

## **Constitution and Bylaws**

### **ARTICLE I: NAME**

The name of this organization shall be Napa Valley Divers (Dive Club).

### **ARTICLE II: PURPOSE**

The mission of Napa Valley Divers is to promote safe, responsible, recreational Self-Contained Underwater Breathing Apparatus (SCUBA) diving.

We are a fun-loving group of people who have a passion for scuba diving and traveling. We desire to stay connected and socialize outside of dive activities. The goals of the group are to provide a place for divers and their families to socialize, plan recreational activities, plan dive trips, promote continued communication among Members, and to provide a forum for keeping keen on dive skills and the dive industry.

### **ARTICLE III: MEMBERSHIP**

Section 1 Types of Membership shall consist of individual, honorary, and family Membership (Member). (a) Individual Membership requires that the Member be a SCUBA diver certified by a recognized International agency or has an active and enthusiastic interest in SCUBA diving.

(b) Honorary Membership may be conferred upon an individual chosen by the Executive Board for such honor. Such a Member is entitled to the same privileges as an individual Member.

Honorary Membership may be revoked at any time and without advance notice by majority vote of the Executive Board. Member shall be notified in writing within 30 days of such revocation.

(c) Family Membership may include one individual Member and any combinations of: Husband/Father, Wife/Mother, Son(s)/Daughter(s) under the age of 18, or 18–22 while attending college, significant partners or any combination thereof residing in the same domicile.

Section 2 Qualifications for admittance to the Dive Club are an active interest in the sport of SCUBA diving.

Section 3 Application for Membership shall be made in writing and presented by mail or at any monthly meeting to any Board Member (applications are available on [napavalleydivers.com](http://napavalleydivers.com)).

Section 4 Membership renewal shall be not more than 45 days after expiration of current annual Membership.

Section 5 Dues:

(a) Dues shall be established at the MAY annual meeting.

(b) Annual dues shall be as determined by the Executive Board and approved by majority vote of the Members present during the annual meeting. Dues will be payable to the Treasurer not later than 30 days after a Membership application has been approved by the Executive Board.

Continuing Membership dues are payable on June 1 each year.

(c) Annual dues for family Membership shall consist of the first Member of the family paying the full-current family Membership fee.

(d) Dues can be prorated on a Quarterly basis. Prorating only applies to new Memberships.

Section 6 Dropped from Membership for nonpayment of dues:

(a) A Member who has not paid the current dues by 45 days after their renewal date will be dropped from Membership.

(b) A Member who has been dropped may request reinstatement of Membership in writing. Upon approval by the Executive Board and with payment of all dues in arrears, shall be reinstated.

Section 7 Club Waiver: All members will be required to sign a copy of the Napa Valley Divers “WAIVER, RELEASE OF LIABILITY AND INDEMNIFICATION AGREEMENT” with Application for Membership and on yearly renewal of membership. Members under the age of 18 must also provide a parental signature.

### **ARTICLE IV: THE EXECUTIVE BOARD**

Section 1 The Board shall consist of the elected officers and committee heads.

Section 2 The Board shall handle the regular business of the Dive Club.

Section 3 Meetings:

(a) Regular meetings of the Board shall be held at least quarterly.

- (b) Minutes of the Board shall be read and ratified by officers at the next board meeting.
- (c) Minutes shall be kept by the secretary and available to all Members, on [napavalleydivers.com](http://napavalleydivers.com)
- Section 4 Quorum: A quorum for conducting business of the Board shall be not less than three (3) Members of the Board empowered to vote. Only the elected Members of the Board shall be empowered to vote at Board meetings.

Section 5 Each outgoing Board must leave in the treasury a sum equal to the unpaid bills or obligations for which the administration is responsible.

#### **ARTICLE V: OFFICERS AND COMMITTEE HEADS**

Section 1 There shall be the following seven elected officers:

- President
- Vice President
- Secretary
- Treasurer
- Activity & Events Director
- Communication Director
- Past President

Section 2 A dive shop representative may be elected or appointed at the discretion of the elect Board Members. This election or appointment may be rescinded at the discretion of the elect Board Members.

Section 3 An officer who does not comply with assigned responsibilities may be relieved of office by a majority vote of the Board. Appointment of a replacement shall be made by the President with the approval of the Board to fill the remainder of the appointed term. EXCEPT that of the President, which may only be filled by special election of the Membership at the second regular meeting following that relief. A President so elected will fill the remainder of the present term and the following term.

#### **ARTICLE VI: ELECTIONS**

Section 1 Nominations: Nominations shall be held at the MARCH general meeting and shall come directly from the floor.

Section 2 Elections:

- (a) Elections shall be held at the APRIL general meeting.
- (b) Elections shall be by a secret ballot. The President shall conduct the elections according to the procedures set up in the standing rules. Officers shall be elected by a simple majority vote of those Members present.
- (c) Each individual and honorary member shall have one vote. All family members over the age of 18 shall have one vote.

Section 3 Term of Office:

- (a) Officers shall be elected for a term of one (1) year, to serve from the time of installation until the succeeding installation of officers.
- (b) Installation of new officers shall be at the JUNE meeting.
- (c) No person shall occupy the same office for more than two (2) consecutive terms, except in the absence of any other nominee, and only then with the approval of a ballot vote of a simple majority vote of the Members present.

Section 4 Transition of Administration: There shall be a meeting of the Executive Board immediately following installations at the JUNE meeting. It should include the outgoing and incoming officers and the committee heads. Upon the introduction of new business, retiring officers shall turn over to successors all records, documents, and other property of the Club.

#### **ARTICLE VII: DUTIES OF OFFICERS**

Section 1 The President shall:

- (a) Preside at all meetings of the Executive Board and general meetings of the organizations and any special meetings.
- b) Appoint the committee heads immediately after installation with the approval of the elected Board.

- (c) Make interim appointments as needed with the approval of the Executive Board.
- (d) Sign checks with the Treasurer or Vice President in that order.
- (e) Sign all contracts with the Vice President after approval by the Executive Board.
- (f) Serve as an ex-officio Member of all committees.
- (g) Call special meetings when necessary.

Section 2 The Vice President shall:

- (a) Perform the duties of an absent President and perform such duties as are assigned by the President.
- (b) Sign checks with the Treasurer in the absence of the President or with the President, in the absence of the Treasurer.

Section 3 The Secretary shall:

- (a) Record and maintain the minutes of all proceedings of the Board and Membership meetings and provide those minutes to the Communications Director in a timely manner.
- (b) Handle the correspondence of the organization.
- (c) Summarize the minutes of the previous general meeting and subsequent Board meeting(s).

Section 4 The Treasurer shall:

- (a) Have charge of all funds of the organization.
- (b) Maintain an active Membership roster for the Communications Director.
- (c) Maintain and present a monthly financial report including the current Membership roster and treasury balance.
- (d) Sign all checks with the President, or in the absence of the President, Vice President.
- (e) Keep restricted funds of the organization in separate accounts (in the treasury record book).
- (f) Review budgets presented by any Board Member.
- (g) Sign contracts with the President or with the Vice President in the absence of the President for the Dive Club.

Section 5 Past President shall:

- (a) Serve as an advisor to the board.
- (b) Perform the duties of the President should the President or Vice President be unable to do so.

Section 6 Activities Director shall:

- (a) Organize and coordinate events for the Napa Valley Divers Club, which would include diving and non-diving events.
- (b) Form a committee to assist in the events.
- (c) Develop a budget to be pre-approved with the Treasurer.
- (d) Report at the general meeting upcoming events.
- (e) Provide the Communications Director with information for the club website.
- (f) Provide the Treasurer with documentation/receipts of expenses.

Section 7 Communications Director shall:

- (a) Maintain communications with the Members via the website, email, or mail.
- (b) Perform duties of Webmaster and keep the website current and up-to-date.
- (c) Publish the monthly meetings, and minutes and provided by the Secretary.

## **ARTICLE VIII: MEETINGS**

Section 1 There shall be a regularly scheduled monthly meeting of the club. *Robert's Rule of Order* shall be the normal procedure at all business meetings.

- (a) Notice of such meetings shall be given to each Member via email.

Section 2 Special meetings may be called by the President of the Board upon written notice to a simple majority of Members. Notices of special meetings shall be given to the Members at least (7) days in advance. Nature of the business to be conducted at the special meeting shall be specified in the notice.

## **ARTICLE IX: RESTRICTED FUNDS**

Restricted funds may be used only for the designated purpose of each fund.

## **ARTICLE X: ACTIVITIES**

Section 1 Participation in SCUBA diving portions of the club activities is restricted to certified SCUBA divers.

Section 2 Visitors to scheduled activities, that utilize club monies, must be approved by an elected club officer in advance of the date of the scheduled activity except the regular scheduled monthly meetings.

Section 3 Visitors and guests attending club activities or events will be required to sign a copy of the Napa Valley Divers "WAIVER, RELEASE OF LIABILITY AND INDEMNIFICATION AGREEMENT".

#### **ARTICLE XI: DISCIPLINE**

Section 1 Charges of dishonesty, working against the principles and purposes of the organization, and/or injuring the professional standing of a Member may be filed in a written statement signed by a Member in good standing and sent to the Executive Board.

Section 2 The accused Member shall be notified in writing of the action and shall have the privilege of being present at a special or regular meeting of the Executive Board, at which the charges will be considered.

Section 3 The club reserves for itself the right to suspend/expel any Member found to be in violation of these by-laws or found to be unfit for Membership by the general assembly. Any Member suspended or expelled will have 30 days to submit in writing a request for redress. Reinstatement must be by majority vote.

#### **ARTICLE XII: AMENDMENTS**

The by-laws may be amended or revised by a affirmative vote of two-thirds of all Members present at a meeting designated for that purpose. Copies of proposed amendments shall be given to Members in writing at least (1) month prior to the meeting.

#### **ARTICLE XIII: DISSOLUTION**

Should the organization be dissolved, all material possessions of the corporation and all cash assets must be donated to Project Aware (50%) and DAN (50%).