

BYLAWS Of THE ATLANTIC RANGERS SCUBA CLUB

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ARTICLE I GOVERNING LAWS

SECTION 1 -INTRODUCTORY DEFINITION OF BYLAWS

These by-laws constitute the code of rules adopted by the Atlantic Rangers Scuba Club for the regulation of its affairs.

SECTION 2 -PURPOSE

The primary purpose of the club is:

- a) To promote scuba diving in the North East Region
- b) To promote environmental awareness and underwater conservation
- c) To promote the development of educational programs which will stimulate interest and knowledge in the sport of scuba diving
- d) To promote continued education in the sport of scuba diving
- e) To sponsor scuba diving trips and open water educational experiences.
- f) To promote scuba diving safety and to supply technical information

ARTICLE II CLUB HEADQUARTERS

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SECTION 1 -PRINCIPAL OFFICE

The principal office of this club shall be located at 117 N. Providence Road Wallingford, PA 19086, or such place as the Board of Directors from time to time may designate by resolution.

ARTICLE III MEMBERS

SECTION 1 -CLASSES OF MEMBERS

CLASS ONE - FULL MEMBERSHIP

- a) Class one membership shall be open to divers over 18 years old and certified by a nationally recognized certifying agency (the

Board of Directors will establish criteria for determining what constitutes a recognized certifying agency by resolution).

- b) Class one membership is awarded to the non-diving founding members. (closed)

CLASS TWO - ASSOCIATE MEMBERSHIP

- a) Class two membership shall be open to new members over the age of 18 and to members who are outside of the club's region and cannot regularly attend monthly meetings.
- b) Class two membership is open to divers and non-divers over the age of 18.
- c) New members will be assigned to Class Two Associate membership status
- d) Class Two Associate members can make application to the Board for Class One status
 - 1. To qualify for Class One, new members must meet all requirements of Class One membership, hold Associate status for at least 90 days, attend a minimum of three meetings in a calendar year and must submit in writing a letter requesting consideration for Class One (full member) status before the January Board Meeting meeting each year.

CLASS THREE – YOUTH MEMBERSHIP

- a) Class three membership shall be open to all new members under the age of 18.

SECTION 2 -NEW MEMBERS

New member applications shall be reviewed by the Board of Directors. The review shall include the application, proof of diving certification (Class one membership) and payment of dues. The Board of Directors has the authority to determine the Total number of Class 1 and Class 2 members for each year.

SECTION 3 -VOTING RIGHTS

Voting rights shall be accorded members as follows:

- (a) Class one member in good standing shall be entitled to one vote on each matter submitted to a vote of the membership
- (b) Class two members in good standing shall be entitled to one vote on matters submitted to the membership on non-diving activities
- (c) Class three members shall not be entitled to vote on any matter submitted to the membership

SECTION 4 -TERMINATION OF MEMBERSHIP

The Board of Directors by affirmative vote of two thirds of all members of the Board may suspend or expel a member for cause (cause being inclusive of, but not limited to endangerment of a fellow diver, verbal or physical abuse, sexual harassment, misrepresenting the organization, in person or on social media and other inappropriate behavior while participating at club functions and activities).

A majority vote of those present at any regularly constituted meeting of the Board of Directors may terminate the membership of any member that becomes ineligible for membership, or suspend any member who shall be in default in the payment of dues for a period fixed in ARTICLE X of these by-laws.

Refer to Addendum 1 for disciplinary actions prior to termination.

Notice of Termination shall be offered in writing. Members shall have sixty days to appeal termination in writing.

SECTION 5 -RESIGNATION

Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the members so resigning, of the obligation to pay any outstanding dues, assessments or other charges therefore accrued and unpaid.

SECTION 6 -TRANSFER OF MEMBERSHIP

Membership in this organization is not transferable nor assignable

ARTICLE IV MEETING OF MEMBERS

SECTION 1 - MONTHLY MEETINGS

The monthly meeting shall be held on the first Saturday of each month except for July, August and December (unless otherwise changed by resolution of the Board of Directors)for the transaction of club business.

SECTION 2 - SPECIAL MEETINGS

Emergency meetings of the members may be called at any time for any purpose by the President, the Board of Directors or not less than one

third of the membership entitled to vote on the business to be transacted at such meeting. Such request shall state the purpose or purposes of the meeting. Business transacted at all emergency meetings of members shall be confined to the purpose or purposes stated in the notice of the meeting. Recommendation to the Board to take action must be by a majority vote of members present. Notice of meeting shall be certified or attested to by the secretary.

SECTION 3 - PLACE OF HOLDING MEETINGS

The Board of Directors may designate any place as the place of meeting. The President, in consultation with the Board will designate a place for any special meeting. Virtual Meetings can be held with proper notice.

SECTION 4 - CONDUCT OF MONTHLY MEETINGS

Meetings of members shall be presided over by the President of the Organization, or if the President is not present, the Vice President of the Organization, or if none of the elected Directors is present, by a temporary, unofficial designee to be selected at the meeting. Any member can act as secretary of such meetings in the absence of the recording secretary. Such tasks will be done on a voluntary basis. The presiding officer may appoint a person to act as secretary of the meeting.

(a) The rules contained in Robert's Rules of Order Newly Revised shall govern the Organization in all cases to which they are applicable and in which they are consistent with our by-laws

(b) The following is the recommended order of business:

Call to order

Adjustments to agenda

Approval of minutes

Treasurer's Report

Reports of Officers

Reports of Committees

Unfinished (Old) business

New business

Adjournment

(c) Official minutes of monthly meetings shall be recorded by the recording secretary and distributed to the membership at the next scheduled meeting or by email to members in good standing

(d) Proposals submitted to the Board for consideration shall be included in the minutes. Proposals are not for public distribution unless authorized by the Board of Directors.

SECTION 5 - VOTING

At all meetings of members, every member entitled to a vote shall have one (1) vote.

ARTICLE V BOARD OF DIRECTORS

SECTION 1 - GENERAL POWERS

The property and business of the Organization shall be managed under the direction of the Board of Directors of the Organization.

SECTION 2 - NUMBER

The number of Directors shall not exceed nine (9), The founding members are permanent member of the Board. The President is a standing member of Board. The balance of board members shall be elected by the membership. The number of slots appearing on an election ballot will be determined to be adequate to fill the vacant board positions.

The Board of Directors will be governed by a Board Chair and Vice Chair elected by a majority vote of the Board.

SECTION 3 - BOARD QUALIFICATION

In order to qualify for nomination for the Board of Directors a candidate must be a Full class one member as defined in Article III Section 1 in good standing and must be a member in good standing of the National Association of Black Scuba Divers. All elected Board members will serve a four year term.

SECTION 4 - FILLING VACANCIES

In the case of any vacancy on the Board of Directors through death, resignation, disqualification, removal or other cause, the remaining Directors, by affirmative vote of the majority may elect a successor to hold office for the unexpired term.

Any elected Director may be removed from office with cause by a two thirds vote of the Board. All Board members will vote on filling vacancies on the Board and removal of members from the Board.

Removal of a founding Board member for cause must be by unanimous vote of the remaining Board members.

SECTION 5 - PLACE OF MEETING

The Board of Directors may hold their meetings at such a place or places as they from time to time determine by resolution or by written consent of all Board members. The Board of Directors may hold their meetings by conference telephone or other electronic communications or virtual meeting space.

Regular meetings of the Board of Directors will be held at least quarterly in January, April, July and October. A special meeting will be held in November each year for the sole purpose of discussing and selecting award categories and awardees

SECTION 6 – NOT USED

SECTION 7 - SPECIAL MEETINGS

Special meetings of the Board of Directors shall be held whenever called by the Chairman of the Board or by any three members of the Board of Directors. The Chairman of the Board shall give notice of each special meeting of the Board of Directors, by emailing the same at least three (3) days before the meeting, unless otherwise indicated in the notice thereof. The business transacted at any special meeting must be limited to the purpose of the special meeting.

SECTION 8 - QUORUM

A simple majority of the voting Directors shall constitute a quorum.

SECTION 9 –CONDUCT OF MEETINGS

Meetings of The Board of Directors shall be presided over by the Chairman of the Board, or if the Chairman is not present, the Vice Chair, or if neither of the elected Directors is present, by a temporary, unofficial chairman to be selected at the meeting. The presiding officer may appoint a person to act as secretary of the meeting.

- a) The rules contained in Robert's Rules of Order Newly Revised shall govern the Organization in all cases in which they are applicable and in which they are consistent with our by-laws
- b) The following is the recommended Order of Business:
 - Call to order
 - Approval of Minutes
 - Treasurer's report
 - Committee Reports
 - Unfinished (Old) Business
 - New Business
 - Adjournment
- c) Resolutions and matters that come to the Board for disposition and vote shall be recorded in a permanent record. Resolutions and other votes on other business of the organization will be distributed to the membership in a subsequent meeting of the membership

ARTICLE VI ELECTED OFFICERS

SECTION 1 - ELECTION TENURE

The elected Officers of this Organization Shall be a President, Vice President, Corresponding Secretary, Recording Secretary and Treasurer. The elected Officers shall be elected once every two years by the general body of eligible members. All Officers of the Organization shall be subject to removal at any time by affirmative vote of the majority of the whole Board of Directors.

SECTION 2 - NOMINATION AND ELECTION OF OFFICERS

At least 60 days prior to the monthly meeting at which officers are to be elected any member of the Organization wanting to run for office must submit their application to the recording secretary. Any class one or class two member may nominate a member for elected office.

At least 30 days prior to the monthly meeting at which officers are to be elected, the recording secretary will apprise membership of the slate and distribute a biography of each nominee.

All nominees for President, Vice President and Treasurer must be a Class One (Full) member in good standing.

Nominees for Recording Secretary and Corresponding Secretary must be a Class One (Full) or Class Two (Associate) member in good standing.

An Election Committee Chairperson shall be appointed by the President.

The Election Chair will be responsible for the vote tally. The use of electronic voting is permissible. The Election Chair will record the tally. The winners will be announced and the information will be recorded in the minutes of the December meeting in an election year.

SECTION 3 - POWERS AND DUTIES OF THE PRESIDENT

The President shall have the general powers and duties of supervision and management usually vested in the Office of President of an organization. The President shall do and perform such duties as may from time to time be assigned by the Board of Directors. The President may sign and execute all authorized contracts or other obligations in the name of the Organization with approval of the Board of Directors.

SECTION 4 - POWERS AND DUTIES OF THE VICE PRESIDENT

The Vice President shall assist the President in the discharge of the President's duties as the President may direct and shall perform such other duties as from time to time may be assigned by the President or Board of Directors. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President and when so acting, shall have all the powers of

and subject to all the restrictions upon the President.

SECTION 5 - POWERS AND DUTIES OF THE TREASURER

The Treasurer shall have custody of all funds and securities of the Organization and the Treasurer shall keep full and accurate account of receipts and disbursements in books belonging to the organization. The Treasurer shall deposit all monies and other valuables in the name of and to the credit of The Atlantic Rangers Scuba Club in such depository as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Organization as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. The Treasurer shall render to the President and the Board of Directors whenever either of them shall so request, an account of all current term transactions as Treasurer and of the financial condition of the Organization.

The Treasurer shall perform all duties generally incident to the Office of Treasurer, subject to the control of the Board of Directors and President

SECTION 6 - POWERS AND DUTIES OF THE RECORDING SECRETARY

The Recording Secretary shall record all the proceedings of the meetings of the members in books provided for that purpose. The Recording Secretary shall keep accurate records of activities of the Organization, taking care of the general correspondence of the Organization and having charge of all records except those which the Treasurer is responsible for. The Recording Secretary will accept applications for all elected positions in an election year. The Recording Secretary shall perform such other duties as assigned by the Directors or the President. The Recording Secretary shall perform all the duties generally incident to the Office of Recording Secretary, subject to the control of the Board and the President.

SECTION 7 – POWERS AND DUTIES OF CORRESPONDING SECRETARY

The Corresponding Secretary shall be responsible for sending out notices to membership of all called meetings and special meetings and all correspondence of the organization. In addition the Corresponding Secretary shall maintain/update annually the database of active members in consultation with the Treasurer, maintain the contact list for archived members and others; maintain the Facebook page and other social media; maintain/update the website as needed. In the absence of a Corresponding Secretary, the duties herein outlined shall be distributed to other Officers and Board members as designated by the President or Board.

ARTICLE VII COMMITTEES

SECTION 1 - EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, Vice President, Treasurer, Recording Secretary. The Executive Committee shall work closely with the Board of Directors to carry out the business transactions of the Organization. None of its acts should conflict with the actions taken by the Board and the general membership.

SECTION 2 - OTHER COMMITTEES

Other Committees (eg. Bylaws, Safety, Membership) may be formed to assist the Executive Committee or Board of Directors on an as needed basis. Participation on committees shall be voluntary or by appointment and open to all members in good standing.

SECTION 3 - CHAIRPERSON

One member of each committee shall be appointed Chairperson.

SECTION 4 - METHODS AND PROCEDURES

Each Committee may adopt methods and procedures for its own governance not inconsistent with these bylaws or with the rules adopted by the Board of Directors

ARTICLE VIII BANK ACCOUNTS

SECTION 1 - BANK ACCOUNTS

The Treasurer of the Organization will be responsible for the Organization's bank account. All transactions must be approved in advance by the President and must be recorded. All checks, drafts and other instruments or orders for payment of money shall be approved by the President or Board Chair and signed by the Treasurer.

Every transaction on the bank account must be reported to the Board of Directors in writing within 30 days. All invoices for payment must be submitted to the Treasurer within sixty (60) days. All payments must be satisfied within sixty (60) days.

SECTION 2 -REIMBURSEMENTS/TRANSMITTAL OF FUNDS

A standard reimbursement form is to be used for all approved club related activities; receipts must be attached and the sender is to keep a copy of all transactions submitted. Any expense incurred should be submitted within sixty (60) days of the invoice date.

ARTICLE IX MISCELLANEOUS PROVISIONS

SECTION 1 - FISCAL YEAR

The fiscal year for the Organization shall end on the last day of December, i.e. calendar year.

SECTION 2 - DISTRIBUTION OF INCOME

No part of the net earnings of the Organization shall inure to the benefit of any member, trustee, officer of this Organization or any private individual (except that a reasonable compensation may be paid for services rendered to or for the Organization affecting one or more of its purposes), and no member, trustee of the Organization, officer of the Organization or any private individual shall be entitled to share in the distribution of any of the Organizations income.

SECTION 3 - NOTICES

Whenever, under the provision of these bylaws, notice is required to be given to any person, it shall not be construed to mean personal notice, but such notice shall be given in writing, by mail and addressed to each person at such address as appears in the books of the Organization.

ARTICLE X DUES

SECTION 1 - ANNUAL DUES

The Board of Directors may determine from time to time the amount of the initiation fee, if any and annual dues payable to the Organization by members of each class.

SECTION 2 - PAYMENT OF DUES

Dues shall be payable on or before the due date of January 31 of each year. New members joining in the last quarter of the year will have benefit of membership in the upcoming year. Preexisting members who have failed to pay their dues for one or more years are not eligible for this benefit.

SECTION 3 - DEFAULT AND CHANGE IN MEMBERSHIP STATUS

When any member shall be in default in the payment of dues for a period of 90 days after the due date of January 31, his/her membership may be changed to a lesser status as determined by the Board of Directors. Failure to pay dues for a period of more than 12 months will result in removal from membership roles. A member has the opportunity within a 24 month period to become current by paying all prior obligations.

A written request for a temporary leave of absence for hardship, medical or other, can be submitted to the Board for consideration. Upon approval, a member will be able to maintain their current membership status.

ARTICLE XI AMENDMENT OF BYLAWS

SECTION 1 - The Board of Directors shall have the exclusive power to adopt, alter or repeal any provision of these Bylaws and to make new Bylaws. These Bylaws may be amended or altered at any meeting on the Board of Directors by affirmative vote of a majority of its Members and ratified by the General Membership.

ARTICLE XII

LIQUIDATION OF ORGANIZATION

SECTION 1- LIQUIDATION OF ORGANIZATION

The Board of Directors shall have the power and authority to liquidate the Organization by unanimous vote of the entire Board of Directors.

SECTION 2 - LIQUIDATION OF ASSETS

All assets shall be frozen until the Board of Directors shall decide to distribute such assets for the furtherance of the sport of scuba or to a charitable organization.

BYLAWS OF THE ATLANTIC RANGERS SCUBA CLUB

In witness whereof, I have signed these bylaws of the Atlantic Rangers Scuba Club as amended, and I acknowledge the same to be my act on this 11th day of July, 2020.

Robert L. Williams, Chairman of the Board

Rhon Barnett

Charles D. Brooks

Claude Knowles

Charlie Lumpkin

Valerie Hatton

Norman D. Struggs

Kevin Dunham

Tonia C. McNeal, Vice Chair of the Board

ADDENDUM 1 – Disciplinary Actions

The purpose of this addendum is to outline the disciplinary actions to be used prior to or in lieu of Board termination of member:

First Offense – Verbal warning from Chairman of the Board or President of Organization documented in Board records

Second Offense in a Period of 6 mos – Written Warning from Chairman of the Board or President documented in Board records

Third Offense in a Period of 12 mos – Expulsion and Lifetime ban

In the event the offense is deemed egregious, the Board can ignore the 3 strike rule.