



NEW ENGLAND CICHLID ASSOCIATION

www.necichlids.com

Documentation of Articles of Association

Date: August 26, 2016

Page 1 of 2

Articles of Association of the NEW ENGLAND CICHLID ASSOCIATION – CT (aka NEW ENGLAND CICHLID ASSOCIATION). The undersigned, all of whom are citizens of the United States, desiring to form a Non-Profit Association under the Non-Profit Laws of Connecticut do hereby certify:

First: Name

- (a) The name of the Association shall be NEW ENGLAND CICHLID ASSOCIATION – CT (abbreviated “NECA”, aka “NEW ENGLAND CICHLID ASSOCIATION”). Federal EIN is 81-3506116 for reference.

Second: Location

- (a) The place in Connecticut where the principal office of the Association is to be located is the City of Middletown, in Middlesex County, Connecticut.

Third: Purpose

- (a) Purpose of this Association is to further the study of all forms of aquatic life, to promote interest and encourage the breeding and display of aquatic life (such as in aquariums), and to provide an educational network to exchange and foster the knowledge of aquatic life. Emphasis shall primarily be, but not limited to, the Cichlid family of fish, and particularly the aquarium husbandry of Cichlid species deemed vulnerable, threatened, endangered, or extinct in the wild.
- (b) This Association is organized exclusively for charitable and educational purposes within the meaning of section 501(c) (3) of the Internal Revenue code.
- (c) Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income tax under section 501(c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

Fourth: Membership

- (a) Anyone interested in the purpose and objectives of the Association may become a member by paying the prescribed yearly dues donation. No person shall be denied membership because of age, race, creed, religious or political affiliation, national origin, or gender.
- (b) The yearly dues donation is \$15. The Board of Directors may change the dues requirement by the voting method as specified in the bylaws.



- (c) All members may be granted privileges as voted on by the Board of Directors and documented on the club's Facebook general access site.

Fifth: Officers and Directors

- (a) The Association shall be governed by a board of directors. The board of directors shall include officers designated as President, Vice President, Treasurer, and Secretary, as well as an at large member.
- (b) The board of directors shall be responsible for establishment, amendment, and enforcement of the Association bylaws.
- (c) The names and addresses of the persons who are the initial board of directors of the Association are as follows.

OFFICE	NAME	ADDRESS
President	Peter George	[REDACTED]
Vice President	Michael (Mike) Liu	[REDACTED]
Treasurer	Thomas (Tom) Koba	[REDACTED]
Secretary	James (Jim) Kenniston	[REDACTED]
At Large Member	Roland Mandler	[REDACTED]

Sixth: Association Meetings, Communication Methods, and Bylaws Access

- (a) The Association shall host an average of 10 meetings a year (September-June). Meetings shall be at member's homes, local halls where speakers will be arranged, or field trips to local aquarium hobby related locations such as fish breeders or museums. All Association meetings and events are also open to the general public to provide exposure to the Association's purpose and objectives. The Association shall maintain an internet site for general access (open to members and the general public), a general Facebook Group page for general access (open to members and the general public), and a Facebook Group page for use by the board of directors for on-line meetings and discussions. The bylaws of the Association are to be published on the association's internet page <http://www.necichlids.com/faq>. Bylaws as of August 26, 2016 are attached to these Articles as a reference. Amendments of or additions to bylaws shall be posted on the general Facebook Group page and on the internet site for general access.



NEW ENGLAND CICHLID ASSOCIATION

www.necichlids.com

Documentation of Articles of Association

Date: August 26, 2016

Page 3 of 2

Seventh: Non-Profit Nature

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. Notwithstanding any other provision of these articles, this Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation as defined in Article Third.

Eighth: Dissolution

In the event of the dissolution of the Association, all assets shall be sold at auction and all monies from the sale and the balance of the treasury, after payment of any outstanding obligations, shall be distributed to a non-profit organization, fund, or corporation in the Northeast USA, which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code, and whose purpose is to further awareness of the aquarium hobby and/or provide education related to aquatic life forms, or to a public or charitable organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or a state or local government for a public purpose in the manner determined by the Board of Directors.



NEW ENGLAND CICHLID ASSOCIATION

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Documentation of Articles of Association

Date: August 26, 2016

Page 4 of 2

In witness whereof, we have hereunto subscribed our names this 26th day of August, 2016.

Jim Kenniston, Secretary

Tom Koba, Treasurer



ATTACHMENT: REFERENCE: BYLAWS AS AUGUST 26, 2016

NECA Bylaws (<http://www.necichlids.com/faq>)

I.Name

- 1.The name of the organization shall be New England Cichlid Association

II.Board of Directors

- 1.The Board of Directors shall serve without pay and consist of five members.
- 2.Board members shall serve a maximum of two terms.
- 3.Vacancies shall be filled by General Election to be held the first Saturday of June each year, with newly elected officials to assume duties at the September meeting.
- 4.Board members with three meeting or two board meeting absences may be dismissed from the Board, pending the Board's decision.

III.Officers

- 1.The officers of the board shall consist of a President, Vice President, Secretary, and Treasurer.
- 2.The board will consist of the officers and one member at large. All positions will be elected positions.
- 3.(a)The President shall preside at all Board meetings, appoint committee members, and perform other duties as associated with the office. (b)The Vice-President shall assume the duties of the President in case of the President's absence. (c)The Secretary shall be responsible for the minutes of the Board, keep all approved minutes in a minute book, and send out copies of minutes to all. (d) The Treasurer shall keep record of the organization's budget and prepare financial reports as needed.

IV.Committies

- 1.The Board may appoint standing and ad hoc committees as needed.

V.Meetings



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Documentation of Articles of Association

Date: August 26, 2016

Page 6 of 2

- 1.Regular board meetings shall be held quarterly.
- 2.Special meetings may be held at any time when called for by the President or a majority of Board members.
- 3.Agendas shall be prepared by the President and provided at least one week in advance for all board meetings.

VI.Voting

- 1.(a) A majority of board members constitutes a quorum. (b) In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
- 2.Passage of a motion requires a simple majority (ie, one more than half the members present).

VII.Conflict of Interest

1.Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

VIII.Fiscal Policies

- 1.The fiscal year of the board shall begin the 1st of January each year.

IX.Amendments

1.These by-laws may be amended by a two-third vote of Board members present at any meeting, provided a quorum is present and provide a copy of the proposed amendment(s) are provided to each Board member at least one week prior to said meeting.