

# **Bay Area Divers Constitution and Bylaws**

## **I. Meetings**

Regular monthly meetings of the general membership shall be held at a date and time as ordered by the Board of Directors, and posted in the newsletter. The Board of Directors meeting shall be held monthly except December. Additional Board of Directors meetings can be held at the request of any officer or director. Board of Directors meeting locations and times shall be published in the BAD newsletter.

## **II. Annual Dues**

Annual dues for each calendar year shall be twenty dollars (\$20.00) for a single membership and thirty dollars (\$30.00) for a family membership. For current members, annual dues shall be paid on or before February 1 of the calendar year. Failure to pay annual dues by April 1 will render a current membership inactive, with a suspension of all club benefits. Failure to pay annual dues by June 1 will render a current membership expired. Keep records of non-renewed members for 3 years and keep these records in a separate file and not with the current membership list. For new members joining between January 1 and June 30, dues for the initial calendar year shall be the same as the annual dues stated above. For new members joining between July 1 and December 31, dues for the initial calendar year shall be one-half the annual dues stated above. New members joining at or after the Divers Market, if they pay for the next full year, they will get the remainder of that year free.

## **III. Safety Standards**

Safety standards and procedures, such as those currently suggested by the national certifying SCUBA agencies shall be adhered to. Mature judgment is the key to safe diving.

## **IV. Certification**

To become a diving member of Bay Area Divers, an individual must show proof of certification by a nationally recognized agency.

## **V. Expenditures**

1. The Treasurer shall maintain a petty cash fund of not more than two hundred dollars (\$200.00); these funds to be used for miscellaneous postage, printing, reproduction, etc.
2. The Treasurer may issue checks within the Board of Directors approved budget for normal operating expenses. The membership must approve all expenditures outside normal operating expenses. All checks must be co-signed by the Treasurer and one other officer.
3. A fund shall be budgeted for monthly programs.
4. No checks may be signed without payee filled out by officer signing said check.

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## VI. Boats

Any boat being used in local club activities will meet all safety equipment rules and regulations of the U.S. Coast Guard and of the Texas Parks and Wildlife Department. It shall be the responsibility of any boat captain to make sure the boat is in a seaworthy condition. It shall further be the responsibility of the boat captain, while operating a boat during a club activity, to observe all the rules and safety policies as set forth by the U. S. Coast Guard and by the Texas Parks and Wildlife Department. Boats used for club activities are the responsibility of the boat captain and/or boat owner.

### 1. Organization:

**1.1** This club is named BAY AREA DIVERS, Inc., and is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Code, or the corresponding section of any future federal tax code and the Texas Civil Statutes Chapter 9 Article 1396.

**1.2** The club's purpose is to promote underwater sports by:

**1.2.1** Providing educational meeting programs, recreational opportunities and social activities of common interest to the membership;

**1.2.2** Promoting maximum safety by educating the membership in safety matters, and by encouraging the membership to conform to the safety standards of their certifying agency;

**1.2.3** Organizing educational opportunities for skin and scuba diving, boat and water safety and lifesaving certification courses for the membership and community;

**1.2.4** Participating in underwater study and conservation programs;

**1.2.5** Offering assistance and education to local governmental authorities in the area of underwater skills and knowledge;

**1.2.6** Cooperating with other organizations having the same purpose; and,

**1.2.7** Promoting amateur sporting activities for recreational divers.

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## **2. Membership:**

**2.1** Single membership is open to any adult. Family membership is open to defined family unit. A family unit consist of a primary adult and their significant other and their dependent children under 18 years old (under 26 if enrolled in college) and or dependent seniors over 65 years old living in the same household. All members must abide by the constitution and bylaws.

**2.2** To be a diving member, a person must present proof of basic scuba diving certification as stated in Sections III and IV of the bylaws. Diving members may participate in diving activities.

**2.3** A non-diving member is not certified to dive, and may participate as a non-diver in any club activity. Upon presentation of proof of basic scuba diving certification as stated in Sections III and IV of the bylaws, any non-diving member can become a diving member.

**2.4** The title of Honorary Associate may be bestowed on anyone by approval of the Board of Directors but does not connote membership.

**2.5** Lifetime membership may be obtained at the rate of 15 times the current annual rate for an individuals and families. A family lifetime membership includes a primary adult and their significant other and their dependent children under 18 years old (under 26 if enrolled in college) and or dependent seniors over 65 years old living in the same household.

**2.6** In the general meeting hand or vocal vote, single membership will have one vote, family memberships have two votes and must be cast by the member and the spouse/other as identified on the membership application.

In a written ballot, single memberships will have 1 ballot with the single membership constituting 1 vote and the family membership will have 2 ballots constituting 1 vote per ballot each submitted by the member and the spouse/other as identified on the membership application.

## **3. Government:**

**3.1** The Board of Directors is charged with the duty of directing the club's efforts towards the club's purpose and to see that the desires of the membership are met. The Board of Directors consists of five elected officers plus 2 elected Board members.

**3.1.1** The President coordinates the efforts of the Board of Directors; represents the club in outside contacts; calls, plans agenda for, and presides over all board and general meetings.

**3.1.2** The Vice President arranges locations, programs, and social activities for all meetings requiring same. In the absence of the President, the Vice President will preside over board and general meetings. The Vice President is responsible for advertising and advertising activities.

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**3.1.3** The Secretary counts those present at all meetings to determine quorums, counts votes at all meetings, and records minutes of business transacted at all meetings; issues, receives, informs the Board of Directors of, and files copies of all communications, and maintains two separate copies of all secretarial records.

**3.1.4** The Communications Director is responsible for managing all social media communications and collects information on club activities, past and future, and communicates that information to all members through social media and newsletters as the board directs. The Communications Director maintains e-mail addresses on the club's membership for the purpose of communicating club information and activities to members

**3.1.5** The Treasurer issues, receives, informs the Board of Directors of, and files copies of all transfers of funds and all indebtedness; maintains the records for all repositories of funds; signs or otherwise endorses all expenditures of funds made from petty cash; co-signs with another officer all expenditures of funds other than those made from petty cash; and brings the club's current financial records, checkbook, and statements to each formal meeting of the club. If the Treasurer cannot attend a meeting, the Treasurer will appoint an officer of the board to deliver records, checkbook, statements and financial report in their behalf. The Treasurer will prepare duplicate copies of the financial records, and will deliver at least one copy to the President at each meeting of the Board of Directors.

**3.1.6** Membership Director is responsible for coordinating and maintaining the membership roster. This includes keeping the roster current, coordinating new membership and renewal efforts.

**3.1.7** The two elected Directors shall serve as Adviser Directors to the Board of Directors.

**3.1.8** Each Board of Directors member has one vote.

**3.2** Standing and ad hoc committees are determined by the President. Standing committees require approval by the Board of Directors and serve until replaced. Ad hoc committees serve at discretion of the President. Committee members are appointed by the committee chairperson.

**3.2.1** Standing committees consists of: merchandise sales, webmaster, divers market, and anniversary party.

**3.2.2** Committee chairpersons shall provide monthly updates to the Board of Directors.

**3.3** A Nominating Committee consisting of at least three club members (no current officers or candidates) is appointed at least sixty days prior to annual elections. This committee presents at least one nomination for each office to be filled. Nominees must be club members in good standing and must have consented to serve, if elected. The list of nominees (at least one for

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each office to be filled) is then presented to the membership at the annual election meeting. Elections are by a secret ballot, simple majority vote of a quorum. A certified mail ballot can be used. This committee is responsible for the annual electoral process. The newly-elected officers and directors are installed immediately after election. Between installation of the newly-elected officers and directors and January 1, all officers and directors, past and present, will work together to ensure a smooth transition. The new officers and directors start their service on January 1.

**3.3.1** Special elections can be called by the membership for replacement.

**3.4** The order of succession to office in the event of vacancy due to resignation or removal is President by Vice President. This order may be overridden by election of a replacement as in 3.3.1. Vacancies in Secretary, Editor, Treasurer or Director are filled as in 3.3.1. Any officer may appoint a representative to serve in his absence with approval of the Board of Directors. President and Vice President may not hold the same office for more than two consecutive terms.

### **4. Business:**

**4.1** Dues shall be paid as specified in the Bylaws. All funds reside in repositories approved by the Board of Directors. Expenditures of funds are made according to Section V of the bylaws. All reimbursements will be made on expense report form with supporting receipts. If no receipts are available, reimbursement shall be made by approval of the Board of Directors.

**4.2** All written communications issued by the club are approved by the Board of Directors.

**4.3** All records reside in repositories approved by the Board of Directors. Reports are made at all meetings by officers. Reports may be corrected and are then approved to become part of the records of the club. Records may be examined by any member at any time.

**4.4** An officer may be removed from office, a committee chairman or committee member may be removed from duty, and a member may be suspended from voting for a specified time period or may be removed from membership, for conduct detrimental to the club's purpose. Such action shall be taken according to Robert's Rules.

**4.5** Ordinary business can be conducted electronically by consent of two-thirds majority vote by the Board of Directors. The Secretary shall record such business and copies of e-mails will become part of that month's secretarial minutes.

### **5. Meetings:**

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**5.1** Regular monthly meetings are held in accordance with Section I of the bylaws. Place, date, time, and program are published in the BAD newsletter. All members and guests may attend. The presence of at least one-fourth of the membership and of at least two members of the Board of Directors constitutes a quorum. At the subsequent general meeting, the members present shall constitute a quorum, regardless of the number present, in accordance with Robert's Rules. Anyone present may introduce and discuss business; but only members, as described in Section 2 of the constitution, may vote on business.

**5.2** A Board of Directors meeting is called by the President in accordance with Section 1 of the bylaws. All members and guests may attend. The presence of at least five (5) of the Board of Directors constitutes a quorum. At the subsequent Board of Directors meeting, the Board of Directors members present shall constitute a quorum, regardless of the number present, in accordance with Robert's Rules. Any club member present may introduce business and discuss it, but only Board of Directors can vote on business.

### **6. Parliamentary Procedures, Amendments, and Definitions:**

**6.1** *ROBERTS RULES OF ORDER* (latest edition) shall be applied when a point is not covered in this constitution and bylaws.

**6.2** This constitution and bylaws may be amended, except for this paragraph, by a two-thirds majority vote of a quorum at a membership meeting after notification of the list of proposed amendments is given.

**6.3** Definitions:

**6.3.1** "Approved" is defined as affirmative simple majority vote of a quorum meeting.

**6.3.2** "Certification" is defined as nationally or internationally recognized and approved by membership.

**6.3.3** "Fiscal Year" is defined as running from the first day of January until the last day of December.

**6.3.4** "Notification" is defined as written communication mailed at one time to the recorded postal address of each member concerning any meeting, any election, and any business requiring more than a simple majority vote of a quorum at a meeting; no such subject requiring notification may be acted on until two weeks after the postmark date on the notification.

**6.3.5** "Special election" is defined as an election to fill a vacancy. Vote is two-thirds a majority of the members present.

**6.3.6** "Replacement" is the process of filling a vacancy at a membership meeting.

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**6.3.7** "Normal operating expenses" are those expenses incurred during the normal business of running the club and are approved in the annual budget by the Board of Directors.