

By-Laws of the Connecticut Area Reef Society

ARTICLE I - CLUB NAME

The Name of the club shall be Connecticut Area Reef Society ('CTARS')

ARTICLE II - PURPOSE

1. To promote interest in and the enjoyment of all aspects of the marine aquarium hobby.
2. To educate the public on topics related to the biology, physiology, and chemistry of reef ecosystems through the sponsorship of meetings, lectures, publications, websites competitions, exhibits and other means.
3. To provide a forum for sharing resources and information among local aquarium enthusiasts.
4. To support research, education and conservation efforts aimed at improving marine and coral reef environments.
5. To involve and educate people about aquatic life and the aquarium hobby.
6. To work with local vendors to promote sustainable harvesting of reef resources, and use the best collection practices possible.
7. To Foster camaraderie, friendship and appreciation of aquatic life.

ARTICAL III - FISCAL YEAR

The fiscal year of the club shall begin on the first day of January in each year and end on the last day of December in each year.

ARTICLE IV - MEMBERSHIP AGREEMENT

CTARS Membership Agreement:

Membership to this club and use of the forums and other services offered here are subject to the terms and conditions of this user agreement and copyright notice and all applicable laws and regulations, including laws and regulations governing copyright and trademarks. By accessing the services provided herein provided, you accept, without limitation or qualification, all of the terms and conditions in this

user agreement, CTARS reserves the right to change these terms and conditions at any time. By becoming a member of CTARS, you agree in advance to accept any changes.

1. POSTING

You agree not to post, transmit or link to any unlawful, harmful, threatening, abusive harassing, defamatory, vulgar, obscene, profane, hateful, racially, ethnically, or otherwise objectionable material of any kind, including, but not limited to, any material which encourages conduct that would constitute a criminal offense, violate the rights of others, or otherwise violate any applicable local, state, national, or international law. This includes posting matter of a political or religious nature. You will be responsible for, and indemnify and hold harmless CTARS and its representatives against any claim arising from any material that you post or transmit. We reserve the right to reveal your identity (or whatever information we know about you) in the event of a complaint or legal action arising from any message posted by you.

2. MEMBERSHIP IS A PRIVILEGE

The CTARS Board of Directors can and will, revoke membership privileges of any person who does not wish to follow the rules, or in the opinion of the Board of Directors is a detriment to the club.

3. CTARS LOGOS, AVATARS, SIGNATURES, TITLES AND PROFILES

All terms and conditions of this Membership Agreement apply to these areas as well. The CTARS logo may not be used without express written consent of the Board of Directors.

4. CONTROL OF INFORMATION

You acknowledge that CTARS does not control the information available on the message boards, chat rooms, and other user and member generated pages and that any opinions, advice, statements, services, offers or other information or content presented or disseminated on any bulletin board, chat room or on any other user or member generated pages are those of their respective authors and they are solely liable for their content. Although CTARS may from time to time monitor or review discussions, chats, postings, transmissions, message boards, and other user generated pages on the CTARS website, neither CTARS nor any of its agents, representatives or licensors is under any obligation to do so. CTARS reserves the right, in its sole discretion, to refuse to post or remove any material

submitted to or posted on the chat rooms, message boards, or on any other user or member-generated pages.

5. NO WARRANTY

The member-generated content of this club contains information, facts and opinions from various individuals and organizations. They are provided on an “as is” basis without warranties of any kind, either express or implied, including but not limited to warranties of title or implied warranties of merchantability or fitness for a particular purpose, other than those warranties which are imposed by and incapable of exclusion, restriction, or modification under the laws applicable to this agreement. Neither CTARS nor its affiliates endorse or are responsible for the accuracy or reliability of any opinion, advice or statement throughout the CTARS website and CTARS related media. 6. OWNERSHIP OF POSTS: Any communication or material you post or transmit is, and will be treated as, non-confidential and non-proprietary. You assume full responsibility for anything you post or transmit and you grant CTARS the right to display this material on its web sites. CTARS makes no ownership claims to any material that you post or transmit and agrees that all submitted materials, text, graphics, and files remain the sole property of their creator, with individual exceptions such as contest entries specifically labeled as such when solicited.

6. ASSUMPTION OF RISK

Your membership of CTARS and the use of its website are at your own risk. Neither CTARS, nor any of its agents, representatives or licensors shall be liable to you or anyone else for any loss or injury or any direct, indirect, incidental, consequential, special, punitive or similar damages arising out of your access or use of, or your inability to access or use, the services of this club and the information available through this club or arising out of any action taken in response to or as a result of any information available from this club and its web site. You hereby waive any and all claims against CTARS arising out of your use of the services of this club, its web site and the information available thereon. CTARS does not review or monitor any web sites linked to the member-generated content of this web site and are not responsible for the content of any such linked web sites. Your linking to such web sites is at your own risk.

7. PRIVACY

We will not offer any information about you to any company. However, you should be aware that if you voluntarily disclose personal information (e.g. name, email address, street address, etc.) on a bulletin board, chat room, or on any other user or member-generated pages, that information can be collected and used by other and may result in unsolicited messages from other parties.

8. JURISDICTION

This Membership Agreement and any disputes arising out of or related to the services of this club and its web site shall be governed by, and construed and enforced in accordance with, the laws of the State of Connecticut.

ARTICLE V - MEMBERSHIP

ELIGIBILITY FOR MEMBERSHIP

Paragraph 1: Any person or persons who have an interest in marine knowledge and husbandry shall be eligible for membership in CTARS. Upon receipt of an application and fee for membership the applicant(s) shall become a member of the organization in good standing. Individuals interested in becoming a member of CTARS shall make application on the clubs official application form to any member of the Membership Committee. 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.

Paragraph 2: 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.

Paragraph 3: The Member also Agrees to the CTARS Membership Agreement. As a member it is their Responsibility to read and understand the agreement.

The Connecticut Area Reef Society shall consist of five (5) classifications of membership.

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.

Charter Membership – Charter members shall consist of those members who were part of CTARS from 2005 and any year prior. Charter members may hold office and vote. Charter members will have a special designation applied to their membership card.

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.

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 but can be reviewed on an annual basis.

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 CTARS Board of Directors or the Public Relations Representative. Sponsor or commercial members 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 meetings.
- One (1) website account with Sponsor status.

All members in good standing shall be entitled to the following:

1. A membership card. This card shall be a receipt for payment of dues.
2. A copy of the by-laws.
3. The right to participate in all the general activities of CTARS.
4. Eligibility for appointment as a member of any committee of CTARS.

5. The right to nominate and vote on the election of officers of CTARS and other issues as is put to vote.
6. The right to be nominated for an elected to any officer's position of CTARS.

VOTING RIGHTS

Each adult in good standing shall be entitled to cast one vote with respect to those matters submitted to the members for action or approval. There shall not be any voting by members by proxy. Student members and honorary members shall have no voting rights. Votes may be taken by written or electronic ballot as decided by the Board of Directors.

MEMBERSHIP DUES

Paragraph 1: The members of CTARS will be subject to the annual dues of \$20 per year. Memberships are renewable at the beginning of every calendar year.

Paragraph 2: Dues paid by new members in October, November or December, automatically give membership for the coming year. Members, whose dues are not paid by annual due date, are to be considered delinquent and will be removed from the club roster with loss of rights and privileges of their membership in CTARS.

Paragraph 2: No Refunds will be made once dues are accepted by CTARS.

Paragraph 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.

REVOCAION OF MEMBERSHIP PRIVILEGES

Paragraph 1: Procedure: If a member has two or more complaints brought to the board about behavior and/or actions, the board shall meet within 30 days to discuss the matter.

Paragraph 2: If a member is felt not to be acting within the guidelines of membership, he/she shall be notified of said finding and shall have membership suspended for 30 days.

Paragraph 3: During this time, a meeting (via online chat or in person), shall be arranged before the board of appeal for discussion.

Paragraph 4: If the said suspended member is unable and/or unwilling to meet/discuss the appeal for membership within 30 days, his/her membership shall be terminated immediately.

Paragraph 5: If the board and said suspended member meet, the member shall have a set amount of time to state their appeal. The board will then discuss in private and give their final decision. If the member is still felt to be in poor standing, membership will be terminated immediately.

Paragraph 6: If membership has been revoked, the member shall be barred from attending meetings for a minimum of six months and a maximum of one year, but may be reinstated on a probationary basis, if requested by the general membership.

ARTICLE VI - OFFICERS

The Board of Directors shall consist of all elected Officers.

THE ELECTION OF OFFICERS

Paragraph 1: The officers of CTARS shall be a President, a Vice President, a Secretary, and a Treasurer

Paragraph 2: All officers of CTARS are to be elected by the membership of CTARS at the regular monthly Membership meeting to be held in November of each election year.

Paragraph 3: The elected officers of CTARS shall take office upon January 1 of each year and shall end their term of office on December 31 of the same year.

Paragraph 4: Before the election of officers the Nomination Committee shall present a slate of any number of Nominees for each office, which is to be filled by election. The slate of candidates shall be selected by the Nomination Committee and shall be announced by the Nomination Committee.

Paragraph 5: The members of CTARS shall have the right to nominate candidates from the floor at the time of presentation of the slate of nominees and at the time of the annual election of officers.

Paragraph 6: The officers of CTARS shall be elected in the sequence of President, Vice-President, Secretary, Treasurer, and in the conduct of the election each officer shall be declared Elected before voting upon the next officer(s).

Paragraph 7: An officer shall be declared elected when at the close of voting he or she has a majority of the total votes cast for the office for which he or she is a candidate. When no single candidate receives a majority of votes cast, the membership shall vote a second time upon the two candidates for the officers that have received the greatest number of vote.

Paragraph 8: Any officer, committee, employee or other agent of the club may be removed, either for or without cause by the board whenever, in the judgment of such authority, the best interests of the club will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed. Should any officer or director be absent from three Consecutive meetings of the board, they shall be removed without notice.

Paragraph 9: A vacancy or removal in any office for any reason shall be filled by a majority vote of the Board of Directors.

Paragraph 10: Vacancies that exist on the board of Directors shall be announced by the Board of Directors when any elected officer or Directors ceases to be a member of the board of Directors.

Paragraph 11: Vacancies upon the board of Directors shall be assumed by or filled by the nomination Committee. From the membership at the next monthly membership meeting, provided the membership shall have been notified in writing or e-mail. Failure to serve this notice within ten (10) calendar days will automatically cause the election to be held at the following Monthly membership meeting, providing the membership has been notified in writing or Email.

Duties of the Officers

The President Shall

The main Job of the President is to grow the membership and direct the future expansion of the club. The President shall attend all regular monthly and special membership meetings of CTARS as well as preside at the regular monthly membership meetings and at other special meetings of CTARS. He or she will appoint special committees and be an ex-officio member of these as well. The President shall be the principal executive officer of CTARS, subject to the control of the Board of Directors and these Bylaws, and shall, in general, supervise and control all of the business affairs CTARS. He or She shall, when present, preside at all meetings of the Board of Directors. He or She may sign, with the Secretary or any other proper officer of the Society there unto authorized by the Board of Directors, any deed,

mortgages, bonds, contracts or any other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Society, or shall be 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 and treasurer shall both be designated as account executives. Furthermore, the President will call the board of Directors together and presides at these meetings. He or she can appoint the chair of all standing committees subject to the approval of the Board of Directors as well as call special meetings whenever deemed necessary also.

The Vice President Shall

In the absence of the president, or his or her refusal or inability to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers and responsibilities of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties that may be assigned to him or her, from time to time, by the President or the Board of Directors. The vice president shall be a member of all Committees and shall be informed of any business of said Committee so that he or she may present it to the board in the absence of said Committee Chairman. The vice president shall also act as sponsor liaison. The Vice President shall become President should the President Leave CTARS. Furthermore, the Vice president shall have the power to appoint no more than two (2) CTARS members, which are in good standing, to assist with the membership application process. The Vice President shall announce to the Board of Directors those two regular Members of CTARS he or she wishes to assist in the membership application process prior to the next regular meeting.

The Secretary Shall

It shall be the responsibility of the Secretary to inscribe the proceedings including the date, time and place of all meetings, in one or more books, and to be prepared to read the specified records when requested. They are to see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. This office requires the maintenance of CTARS records, except those designated to other officers. The Secretary should also maintain a register of all Members' telephone numbers, e-mail and USPS addresses at all times. 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. Furthermore, the secretary shall attend all regular

monthly and special membership meetings of CTARS. It is also essential to countersign as secretary of CTARS all instruments, papers, and documents when asked to do so by the board of directors.

The Treasurer Shall

The Treasurer is custodian of all funds and securities of CTARS and as so, must take adequate precautions to safeguard them at all times. The Treasurer shall keep in order financial records and/or books, and all tender by check and expenses incurred by the Club. It is essential to receive, and give receipts, for all monies due and payable to CTARS from any source whatsoever, and deposit all such monies in the name of CTARS in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of the Bylaws. 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, including a statement of receipts and expenditures. The Treasurer shall also present a financial report to the Board of Directors anytime at the request of any member of the Board of Directors. Furthermore, the treasurer must attend all regular monthly and special membership meetings of CTARS and report upon all the financial transactions of CTARS at the regular monthly membership meetings, or at any time requested by the current board of directors. He or she must dispense money for the payment of bills and current expenses of CTARS as authorized by the board of directors and keep the same as part of the treasurer's records. In addition, they must receive dues, raffle monies, auction monies or any other funds that are collected during the regular monthly meeting, or any event that is in which CTARS may be participating in as directed by the President or the Board of Directors. Moreover, the Treasurer must prepare all regulatory and tax filings as required under federal and state statutes.

Monthly 'Soft Audit'

Each month the treasurer shall bring all current bank statements and books to the meeting. If there is no meeting, an agreed upon location and time during that month is necessary. A member of the board will review a 'soft audit' of the bank statements and initial each page dating the final page. The following month, a different member of the board conducts the same.

Public Relations Representative

The Public Relations Representative of CTARS shall be chosen by the newly elected President at the beginning of his or her term. The position shall be considered as a part of a CTARS committee therefore, additional Representative's shall be chosen to aid the head Representative throughout the year.

The Public Relations Representative Shall

The Public Relations Representative establishes and maintains mutual lines of communication, understanding, acceptance and cooperation between the members, as well as between the sponsors and the general public, working to increase awareness of CTARS through all available public relations.

Duties should include but not be limited to:

1. Work as part of a team along with the other Club Officers, team mentors and the various sub committees in the Club.
2. Manage communications to the community through newsletters, CTARS website, mailings or other means.
3. Develop relationships with other marine aquarium societies.
4. Maintain relationships with sponsors and local fish stores.
5. Make sure the Club is well presented.
6. Keep records.

EXPIRATION OF TERM

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 CTARS.

ARTICLE VII - COMMITTEES

Paragraph 1: The Board of Directors shall establish (upon the approval of the President) all Committees required to conduct the business of the club.

Paragraph 2: If any office position needs assistance with the jobs or responsibilities a committee may be assigned to help with said job at the discretion of the Board of Directors.

Paragraph 3: 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.

Paragraph 4: Any member of the Committee failing to perform his/her duties may be removed from such Committee by the President.

Paragraph 5: Remuneration, if any, shall be decided by the Board of Directors at the time the members of the Committee are selected.

Paragraph 6: All Committees shall be reimbursed upon presentation of bills.

ARTICLE VIII – MEETINGS

Paragraph 1: The regular membership meetings of CTARS shall be held monthly and the order of business shall be as follows:

1. Reading of the minutes
2. Reports of officers
3. Reports of committees
4. Unfinished business
5. New business
6. Election of Directors at annual meetings

Paragraph 2: The board of directors shall determine the exact time and place of the regular monthly meeting.

Paragraph 3: A quorum of the conduct of the business of the society shall consist of not less than One fifth (1/5) of the voting membership of CTARS.

Paragraph 4: Special membership meetings may be called if deemed necessary by the President or the board of directors.

Paragraph 5: Notice of special meetings shall be sent by general post on Reef Central, to members entitled to vote at least ten (10) days prior to such meeting and shall state generally the purpose(s) therefore.

Paragraph 6: The members of the society present in person at any annual or special meeting shall constitute a quorum.

Paragraph 7: It is the intent of the Society to conduct its business in open sessions whenever possible. However, in those circumstances where the Board feels it must be dealt with in a confidential manner, the Board may close the meeting to the members of the Society and the general public. An affirmative two-thirds (2/3) vote of the Board members present is necessary to close the meeting.

Section 2: Meetings of the board of Directors

Paragraph 1: The Board of Directors of CTARS shall consist of:

1: The President

2: Vice-President

3: Treasurer

4: Secretary

Paragraph 1: The Board of Directors shall have a minimum of four (4) regular meetings each calendar year at the call of the President or by the request of three board members for the conduct of the business affairs of CTARS.

Paragraph 2: A majority of the Board members shall constitute a quorum for the conduct of the business of the board. If a meeting of the Board of Directors fails to obtain a quorum of its members it may adjourn until a quorum is present. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified. The fact of the adjournment and its reason shall be noted in the minutes of the board meeting.

Paragraph 3: Special meetings of the board may be called by the president, vice president, secretary, treasurer. A special meeting must be preceded by at least 2 days' notice to each director of the date, time, and place, but not the purpose, of the meeting. The fact of the adjournment and its reason shall be noted in the minutes of the special meeting.

Paragraph 3: The President shall not vote unless there is a deadlock.

MANNER OF ACTING

QUORUM

A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

MAJORITY VOTE

Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

HUNG BOARD DECISION

On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his or her discretion.

PARTICIPATION

Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, Internet video meeting or by telephonic conference call.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Paragraph 1: The Board of Directors shall be invested with the following powers and charged with the following duties:

1. To assemble in regular and special meetings when called.
2. To call special meetings of the membership of CTARS when deemed necessary and in the interest of CTARS.
3. To announce vacancies within the elected offices of CTARS.
4. To announce and hold special elections to fill vacancies with the elected officers of CTARS.

5. To announce and hold the annual election of officers and directors to be held at the regular monthly membership meeting in November of that year.
6. To consider applications for membership in CTARS, and render decision thereon.
7. To approve membership of all standing committees appointed by the President.
8. To authorize any of the elected officers, Directors or any other member of CTARS or any other person on behalf of CTARS to execute contracts, drafts, deeds, and other obligations necessary to expedient for carrying out the business of CTARS.
9. To direct, manage and control the affairs and business of CTARS and adopt rules, regulations and policies for the conduct of the business of CTARS that are not inconsistent with the Laws of the United States, The State of Connecticut or the by-laws of CTARS.
10. In the event the President and Vice-President leave their office, the Board of Directors will appoint a President from within the board of Directors.
11. Any member who performs an act or acts which are contrary to the spirit, aims or intent of the by-laws of CTARS, shall have membership suspended or revoked upon a quorum vote of the Board of Directors.

TERM OF THE OFFICE OF THE BOARD OF DIRECTORS

Paragraph 1: All Directors shall hold office from January 1 following their election until December 31 of the same year.

FEES

Paragraph 1: There is no compensation for acting as director or officer or being on a committee. This does not Prohibit the Board from compensating a director, officer, or committee person for his/her Speaker's fee and travel expenses if so authorized by the board, nor is the board prohibited from Compensating a director or committee person for out of pocket expenses which are incurred on Behalf of CTARS. This does not restrict the board from funding any authorized business of the Club.

ARTICLE IX – PROPERTY

Paragraph 1: No property, real or personal, owned or acquired by the Society, shall be sold, transferred or assigned without the affirmative vote of the Society, which shall be given at a meeting called for the

purpose of acting thereon. A majority vote of those members present in person shall constitute an affirmative vote of the Society.

Paragraph 2: In the event that the Society is suspended or revoked for any reason, all of the property, both real and personal, belonging to this Society shall pass to members of the society.

ARTICLE X – NONDISCRIMINATION POLICY

The officers, directors, committee members, and persons served by CTARS shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of CTARS not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

ARTICLE XI – REVIEW

These by-laws shall be reviewed at a minimum interval of three years or when deemed necessary by the Board of Directors.

ARTICLE XII – AMENDMENTS

Paragraph 1: These Bylaws may be altered, amended, repealed or replaced and new Bylaws may be adopted by a majority vote of the members present at any annual or special meeting of the members or a majority vote of all members of the Board of Directors at any regular or special meeting of the Board of Directors provided that a minimum of ten (10) days' notice be given in writing of the character of the proposed alteration, amendment or repeal.

Paragraph 2: 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.

Paragraph 3: Voting shall be by written or electronic ballot. The ballot shall be received by the deadline specified on the ballot. The ballot shall be prepared under the supervision of the board of directors.

Paragraph 4: Amendments to the by-laws shall take effect immediately and be distributed to all members of CTARS at the next monthly meeting.

Paragraph 5: These Bylaws supersede and replace any and all previously adopted Bylaws regarding CTARS.

ARTICLE XIII – DISSOLUTION

In the event that the club is dissolved or liquidated, all of the assets and property remaining after all debts and obligations and expenses have been paid, may be distributed to the organizations that are themselves non-profit and thereby tax-exempt. These shall be determined by the organization's final board of directors.