

# Richmond Dive Club, Inc.

## BYLAWS

### ARTICLE I - Name

- 1.1 The name of the organization shall be **Richmond Dive Club, Incorporated** (the "Club").

### ARTICLE II - Organization

- 2.1 The Club shall be organized and shall conduct its activities in conformance with Section 501(c)(7) of the U. S. Internal Revenue Code. The Club shall be a non-profit organization, and no part of the earnings of the Club shall inure to the benefit of any individual member. To the extent that any conflict exists or may be determined to exist by a court of competent jurisdiction between any provision of these Bylaws and the Articles of Incorporation, and the Amendments made to the Articles of Incorporation, the provision(s) made in the Articles or their Amendments shall govern.

### ARTICLE III - Purpose

- 3.1 The Purpose for which the Club is organized shall be:
- 3.1.1 To encourage active participation in recreational SCUBA diving, skin-diving and related activities.
  - 3.1.2 To promote proficiency and safe practices while engaging in skin and SCUBA diving.
  - 3.1.3 To inform the membership on matters relating to skin and SCUBA diving training, safety, equipment, accommodations, travel, facilities, services and accessibility.
  - 3.1.4 To utilize the collective influence of the membership in the improvement of recreational skin and SCUBA diving safety, and in securing favorable treatment for members from suppliers of equipment, travel, accommodations and services.
  - 3.1.5 To support the work of regional, national and international organizations whose goals parallel those of the Club or whose work is of benefit to recreational skin and SCUBA diving.
  - 3.1.6 To provide opportunities for members to interact socially with an emphasis on good fellowship and good diving.
  - 3.1.7 To participate with other clubs or organizations in group efforts to promote greater understanding of underwater life, water safety, diver health and training, and public-service projects such as underwater cleanups for the benefit of the diving community at large.
- 3.2 In furtherance of these Purposes, the Club may:
- 3.2.1 Own, equipment, and other items which are incidental to engaging in skin or SCUBA diving, water safety, study and research.
  - 3.2.2 Make contracts, , and such other agreements as the Board may deem necessary.
  - 3.2.3 Invest and re-invest funds of the Club in such securities as the Board may determine.
- 3.3 The Club does not provide instruction or monitor the skills and experience of its members. Certified divers assume responsibility for their own actions and agree not to hold the Club liable for their behavior.

#### ARTICLE IV - Membership

- 4.1 Membership in the Club shall be open to any person interested in recreational skin or SCUBA diving and related activities.
- 4.2 A member whose application has been accepted, who has paid their dues for the current year, due by February 28<sup>th</sup> of each year, and who abides by Club rules shall be deemed to be a member in good standing.
- 4.3 Each member in good standing over the age of eighteen years of age shall have one vote on any matter to come before the membership of the Club. There shall be no proxy or absentee voting.
- 4.4 The Membership may be divided into categories of membership on any criteria the Board may from time to time consider advisable.
- 4.5 Anyone desiring to become a member must complete a written application for membership including a waiver of liability.
- 4.6 Members shall be required to pay an annual membership fee and such other charges and fees as the Board may from time to time determine. Fees shall be uniform for each category of membership.
- 4.7 Members are expected to conduct themselves at all times in a civil manner, and to refrain from disruptive or dangerous behavior or any behavior which may cause discredit to the Club or subject the Club to actual or potential civil and/or criminal liability. Any conduct which jeopardizes the personal safety of another Club member or compromises the reputation of the Club is considered a particularly serious infraction and may cause termination of membership by the Board.

#### ARTICLE V - Board of Directors

- 5.1 The affairs of the Club shall be managed by a Board of Directors (the "Board"). Voting members of the Board shall consist of the Officers and the Chairs of Standing Committees (the "Chairs"). The immediate Past President shall serve on the Board in a non-voting capacity for a term of one year, commencing immediately at the conclusion of his or her term as President.
- 5.2 The Board shall have the authority to promulgate rules and regulations from time to time as it shall think fit governing the activities of the Club, and to take whatever other actions it deems appropriate to further the Club's Purposes. Actions of the Board may be challenged by at least five members of the Club, whereupon the challenged action shall be affirmed or reversed by majority vote of the Membership at the next regular meeting.
- 5.3 Regular meetings of the Board shall be held at least quarterly. Regular meetings shall be scheduled at least 30 days in advance and notice provided to all Board members by the President, or his/her designee. Special Meetings may be called by the President, or by two or more members of the Board. Members of the Board must receive at least five days written notice of Special Meetings. If necessary, a Special Meeting may be conducted by conference telephone call, internet or other electronic means, provided that any action taken is voted on by a simple majority of the Board. The Secretary will record those that attended the Special Meeting and a record of each Board member's vote on any resolution or action taken.
  - 5.3.1 Any Officer or member of the Board who shall be absent for three consecutive regular meetings of the Board may be declared by majority vote of the remaining Board members to have voluntarily resigned his/her office.
- 5.4 Any member in good standing may attend any meeting of the Board, but members may not speak unless invited to do so by the presiding officer. The Board may by vote declare an Executive Session for a stated purpose. The only purposes for which an Executive Session may be

declared are those involving sensitive contract negotiations, expulsion of members and internal Board disciplinary matters. No matters shall be discussed in Executive Session except those for which it was declared. All votes of the Board shall be taken in open session.

- 5.5 A quorum at any meeting of the Board shall consist of two Officers plus additional Board members equaling in total at least one-half of all current members of the Board. A majority vote of those present and voting shall decide all questions at meetings of the Board, except where a greater number is required under these Bylaws.

#### ARTICLE VI - Officers, Duties

- 6.1 The Officers of the Club shall be a President, Vice President, Secretary, Treasurer and Ex-Officio Officer. All of the Officers are members of the Board.
- 6.1.1 The President shall preside at all meetings of the Club and the Board, and shall represent the Club before outside organizations. The President is responsible for enforcing the rules and practices of the Club, and for the smooth and efficient management of all of the Club's affairs. The President, with the approval of the Board, appoints the Chairs of Standing Committees (the "Chairs"). The President may, with the approval of the Board, create ad-hoc committees for any suitable purpose and appoint the Chairs of such committees. The President may, upon any vacancy in an elective office, appoint, with the approval of the remaining members of the Board, any qualified member in good standing to fill the duties of the vacant office until a special election can be held.
- 6.1.2 The Vice President shall coordinate the work of all Committees of the Board and shall be an ex-officio member of all committees. The Vice President shall preside at meetings of the Club or the Board in the event of the President's absence or inability to preside, and may preside at any Committee meeting in the absence of the Chair of that committee. Should there be a vacancy in the office of President, the Vice President shall succeed as President for the remainder of the unexpired term.
- 6.1.3 The Secretary shall record the minutes of all meetings of the Club and of the Board, and shall keep a faithful account thereof. The Secretary shall maintain in good order all of the records of the Club, including the Articles of Incorporation, Bylaws, agreements, contracts, correspondence and other matters of official record. 6.1.4 The Treasurer shall have custody of all money and property of the Club, and shall pay all obligations approved by the Board. The Treasurer shall keep accurate records of income and disbursements, and shall provide a full report thereof to the membership at least once per year and to the Board upon request. The Treasurer shall at all times retain an up-to-date listing of the members of the Club. The Treasurer shall file all reports and returns required by the U.S. Internal Revenue Service and the Commonwealth of Virginia in a timely manner, and shall assist fully in an independent third party audit of the books of the corporation as requested by the Board or the Membership.
- 6.1.5 The President may, with the approval of the Board, create the additional offices of Assistant Secretary and Assistant Treasurer, when such appointments may be considered to be in the best interest of the Club. These Officers may attend meetings of the Board, but shall have no vote.

## ARTICLE VII - Committees

- 7.1 The following Standing Committees (the "Committee(s)") are created. The Chair of each Committee may name additional members to the committee in such numbers as he/she feels are necessary to properly carry out the Committee's work. Chairs may request a budget to cover necessary expenses, subject to approval of the Board. Any monies collected by any Chair or member of any Committee shall be forwarded as soon as practicable to the Treasurer. Chairs are appointed by the President with the approval of the Board, and become members of the Board immediately upon confirmation.
- 7.1.1 The Program Committee plans and presents programs in accord with the Purposes of the Club at all meetings of the membership. All Board members shall serve on the Program Committee and any other member in good standing as named by the Chair.
  - 7.1.2 The Surface Interval Committee plans and arranges a variety of Club-sponsored activities to be offered to the Membership at frequent intervals throughout the year. A member of the Surface Interval Committee may serve as a Leader for each Club-sponsored activity .
    - 7.1.2.1 During any Club-sponsored activity, the Leader will leave a copy of the itinerary and a list of all persons participating in the activity and their signed waiver and emergency contact information with a non-participating Officer or Board member for use in the event of an emergency.
  - 7.1.3 The Education Committee oversees the Club's activities in the area of diver safety and training, and works closely with the Program Committee to present programs of interest and benefit to members. The Chair of the Education Committee must hold certification as a Divemaster, Assistant Instructor or Instructor.

The Membership Committee is charged with devising strategies to retain members and recruit new members, suggesting activities to boost membership, operating a membership table at all Club meetings, and sending renewal notices to members at the end of the year. All Board members shall serve on the Membership Committee and any other member in good standing as named by the Chair.
  - 7.1.4
  - 7.1.5 The Communications Committee disseminates official information about the Club, both internally and externally. The Committee prepares and distributes the Club information on a regular and timely basis utilizing emails, the Club Website and social media, to keep members informed of Club activities. The Committee oversees the Club Website and other public sources of information about the Club, and makes recommendations to the Board concerning internal and external communication strategies.
  - 7.1.6 The Clothing and Merchandising Committee shall be charged with the design, production and sales of any and all clothing and/or merchandising items approved by the Board for distribution to the members and/or the general public.
- 7.2 The President may, with the approval of the Board, create Ad Hoc Committees for any good purpose, and may appoint the Chairs thereof. Chairs may fill out their Committees with as many members as are necessary to carry out the Committee's purpose. Ad-hoc Committees may receive a budget for their needs as approved by the Board. An Ad Hoc Committee serves at the pleasure of the President, and its term ends with the term of the President who created it. Chairs and/or members of Ad Hoc Committee(s) do not acquire voting privileges by virtue of membership in such Ad Hoc Committee(s).

## ARTICLE VIII - Elections, Term of Office and Vacancies

- 8.1 An election for the Officers shall be held at the Annual Meeting in October of each year. Officers elected at the Annual Meeting shall assume the duties of their office on January 1 of the following year with the express exception of the Treasurer, who shall assume the duties of their office on February 1 of the following year so as to allow the previous Treasurer to complete, sign and file all Federal and/or State informational and/or tax returns required by law to be filed on behalf of the Club.
- 8.2 All members in good standing are eligible for election to any office, except that the President and Vice President must have been active members for a minimum of one year prior to their election. Only members in good standing may nominate or vote in elections.
- 8.3 The Board shall appoint a Nominating Committee in August of each year, whose duties shall be to secure a slate of candidates for office who have agreed to stand for election and to serve if elected. At least one candidate shall be named for each office. The Nominating Committee shall seek recommendations from the membership in preparing its slate, but such recommendations are not binding upon the Committee.
  - 8.3.1 The Nominating Committee's slate will be published and distributed to the Membership at least one month prior to the Annual Meeting.
  - 8.3.2 In addition to the Nominating Committee's slate, nominations from the floor shall be permitted at the Annual Meeting. No member shall be nominated unless he/she agrees to serve if elected.
  - 8.3.3 If there is more than one candidate for any office, the election for that office will be by written ballot. If a written ballot is required, the Presiding Officer shall appoint a Tally Committee of three members including one officer of the Club to prepare and count the ballots. No member of the Tally Committee may be a candidate for the office being voted upon.
  - 8.3.4 The Board may from time to time promulgate additional rules governing the conduct of elections, which shall not be in contravention of these Bylaws.
- 8.4 All elections shall be for a term of one year. No person may serve in any one office except that of Treasurer for longer than two terms unless at least one year has elapsed since they last held the office.
- 8.5 Should a vacancy occur in any elective Office; a special election shall be held within sixty days to fill the vacancy. The President, with the concurrence of the Board, may appoint a member in good standing to perform the duties of the office until the special election can be held. If fewer than four months remain prior to the Annual Meeting and Election, the appointment may be for the duration of the unexpired term. Should the Presidency become vacant the Vice-President immediately becomes President and an election will be held to fill the office of Vice President in accordance with this section. Should the position of Ex-Officio Officer become vacant it will remain vacant until the current President succeeds to the office.
- 8.6 Any member of the Board may resign by giving written notice to the President or Secretary stating the date of termination. The Board may remove an elected Officer for cause by vote of two-thirds of the remaining members of the Board. Chairs of all Committees serve at the pleasure of the President.

#### ARTICLE IX - Meetings, Quorum, Rules, Expulsion

- 9.1 The Club will hold regular meetings at dates and times as determined by the Board. The calendar of meetings will be prepared at the beginning of the year and distributed to all members. Changes in the published dates will be announced as far in advance as possible and disseminated as widely as possible. The Annual Meeting will be held in November. Special Meetings of the Club may be called by the President or upon the request of four members of the Board. Each member of the Club will receive written notice of the Special Meeting and the agenda for such meeting, at least five days prior to the meeting. Notice may be given via email or US Mail so long as reasonable effort is made to contact each member. If necessary, a Special

Meeting may be conducted by conference telephone call, internet or other electronic means, provided that any action taken is voted on by a simple quorum of the Board. The Secretary will record those that attended the Special Meeting and a record of each Board member's vote on any resolution or action taken. A Special Meeting must confine its work solely to the purpose for which it was called.

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9.3 The quorum, as defined in Article 5.5, for any Regular or Special Meeting is required for the Board to conduct business, provided it is a Regular Meeting or the required notice was given for a Special Meeting.

9.4 *Robert's Rules of Order, Newly Revised version \_\_\_\_\_*, shall govern the conduct of all meetings of the Club and the Board. Where *Robert's Rules* conflict with these Bylaws, the Bylaws shall govern.

9.5 Members who are delinquent in payment of any fees or charges, or who commit serious violations of these Bylaws or Club rules may be expelled by two-thirds vote of the Board. Prior to voting on expulsion, the Board shall investigate the matter. If a member of the Board shall be a party to the investigation, that Board member shall be excluded from the investigation and disposal of the matter. In all cases, the accused shall have the right to be informed of the charges against her/him, the evidence available, and the reason for the proposed expulsion. The accused shall further have the right to appear before the Board to explain his/her position, present evidence in her/his favor, and know the actual vote on expulsion. Failure by the member to request these rights, or to appear at the time specified, shall constitute a waiver of said rights.

#### ARTICLE X - Amendment and Dissolution

10.1 These Bylaws may be amended by majority vote of the Membership at any regular or special meeting, provided that notice of the proposed Bylaw change shall have been distributed to every member not less than two weeks prior to the meeting, and further provided that a quorum be present consisting of two Officers and at least one-quarter of the then-current members in good standing.

10.2 Upon dissolution of the Club, assets shall be distributed for one or more of the exempt purposes within the meaning of Section 501 (c) (7) of the U. S. Internal Revenue Code, or in the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any such assets not disposed shall be disposed of by a court of competent jurisdiction, exclusively for such purposes or to such organizations as the court may deem appropriate, but not inconsistent with the disposal of assets within the meaning of Section 501 (c) (7) of the U. S. Internal Revenue Code. In the event of liquidation or dissolution, no member shall be entitled to any distribution or division of the Club's remaining property or its proceeds.