

Patowmack Divers

BY-LAWS

Approved and adopted 4 January 1988 unless noted otherwise.

ARTICLE I – PURPOSE

Section 1. The principal purposes of this scuba diving club are: diver continuing education, safety, research, travel, and social. Other activities of interest to the members will be encouraged.

Section 2. The club will be a nonprofit organization.

ARTICLE II – MEMBERSHIP

Section 1. All persons 15 years of age or older, interested in scuba diving are eligible to apply for membership in the club. Specific rules and criteria for membership will be as set forth in the Standing Procedures.

Section 2. The basic membership will be "Regular Member." Membership categories will be as specified in the Standing Procedures.

(Amended 13 December 2001)

ARTICLE III – DUES

Section 1. Membership dues and initiation fees shall be established in the Standing Procedures.

Section 2. No member delinquent in dues at the time specified in the Standing Procedures for the payment of dues will be considered a member in good standing.

ARTICLE IV – MEETINGS

Section 1. The club shall hold an annual meeting for the election of officers and for the transaction of other business. The date of the annual meeting shall be as specified in the Standing Procedures. Other meetings will be at the discretion of the Executive Board that will be comprised of the club officers.

Section 2. Those members present at the annual meeting shall constitute a quorum for the transaction of business for which notice has been mailed to each member not less than two weeks nor more than eight weeks prior to the meeting.

Section 3. A quorum for the transaction of business at general meetings shall consist of one-fourth of the membership qualified to vote, or twenty members of the club, whichever is lower, except as otherwise provided in these By-Laws.

Section 4. A quorum for the transaction of business at Executive Board meetings will consist of a simple majority.

Section 5. Except as otherwise specified in these By-Laws and the Standing Procedures, the business meetings of the club and the Executive Board shall be conducted in accordance with Roberts Rules of Order, Revised.

ARTICLE V – OFFICERS AND ELECTIONS

Section 1. The elected officers shall consist of a President, Vice President, Secretary, Treasurer and Communications Chair shall hold office for one year. Candidates for elected offices shall be certified as an Advanced Open Water diver or higher, or be a certified diver with a minimum of thirty logged dives. Candidates shall be a minimum of 21 years of age.

Section 2. The elected officers shall serve as the Board of Directors for the Corporation.

Section 3. The Executive Board shall consist of the elected and appointed club officers.

Section 4. An elected officer may be recalled at a club meeting for which notice has been mailed to each member not less than two weeks nor more than eight weeks prior to the meeting. The notice shall state the reasons for considering the removal of the incumbent from office and shall include a statement by the incumbent or indicate why a statement is not available. Recall of an elected officer shall require a two-thirds vote of the members present and voting.

Section 5. An appointed officer may be recalled by a three-fifths vote of the Executive Board.

(Amended 3 January 2018)

ARTICLE VI – FINANCES

Section 1. The Treasurer shall submit an annual financial report for all activities of the and will present the report at the annual meeting. The report shall be published within 30 days following the annual meeting.

Section 2. The fiscal year of the club shall be the calendar year; i.e., from 1 January to 31 December.

(Amended 13 December 2001)

ARTICLE VII – DISSOLUTION, ABSORPTION, OR MERGER

Section 1. This club may not be dissolved, absorbed, or merged with another club or organization except by adoption of an appropriate amendment to these By-Laws and compliance with appropriate provision of law.

Section 2. The Executive Board shall determine the disposition of all club property, in accord with its nonprofit status, if this club is dissolved, absorbed, or merged with another club or organization; provided that upon the dissolution, no portion of the assets of the club shall be distributed to any member so as to accrue to his personal benefit.

ARTICLE VIII – AMENDMENT

Section 1. These By-Laws can be amended only at a club meeting, for which prior notice has been mailed to each member not less than two weeks nor more than eight weeks prior to the meeting. The notice shall contain the text of the section(s) for which an amendment(s) is being proposed, the text of the proposed amendment(s) and a description of the purpose of the proposed amendment(s). Adoption of a proposed amendment(s) shall require affirmation by two thirds of the members who vote. The vote may be cast either in person or by mail.

Section 2. Amendment(s) of these By-Laws may be proposed by the Executive Board or by petition signed by 10% of the club's total membership as of the annual meeting immediately preceding the date of submittal of the petition.

(Amended 13 December 2001)

ARTICLE IX – ADOPTION

Section 1. These amended By-Laws shall become effective immediately upon adoption.

(Amended 13 December 2001)

ARTICLE X – STANDING PROCEDURES

Section 1. Standing Procedures will set forth rules, definitions, and operating procedures for the club.

Section 2. The Standing Procedures can be added to, deleted, changed, or amended only at a club meeting for which prior notice has been mailed to each member not less than two weeks nor more than eight weeks prior to

the meeting. The notice shall contain the description and purpose of the proposed change(s) or amendment(s). Adoption of a proposed change(s) or amendment(s) shall require affirmation by two-thirds of the members who vote. The vote may be cast either in person or by mail.

Section 3. Changes or amendments to the Standing Procedures may be proposed by the Executive Board or by petition by 10% of the club's total membership as of the annual meeting immediately preceding the date of submittal of the petition.

(Amended 13 December 2001)

ARTICLE XI – INCORPORATION

This club shall be incorporated as a non-profit, non-stock cooperation under Virginia law (Chapter 10, Title 13.1, Code of Virginia).

(Amended 13 December 2001)

STANDING PROCEDURES

ARTICLE I – MEMBERSHIP

Section 1. All persons 15 years of age or older, interested in skin or scuba diving are eligible for membership in the club.

Section 2. Applicants for Regular membership must be sponsored by a club member in good standing.

Section 3. Types of membership.

Regular Voting member in good standing. Certified Open Water Diver or higher. Eligible for full participation in all club activities. Every Regular Member of the club shall file a diving waiver of liability with the club Secretary. This waiver shall be renewed annually.

Complementary Non-voting member. To be granted at the discretion of the Executive Board. Exempt from initiation fee and dues. Limited to five per year. If member is a certified diver, then he or she shall file a diving waiver of liability with the club Secretary.

Section 4. Membership may be revoked or suspended at any time for due cause by a vote of the membership or a three-quarters vote of the Executive Board.

Section 5. The membership year of the club shall be concurrent with the calendar year.

(Amended 5 August 2015)

ARTICLE II – DUES AND FINANCES

Section 1. Annual dues for club members shall be:

Regular Membership \$35.00

Family Membership \$50.00 All members of the same family who join

Dues for Regular Membership will be prorated during the year for individuals joining at other than the beginning of the membership year as follows:

	Jan-Jun	Jul-Sep	Oct-Dec
Regular Membership	\$35	\$20	\$10
Family Membership	\$50	\$28	\$14

Section 2. Expenditures (other than pre-paid dive trip payments):

The Executive Board may approve club expenditures up to \$200.
Expenditures over \$200 may be approved by a quorum of voting members at any regularly
scheduled meeting
(Amended 5 August 2015)

ARTICLE III – MEETINGS

Section 1. The annual meeting of the club shall be in November.

Section 2. General meetings shall be held as determined by the Executive Board but will normally be held monthly on the first Wednesday of the month. If the first Wednesday is a holiday, the meeting will be held on the second Wednesday of the month.

Section 3. The Executive Board will conduct Executive Board meetings as necessary. Meetings of the Executive Board will be called by the club President. These meetings may be formal or informal (conducted by telephone or email).

(Amended 13 December 2001)

ARTICLE IV – OFFICERS AND COMMITTEES

Section 1. The elected officers (President, Vice President, Secretary, Treasurer and Communications Chair) shall each perform the various duties customarily assigned to such officers, and, in addition, the President shall serve as chairman of the Executive Board.

Section 2. Duties of the Officers:

The President shall preside at all meetings, act as official spokesman for the club, and is empowered to sign all necessary documents in the name of the club when so directed by the Executive Board or the Membership.

The Vice President shall act as assistant to the President and will preside in the absence of the President, and when acting shall have full authority of the President.

The Secretary shall record the minutes of all meetings, count votes of the membership, be responsible for all official club correspondence, and maintain all club records. The Secretary maintains membership information and liability waivers.

The Treasurer shall collect all monies for the club, disburse funds as directed by the Executive Board, record all financial transactions, and present financial reports at regular meetings. The Treasurer will prepare an annual report of financial activities and present it at the Annual Meeting. The Treasurer also serves as the Registered Agent of the corporation, and prepares and submits the annual corporate report to the State of Virginia.

The Communications Chair shall ensure that: the club web site is kept up-to-date; notices about monthly meetings, special events, and other official club business are sent to club members via the YahooGroup listserv or via direct email; notices about monthly meetings/special events are posted to social media and an active presence on social media is maintained to ensure visibility of the club.

Section 3. The Executive Board shall be responsible for the general policy direction of the club. The Executive Board shall consist of the elected officers, and no more than five appointed members. Appointed members of the Executive Board shall be appointed for a one-year term and shall assist the board in carrying out the objectives of the club.

Section 4. The Executive Board may establish and appoint committees and/or coordinators, or other similar positions, to assist in the conduct and smooth functioning of the club.

Section 5. If the office of the President becomes vacant, the Vice President shall become the President and serve until the next regular election. Any vacancy on the Executive Board shall be filled by appointment by a two-thirds vote of the remaining members of the Board. If two or more vacancies occur on the Executive Board within a 30-day period, the vacancies shall be temporarily filled by appointment, if deemed necessary by the Executive Board, until a special election can be held.

(Amended 3 January 2018)