

THE EXPLORERS DIVE CLUB

BY-LAWS

ARTICLE I	NAME
ARTICLE II	PURPOSE
ARTICLE III	AMENDMENT TO BY-LAWS
ARTICLE IV	MEMBERSHIP
ARTICLE V	DUES
ARTICLE VI	GENERAL MEMBERSHIP MEETINGS
ARTICLE VII	OFFICERS
ARTICLE VIII	EXECUTIVE COMMITTEE
ARTICLE IX	STANDING (PERMANENT) COMMITTEES
ARTICLE X	OTHER COMMITTEES
ARTICLE XI	FISCAL MATTERS
ARTICLE XII	DISSOLUTION OF THE CORPORATION
ARTICLE XIII	ADOPTION OF BY-LAWS

ARTICLE I – NAME

SEC. 1. Name. The name of this corporation shall be

The Explorers Dive Club, Inc.

ARTICLE II – PURPOSE

SEC. 1. PURPOSE. To promote and encourage popular interest in scuba diving and related activities by holding membership meetings, conducting public forums, engaging speakers on scuba diving and related subjects, and by association with other scuba organizations.

ARTICLE III – AMENDMENT TO BY-LAWS

SEC. 1. Changes. A proposal to amend the By-Laws may be initiated by the Executive Committee or by petition, filed with the Recording Secretary, signed by at least ten members. The proposal, in writing, shall set forth the text of the change to be made.

SEC. 2. Adoption. The proposed change or changes shall be introduced and read, or printed copies of the proposed change or changes, shall be made available at a regular meeting. At a subsequent meeting, held not sooner than one month after the meeting at which the proposed change or changes were introduced, the proposed amendments shall be read again, or printed copies again be made available, after which the change or changes can be moved for adoption by two thirds of the members present and voting.

ARTICLE IV – MEMBERSHIP

SEC. 1. Classes of Membership. Membership shall consist of two classes – regular members and family members.

SEC. 2. Regular Members. Any certified diver who is twelve years of age or older, who has an ongoing interest in scuba diving, shall be eligible to apply to be a regular member. A regular member is entitled to vote at all membership meetings of the corporation, to serve on committees of the corporation and, if eighteen years or older, to hold any office of the corporation.

SEC. 3. Admission to regular membership. Admission as a regular member shall be by vote of the Executive Committee or at a regular meeting of the corporation, by vote of the members. Either body shall first satisfy itself as to the eligibility, character and fitness of an applicant for admission in such manner as it may designate.

SEC. 4. Family membership. Any person who is eligible for regular membership, residing with a relative who is a regular member, shall be eligible to apply for family membership. A family member shall be entitled to a reduction in the payment of dues and assessments of the corporation as designated by the Executive Committee, and shall be entitled to all privileges of a regular member.

ARTICLE V – DUES

SEC 1. 1. Annual dues. The annual dues of the regular member shall be established by the Executive Committee and voted upon each year by the membership at the annual meeting held in June.

SEC. 2. Dues period and payment. The annual dues shall be payable in advance at the time of admission. If membership is terminated for any cause, no refund shall be made, pro rata or otherwise.

SEC. 3. Termination of membership for non-payment of dues. Any member in default in payment of dues shall be suspended from all privileges of membership. Default shall start on the first day of the month following the anniversary expiration month.

SEC 4. Dive Boat Deposits. The Executive Committee may require that Club members that participate in Club organized dive charters be required to make and sustain a deposit in the amount reasonably equal to a dive charter fee. This deposit will be used by the Club should the depositing club member fail to attend a dive charter that they committed to attending and such failure results in the Club having to pay for the unfilled dive charter reservation. Any Dive Boat deposit so used must be replenished by the Club Member before attending a subsequent Dive Club Charter.

SEC 5. Dive Boat Deposit Refunds. Any Dive Boat Deposit amount still on deposit may be refunded to the depositing member should that member resign their Club membership and request such a refund. Any dive boat deposits left unclaimed for a period of one (1) year by resigning members or members that let their membership lapse for a one (1) year period shall be used by the Club to further support of the Club's purpose as the Executive Committee determine as appropriate.

ARTICLE VI – GENERAL MEMBERSHIP MEETINGS

SEC. 1. Number. There shall be no fewer than six general membership meetings of the corporation within each fiscal year. One shall be the annual meeting held in June, at which time officers shall be elected from the slate reported by the Nominating Committee or from independent nominations from the floor.

SEC. 2. Time, place and agenda. The President shall designate time, place and agenda for any general membership meetings.

SEC. 3. Notice to membership. Notice of each general membership meeting shall be given to the membership at least seven days prior to the date of the meeting. The notice shall set forth the time, place and program.

SEC. 4. Effect of vote at meetings. A majority of the members present and voting at a general membership meeting shall constitute the vote of the membership.

ARTICLE VII – OFFICERS

SEC. 1. Officers and tenure. The following officers shall be chosen by the members at their annual meeting: President, Vice-President, Recording Secretary, and Treasurer. All officers shall be voting members in good standing. Their term of office shall be one year. The officers shall appoint the chairs of all committees.

SEC. 2. Duties of the President. The President shall preside over all meetings of the members and of the Executive Committee, uphold the By-Laws and shall see that resolutions, standing rules and motions of the Executive Committee are acted upon. The President shall be an ex-officio member of all other committees, except the Nominating and Auditing Committees, and shall have the powers and duties of supervision usually vested in the office of the President of the corporation.

SEC. 3. Duties of Vice President. The Vice-President shall perform the duties and exercise the powers of President during the absence or disability of the President. The Vice President shall also be responsible for planning the Holiday Party or other events as directed by the Executive Committee..

SEC. 4. Duties of Recording Secretary. The Recording Secretary shall attend all general membership and Executive Committee meetings, and shall preserve in books of the corporation the minutes of the proceedings of all such meetings. The Recording Secretary shall furnish a copy of the written minutes and proceedings of all such meetings to the members of the Executive Committee upon their request.

SEC.5. Duties of the Treasurer. The Treasurer shall have custody of all corporate funds and securities, and shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements, deposit all monies, securities and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose. The Treasurer shall disburse the funds of the corporation as may be ordered by the Executive Committee, taking proper vouchers for such disbursements and shall render at the regular meetings of the Executive Committee, and of the members, an account of all transactions as Treasurer, and of the financial condition of the corporation.

SEC. 6. Pro Tem. In the event that any officers of the corporation are temporarily unable to perform their regular duties, the President, with the consent of the Executive Committee, may designate members to fill those offices pro tem.

SEC.7. Vacancies. In the case of the death, resignation or removal from office of any officers, the Executive Committee shall designate a member to serve until the next annual election. This appointment shall be submitted to the members for ratification at the next general membership meeting. All books, papers, vouchers, money and property of whatever kind in said officer's possession or control, belonging to the corporation, shall be returned to the corporation promptly.

ARTICLE VIII – EXECUTIVE COMMITTEE

SEC. 1. Composition and tenure. The Executive Committee shall consist of all the elected officers, the immediate past President, chairs of the standing committees, and chairs of such other committees as established by the club. At the first meeting of the fiscal year all newly appointed chairs shall be confirmed by the elected officers. The immediate past President may serve as long as his successor remains in office. All elected officers shall serve until the close of the fiscal year following the annual meeting in which the election takes place, or to the election of their successors, whichever is later.

SEC. 2. Authority. For the purpose of the regular management of the corporation, the Executive Committee shall have full powers to act in all matters of a regular and ordinary nature. This includes control of all monies, securities and property of the corporation. All matters of a special nature shall be submitted to the members for action at a regular meeting of the corporation or a special meeting called for that purpose.

SEC.3. Meetings and procedure. The President shall designate time, place and agenda for any meeting of the Executive Committee. Regular meetings of the Executive Committee shall be held not less frequently than once in each month unless otherwise agreed upon by the Executive Committee. One-half the number of members of the Executive Committee shall constitute a quorum. A majority vote of the members of the Executive Committee present and voting shall constitute a vote of the Executive Committee. The Executive Committee may make its own rules for the conduct of the meetings.

SEC. 4. Financial Statements. The Executive Committee shall appoint two Club members, neither being the Club Treasurer, to review the financial statements and the Treasurer's report thereon.

ARTICLE IX – STANDING (PERMANENT) COMMITTEES

SEC. 1. Membership. The committee shall receive membership applications and present them to the Executive Committee for vote, shall maintain a membership roster, and determine members delinquent in dues. The committee shall notify any such delinquent member and provide a list of such delinquent members to the Executive Committee. The committee shall promote the club and reach out for new members.

SEC. 2. Program. The Committee shall develop the program and schedule for the regular meetings of The Explorers Dive Club.

SEC. 3. Activities. The committee shall be responsible for planning and organizing club activities including, but not limited to, scheduling weekly or monthly dives and the annual picnic. A representative from this Committee or other Club member as designated by the Committee will attend each dive charter to ensure that the Club's dive charter financial obligation is fulfilled. Club members signing up for a dive charter that results in a charter expense not covered by this Club member shall have their Dive Boat deposit forfeited to fulfill the dive charter expense.

SEC. 4. Newsletter. This committee shall be responsible for publishing the club newsletter on a scheduled basis as determined by the Executive Committee.

SEC. 5. Welcoming. This Committee shall identify and welcome attendees to Club events that are not members and actively welcome the attendee, introducing them to Club members and generally encouraging membership.

ARTICLE X – OTHER COMMITTEES

SEC. 1. Nominating Committee. The committee shall consist of three members, none of whom shall be a member of the Executive Committee. The president shall appoint the Nominating Committee at least three months before the annual meeting. The Nominating Committee shall convey by a report made at the meeting prior to the annual meeting, its nominations for officers and certify that the nominees have consented to serve, if elected.

SEC. 2. Special Committees. The officers shall recommend names and duties of special committees needed for specific corporation activities. The officers shall appoint the Chairs of such committees, and on the officers recommendation, with confirmation by the Executive Committee, said chairs may serve as members of the Executive Committee until dissolution of the special committee.

ARTICLE XI – FISCAL MATTERS

SEC. 1. Fiscal year. The fiscal year shall begin on July 1 and end on June 30 of the following year.

SEC. 2. Remuneration of Officers and Members. The members of the corporation are not to receive any remuneration for their time devoted to the affairs of the corporation, but any out-of-pocket expenses incurred in conducting the corporation's affairs may be reimbursed to them by a vote of the Executive Committee or the membership.

SEC. 3. Funds. Any funds of the corporation shall be administered as directed by the Executive Committee.

THE EXPLORERS DIVE CLUB

Standing Rules

June 20, 1995

1. No counter signing of checks is required for checks of less than \$1,000. For checks greater than \$1,000, both the Treasurer and President must sign. Our bank must be notified of this rule. (July 1, 1995)
2. The By-Laws will be reviewed by a By-Laws Committee every 5 years. (July 1, 1995)
3. When any change in appointees within the Executive Committee are made, both the current appointee and his replacement should be notified in advance. (July 1, 1995)
4. The maximum amount for any committee chairman to spend without prior authorization by the Executive Committee is limited to \$100. (July 1, 1995)
5. Attendance at Executive Committee and Membership meetings is expected of all committee chairmen, as are their reports. Those unable to attend should give their reports to the President, who, as an ex-officio member of this committee, will report at the meeting on their behalf. (July 1, 1995)
6. Only the committee chairperson has the authority to make a motion to purchase materials for that committee, unless written directives are given to another member of the committee by the chairperson in his/her absence. (July 1, 1995)
7. It is expected that members of The Explorers Dive Club, at club functions, should behave in accordance with normally accepted standards of good behavior and in a manner that respects the rights of others. Activities such as vandalism, theft of club or other members' property, horseplay and disruptions of meetings or presentations, are examples of conduct that will not be tolerated. (July 1, 1995)