, special and board meetings. He or she shall be prepared to render in written or oral form the business of each meeting when called upon by the presiding officer. These reports shall be kept in an official log and shall, upon request, be open to inspection by any member in good standing.

1) Absence or disability of the Recording Secretary

During the absence or disability of the Recording Secretary, the board shall designate a member who shall have the powers and functions of the Recording Secretary.

H) Sergeant-at-Arms

The Sergeant-at-Arms shall maintain order at all meetings. if a meeting becomes unruly he or she shall restore order and return control of the meeting to the president. He or she shall be responsible for the good order, before, during and after the meeting. He or she shall be chairperson of the household committee and shall be responsible for setup, breakdown and clean-up after all meetings. He or she shall strive to be among the first at the meeting hall and shall draw up a list of members who shall assist him or her to maintain order, set-up, breakdown and cleanup after every meeting. He or she shall be responsible for the correct and orderly maintenance of the society's closet and property

1) Absence or disability of the Sergeant-at-Arms

During the absence or disability of the Sergeant-at-Arms , the board shall designate a member who shall have the powers and functions of the Sergeant-at-Arms.

I) Editor

The Editor of the official publication/s shall be appointed by the President and approved by a majority vote of the board of Directors. He or she shall oversee the assemble and arrange all material to be included in all publications, graphic materials, posters, T-shirts, notices, and signs. He or she shall have the final decision as to what is printed or not in the society publication/s. The Editor shall follow all Brooklyn Aquarium Society corporation rules. The Editor shall be accountable to the President. The Editor shall have one (1) vote. The Editor shall not have a vote if he or she is also an elected officer or board member of the society.

1) Absence, disability or non-functioning of the Editor

During the absence, disability or non functioning of the Editor, the President shall designate a person who shall have the powers and functions of Editor to continue the business of the society.

2) Removal of the Editor

The Editor may be removed by the President with the approval of a majority vote of the Board of Directors. Upon removal of the Editor all Society material and information used for the function of said position shall be turned over to the President in good condition as soon as possible.

J) Webmaster

The Webmaster of the official Brooklyn Aquarium Society web site shall be appointed by the President with the approval of a majority vote of the board of Directors. The Webmaster shall assemble and arrange all material to be included in the web site. He or she will keep the site current. He or she shall have the final decision as to what is presented on the web site. The Webmaster shall follow all Brooklyn Aquarium Society corporation rules. The Webmaster shall be accountable to the President. The Webmaster shall have one (1) vote. The Webmaster shall not have a vote if he or she is also an elected officer or board member of the society.

The web site code shall be known at all times by the Webmaster, the President and at least one other Director chosen by the President.

1) Absence, disability or non-functioning of the Webmaster

During the absence , disability or non functioning of the Webmaster, the President shall designate a person who shall have the powers and functions of Webmaster to continue the business of the society.

2) Removal of the Webmaster

The Webmaster may be removed by the President with the approval of a majority vote of the Board of Directors. Upon removal of the Webmaster all society material and information used for the function of said position shall be turned over to the President in good condition as soon as possible.

K) Exchange Editor

The Exchange Editor shall report on all exchanges with other clubs and societies, delivering to the Editor any article to be reprinted from received publications. Special emphasis will be placed on articles pertaining to the monthly programs. The Exchange Editor shall also make note of articles reprinted or reviewed from the society's publication and present a list of such reprint information to the Editor. The Exchange Editor shall keep a list of exchange addresses and be responsible for all correspondence with other clubs and societies concerning exchanges and reprints.

1) Absence or disability of the Exchange Editor

During the absence or disability of the Exchange Editor, the board shall designate a member who shall have the powers and functions of Exchange Editor.

L) Increase or Decrease in Number of Directors

The number of directors may be increased or decreased by a majority vote of all of the Directors. No decrease in number of directors shall shorten the term of any incumbent director.

Article XIII

Order of Business

The order of business for any Board or general meeting shall consist of the follows:

General Meeting
Opening of the meeting
(refreshments served throughout meeting)
Call for membership
Society report
Program and speaker.
Raffles and special drawings for door prizes.
Adjournment

Article XIV

Alterations and Amendments

Alterations and amendments to this bylaws may be made at any board meeting, provided the following rules are followed:

- A) All amendments must be presented in written form to the board at board meetings and duly seconded only by a board member in good standing.
- B) All Directors shall receive a notice of the proposed amendment and proposes and the date the vote shall take place on the amendments consideration.
- C) All amendments shall be considered to be adopted if accepted by two thirds (2/3) vote of the attending Board Members in good standing present at the meeting at which it is discussed and voted upon.

Article XV

Special Committees

Special committees may be appointed by the President and board of Directors as deemed necessary to fulfill the special desires of the membership. Such committees shall be answerable only to the President and the Board of Directors. to accept or reject the recommendations of said committee, the President and the Board of Directors shall vote on the action at a board meeting. At no time is a special committee to be permitted to bypass the President or Board of Directors under which it was directed to be organized.

Article XVI

Official Publication

The official publication of the Brooklyn Aquarium Society, Inc., shall be published monthly with the exception of July and August. (This publication shall be known as "Aquatika") The publication shall include the monthly meeting notice. The publication shall be printed by a supplier approved by the Board of directors.

Article XVII

Dissolution

In case of any possible dissolution of the Brooklyn Aquarium Society, Inc., all assets belonging to said society shall be used to pay all legitimate debts of the society, if any, and the remainder of the assets will be donated to the Aquarium for Wildlife Conservation, at Coney Island, Surf Avenue at West 8th Street, Brooklyn, New York.

Rules of Business

1. Membership Dues

A) Classification (Adult, 18 years and over)

Individual adult \$20 per year; will be issued a membership card after approval by the board.

B) Classification (Family)

family membership (husband, wife & children under 18 years or domestic partners) \$25 per year. They shall be issued two membership cards after approval by the board.

c) Classification (Student)

All students age 14 to 18 years of age, whose parents do not hold a family membership \$15 per year.

D) Children under 14 may join at the student member rate, but must be accompanied by an adult member (Note: Children under 14 years of age shall have no voting rights).

They shall be issued membership cards after approval by the board.

E) Members outside the continental United States shall pay the same membership rates plus the difference in postage for mailing Aquatica and and society notices.

F) Any member who is in arrears for one month shall be informed that his or her dues are due.

G) Any member who is in arrears for two (2) months shall be suspended from membership.

H) Renewal and new members shall receive a notice either at the door of a meeting or by mail as to the thirty (30) days grace period for payment of dues. After notification and elapse of another thirty (30) day period the membership chairperson shall drop the member from the society's active membership rolls. Members who let their dues lapse for more than 60 days will automatically be removed from the active membership list. On payment of dues after 60 day lapse said member will be considered a new member and must follow all new member rules. see articles VII, VIII.

2. All expenses over \$1,500 per event must be approved by a majority vote of the membership at the general meeting.

The president shall have an expense fund not to exceed \$500 per month to be used only for Brooklyn Aquarium Society business. Books must be kept as to all expenses and be open to the Board of Directors at each monthly Board meetings. All fund expenses must be accounted for at each monthly Board meeting

The Board upon a majority vote may end or change the amount of this monthly expense fund.

3. A member wishing to attend or address a board meeting shall contact a Board Member or the President with his or her request. He or she may address the board at the behest of the President. The President shall be responsible for approval of all requests. The member names shall be added to the official admittance list to the board meeting. Non board members cannot vote on board business.

4. All board members must serve on at least one major society committee and attend said committee meetings.

5. Parents shall be held responsible for their children's behavior at all meetings and may be asked to leave the meeting, by the Sergeant-at-Arms, if they do not or cannot control their children.

6. The President and one Board member shall approve or disapprove all submissions for reimbursement before submitting said reimbursement to the Treasurer.

submissions for approved expenses shall be itemized, with receipts, and presented in writing to the Treasurer at the board, special or general meetings; said expenses shall be reimbursed as quickly as is practical by the Treasurer.

7. The Membership chairperson shall present the names of new members to the Board of Directors for membership approval at the board meeting after the general meeting when said applicant applied for membership, or as soon as possible upon receiving the application for membership.

8. All Brooklyn aquarium Society Inc, property must be signed for by members. Said members shall be responsible for the care and return of the property in good and working order when finished, or on demand of the board of directors. All items not returned in working order shall be paid for in full, at the discretion of the board. If said member refuses he or she may be expelled from the society by a vote of the the board of Directors. The President shall keep the property records.

9. All records, documents and property deemed to be society property shall be turned over to the standing board upon the resignation of any board member, or on demand of the standing board without delay. If the board request is not obeyed in a timely fashion (by the next board meeting or sooner), said member may be brought up on charges.

10. All records deemed of importance by the board of directors shall be backed up electronically or kept in duplicate by another Board of Directors member to be selected by the President and Board.

11. Only Board members who hold office and past Presidents, upon their request, shall receive notices of Board meetings. Other notices to lay members shall be at the behest of the President.

12. The Board of Directors shall encourage the formation of Special Interest Groups (SIG's) and to this end will entertain proposals for the purchase of educational materials by the said SIG's to further their dissemination of knowledge in their special interest. This material, if purchased by the Society, will be used by said SIG at their meetings. Said materials shall belong to the Brooklyn Aquarium Society Inc., and must be delivered to the board on demand or on the dissolution of said SIG.

A) All material purchased must be signed for by a representative of the SIG who shall be responsible for the items. See Bylaws #8.

B) The society will help fund the sig's refreshments dollar amount to be set by the board per meeting. Other expenses paid for by the BAS must be approved by the Board of Directors in advance.

C) An itemized bill with receipts must be presented to the Board at a regular board meeting, to be approved and paid.

D) All SIG's must conform to the rules of the Brooklyn Aquarium Society

13. All Board members shall distribute the society's monthly events notices, and posters. They shall report to the head of the poster distribution committee as to where these advisements have been distributed monthly.

14. The FAAS representative shall be appointed by the Board of Directors and report to the board in person or in writing and deliver notices of interest to the editor for printing in the official publication.

15. The Brooklyn Aquarium Society shall use its mailing list, on occasion, to send notices of interest to members. If a member does not wish to have his or her name made available in this manner he or she shall contact, in writing, the Membership Chairperson to have his or her name removed from said listings. The membership list shall not be given or distributed to any individual or organization without the authorization of the board of directors.