



Amended April 2016

# **BLACK CORAL DIVERS BY-LAWS**

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## ARTICLE I GOVERNING LAWS

### SECTION 1.0: Introductory Definition of By-Laws

These by-laws constitute the code of rules adopted by the Black Coral Divers for the regulation and management of its affairs.

### SECTION 2.0: Purposes and Powers

This organization will have the purposes and powers as follows:

- (a) To promote scuba diving, water skills and environmental awareness and conservation.
- (b) To promote the development of charitable educational programs, and conservation activities for the people of color, which stimulate interest and knowledge in the sport of scuba diving. The activities will be designed to enhance the safe enjoyment of scuba diving and marine sports as well as to preserve and protect the marine environment.
- (c) To provide scholarship funds for college students who are studying marine or environmental science.
- (d) To encourage scuba diving trips and open water educational experiences.
- (e) To promote underwater environmental activities and explore career options.

## ARTICLE II ORGANIZATIONAL OFFICE

### SECTION 1.0: Principle Office

The principle office of this Organization shall be located P.O. Box 1451, Rowlett, Texas, 75030, or such place as the Executive Committee from time to time designates by resolution.

## ARTICLE III MEMBERS

### SECTION 1.0: Classes of Members

The Organization shall have classes of members. The designation of such classes and the qualifications of the members of such classes shall be as follows:

- (a) **Class one (Class-I)** – Membership shall be open to divers over 18 years of age certified by a diving industry recognized certifying agency.
- (b) **Class Two (Class-II)** – Voting membership shall be open to persons over the age of 18 and to persons not certified by a diving industry recognized scuba certifying agency.

- (c) **Class Three (Class-III)** – Non-voting membership shall be open to certified divers under the age of 18 years old, honorary members, business and corporations who support the objectives and programs of the Organization.
- (d) **Family Membership (Family)** – Will be individuals who reside at the same residence and will include children up to age 18 living at home or up to the age of 22 if they are in college. Children in this category are not accorded Class-I membership with voting rights. Children up to age 18 will be considered Class-II non-voting members.
- (e) **Student Membership (Student)** – Will consist of individuals' age 12 through 22 (who are not covered under family membership). Individuals aged 19 through 22 who are certified divers will be accorded Class-I voting rights.

**SECTION 2.0: New Members**

New member applications shall be reviewed by the Corresponding Secretary of BCD. The review shall include the application, proof of diving certification, as required, and payment of dues.

**SECTION 3.0: Voting Rights**

Voting rights shall be accorded members as follows:

- (a) Class One and Two members in good standing shall be entitled to one vote on each matter submitted to a vote of the membership.
- (b) Class three members shall not be entitled to vote on any matter submitted to the membership.

**SECTION 4.0: Termination of Membership**

The Class One and Two members by affirmative vote of two-thirds of all the Class One members may suspend or expel a member for cause (cause being inclusive of, but not limited to endangerment of a fellow diver, misrepresenting the organization through any of its activities, and any other inappropriate behavior while participating in BCD activities). A majority vote of those present at any regularly constituted meeting of the members 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 the period fixed in Article XII of these by-laws. Members have 30 days to appeal a termination in writing.

**SECTION 5.0: Resignation**

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

**SECTION 6.0: Transfer of Membership**

Membership in this Organization is not transferrable or assignable.

**ARTICLE IV**

**MEETING OF MEMBERS**

**SECTION 1.0: Emergency Meetings**

Emergency meetings of the members may be called at any time for any purpose or purposes by the President, the Executive Committee or not less than one-third of the membership entitled to vote on the business to be transacted at such meetings. 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. Emergency meetings need not involve members from all regions unless the issue is of overall interest to NABS. Notice of meeting shall be certified or attested to by the Secretary.

**SECTION 2.0: Place of Holding Meetings**

The Executive Committee may designate any place as the site for any meeting. The President, in consultation with the Executive Committee, will designate a place for any special meeting.

**SECTION 3.0: Notice of Meetings**

Written notice of each BCD business meeting shall be delivered electronically, or otherwise as requested in advance by the member, postage prepaid by the Secretary, to each member of record at their primary place of contact, as it appears upon the books of the Organization, at least 7 (seven) calendar days before the meeting. Each such notice shall state the place, day, and hour at which the meeting is to be held. In the case of any special meeting, notice will be delivered electronically, or communicated via telephone at least five (5) calendar days before the meeting date, give evidence of the Executive Committee approval and state briefly the reasons for requesting the meeting.

**SECTION 4.0: QUORUM**

The quorum shall be a simple majority of the members present at the meeting. A quorum of the voting members present may vote on any formal business. Formal business shall be any decisions affecting the purposes and powers of the Organization as listed in Article I, Section 2. If less than a quorum shall attend at the time for which the meeting shall have been called, no formal business or decisions can take place.

**SECTION 6.0: Conduct of 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 Executive Committee members is present, by a temporary, unofficial Chairperson to be elected at the meeting. Any member can act as Secretary of the meetings in the absence of the Secretary. Such task 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 Edition, shall govern the Organization in all cases to which they are applicable and in which they are consistent with our Bylaws.

(b) The following shall be the order of business unless otherwise ordered by the Organization:

1. Call to order.
2. Adjustment to the agenda.
3. Disposal of minutes.
4. Reports of officers.
5. Reports of committees.
6. Appointment of committees.
7. Unfinished business.
8. New business.
9. Elections.
10. Site selection for the next meeting.
11. Adjournment.

(c) Official minutes of each meeting shall be recorded by The Secretary and shall and made available for review by the members at each subsequent meeting.

(c) Proposals submitted to the Executive Committee for consideration shall be included in the minutes. A copy of the minutes or the section pertaining to the proposal shall be sent to the originator of the proposal. Proposals are not for public distribution unless authorized by the Executive Committee.

**SECTION 7.0: VOTING**

At all meetings of members every member entitled to vote thereat shall have one (1) vote. Absentee votes must be reviewed and verified by someone appointed by the Executive Committee. At any meeting of the members, any voting member may vote by a proxy appointed by an instrument in writing, and delivered to the Secretary of the meeting. The Secretary must deliver any proxy.

## ARTICLE V

### OFFICERS

#### **SECTION 1.0: General Powers**

The property and business of the Organization shall be managed un the direction of the Officers of the Organization

#### **SECTION 2.0: Number**

The number of Officers shall be five (5), Class One members – President, Vice-President, Secretary, Treasurer and Safety Officer.

#### **SECTION 3.0: Executive Board**

The Executive Board shall be elected officers, President, Vice President, Treasurer, Recording Secretary, Corresponding Secretary, and Safety Officer.

#### **SECTION 4.0: Filling Vacancies**

In the case of any vacancy in the Executive Committee through death, resignation, disqualification, removal or other cause, the members of the organization, by affirmative vote of the majority thereof, may elect a successor to hold office for the un-expired portion of the term of the Committee member whose place shall be vacant, and until the election of that person's successor, or until that person shall be removed, prior thereto, by an affirmative vote of the majority of the members.

Similarly, and in the event of the number of Executive Committee members being increased as provided in the By-Laws, the additional Executive Committee members so provided for shall be elected by a majority of the members and shall hold office until the next annual election of officers.

Any Executive Committee member may be removed from office with cause by a two-third vote of the membership.

#### **SECTION 5.0: Place of Meeting**

The Executive Committee may hold their meetings, and keep the books of the Organization, at such place or places as they may from time to time determine by resolution or by written consent of all the Executive Committee. The Executive Committee may hold their meetings by conference telephone or another similar electronic communications equipment.

#### **SECTION 6.0: Regular Meetings**

Regular meetings of the Executive Committee may be held without notice to the general membership at such time and place as shall from time to time be determined by resolution of the Committee, but not less often than quarterly, provided that notice of every resolution of the Committee fixing or changing the time or place of the holding of regular meetings of the Executive Committee shall be received by each Committee Member at least fourteen (14) days before the first meeting held pursuant thereto. Any business may be transacted at any regular meeting of the Executive Committee.

#### **SECTION 7.0: Compensation for Executive Members**

Executive Members shall not receive any compensation for serving as committee members.

## ARTICLE VI

### ELECTED OFFICERS

#### SECTION 1.0: Election and Tenure

The Elected Executive Members of the Organization shall be a President, Vice President, Secretary, Treasurer, and Safety Officer. The Elected Executive Members shall be elected once every two years by Class-1 members. Immediately thereafter, all incumbent Elected Executive Members terms shall end, and all newly Elected Executive Members terms shall begin on the date all ballots, including absentee and proxy votes, are tallied and recorded by the Recorder at which time the winners of the organization's Elections shall be disclosed to the membership. However, in an effort to insure an orderly transition between the incumbent Elected Executive Members and the newly Executive Members, the incumbent Elected Executive Members shall remain in their respective positions as occupied immediately prior to the announcement of the election results until March 31st of the current election year. Each officer's term shall begin on April 1. Each standing committee chairperson's term of office shall begin April 1<sup>st</sup> and shall terminate on March 31<sup>st</sup> of the second year subsequent to their election. Provided, any such incumbent Elected Officer shall act only in an advisory capacity to the newly Elected Officers for the purpose of resolving any outstanding matters remaining from its term to insure a smooth transition between the outgoing and incoming Elected Officers. In no event shall the term of the advisory capacity of the incumbent Elected Officer extend beyond April 30th of the current election year. No Elected Officer shall hold more than one elected position at a time.

In the event that any elected position other than a position required by these Bylaws, shall be deemed inoperative unless and until such position is filled in accordance with the provisions of these Bylaws.

#### SECTION 2.0: Nomination of Elected Officers

At least ninety (90) days prior to an Annual Meeting of members in December of the election year of the Organization, any member of the Organization wanting to run for office must submit a written application, a personal biography, proof of membership qualification and payment of membership fees to the Secretary. Members of the Organization can only run for one office at a time to prevent a member from being elected for more than one position at a time.

The Organization's Secretary shall comprise a slate of all nominated candidates for the upcoming election and shall announce by mail or e-mail such slate to the Executive Committee of the Organization. Immediately thereafter, the Secretary shall apprise the members of the Organization of said slate or slates forty-five (45) days prior to the Annual December Meeting, of the election year, by mail or e-mail, with a biography of each nominee.

The winners of all positions will be announced by the organization's Secretary at the December meeting of the election year. The Secretary will record the results in the official minutes of the meeting of members of the organization.

#### SECTION 3.0: 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 other duties as may, from time to time, be assigned to him by the Executive Committee.

The President may sign and execute all authorized contracts or other obligations in the name of the organization with the approval of the Executive Committee.

**SECTION 4.0: 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 to the Vice President by the President.

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 be subject to all the restrictions upon the President.

**SECTION 5.0: Powers and Duties of the Treasurer**

The Treasurer shall have custody of all the funds and securities of the Organization. The Treasurer shall keep full and accurate account of receipts and disbursements in books belonging to the Organization. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Organization in such depository or depositories designated by the Executive Committee. The Treasurer shall disburse the funds of the Organization as may be ordered by the Executive Committee, taking proper vouchers for such disbursement.

The Treasurer shall render to the President and the Executive Committee whenever either of them so requests, an account of all current term transactions as Treasurer and of the financial condition of the Organization. The Treasurer will order and provide for an independent audit of all financial records of the association on an annual basis. The audit should be completed within thirty (30) days following the end of the fiscal year. The Treasurer shall perform all the duties generally incident to the office of the treasurer, subject to the control of the Executive Committee and the President.

**SECTION 6.0: Powers and Duties of the Secretary**

The Secretary shall record all the proceedings of the meetings of the members and of the Executive Committee in books provided for that purpose, and shall perform such other duties as may be assigned by the Executive Committee or the President.

The Secretary will give or cause to be given notice of all meetings of members, Executive Committee and/or all other notices required by law or by these Bylaws. In case of the Secretary's absence, refusal or neglect to do so any such notice may be given by any person thereunto directed by the President, or by the Executive Committee or members upon whose written request the meeting is called as provided in these Bylaws. The Secretary shall be responsible for keeping accurate records of activities of the Organization, taking care of the general correspondence of the organization and having charge of all records except those for which the Treasurer is responsible.

**SECTION 7.0: Safety Officer**

The Safety Officer has the responsibility of coordinating the logistics and developing the protocols that need to be in place to ensure safe diving practices for BCD sponsored diving events. The Safety Officer will also provide leadership in developing educational and training programs that focus on developing scuba diving skills and safe diving practices. The Safety Officer shall perform such other duties as may be assigned by the Executive Committee or the President.

**ARTICLE VII**

**STANDING COMMITTEES**

**SECTION 1.0: Designation of Committees**

The Executive Board, may designate one or more committees. Standing Committees are permanent committees of the Organization designated to focus on a specific task or matter that support the Organization's mission and vision.

**SECTION 2.0: Executive Committee Involvement**

The Executive Committee shall work closely with all Committees to plan strategies, review proposals and recommend actions that support the growth and development of the membership.

**SECTION 3.0: Term of Office**

The President shall appoint members to the Standing Committees. Each member of a committee shall continue as such until the second year subsequent to the member's year of selection to fulfill committee need of the organization and until a successor is appointed, unless the committee shall be sooner terminated.

The President or the Executive Committee by majority vote may remove any member whenever in their judgment the best interest of the Organization shall be served by such removal.

**SECTION 4.0: Chairperson**

The President or Executive Officers shall appoint a chair for each Standing Committee.

**SECTION 5.0: Vacancies**

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**SECTION 6.0: Methods & Procedures**

Each committee may adopt methods and procedures for its own governance not inconsistent with these Bylaws or with rules adopted by the Executive Committee.

**SECTION 7.0: Reimbursement/Transmittal of Funds**

A standard reimbursement form shall be used for all approved Organization related activities. Receipts must be attached and the sender retains a copy of all transactions submitted.

1. When submitting a telephone call reimbursement, a highlighted telephone bill should be attached.
2. If any individual is 10% over their approved expense amount, the overage will not be paid unless approval by the Executive Committee is obtained.
3. Any incurred expense must be submitted for payment within 60 days of incurring the expense.

**ARTICLE VIII**

**BANK ACCOUNTS**

**SECTION 1.0: Bank Accounts**

The Treasurer of the organization will be responsible for the organization's bank account. In addition to the Treasurer, the Executive Committee will designate an agent of the corporation who will report directly to the Treasurer to deposit moneys into the organization's bank account. All transactions must be approved by the Treasurer in advance and recorded. All checks, drafts and other instruments or orders for the payment of money shall be signed by the President or a Vice President and countersigned by the Treasurer. The Treasurer must report every transaction on the bank account(s) to the Executive Board in writing within 24 hours. All invoices for payment must be submitted to the Treasurer within sixty (60) days. All payments will be satisfied within sixty (60) days.

**ARTICLE IX**



## MISCELLANEOUS PROVISIONS

### SECTION 1.0: Fiscal Year

The fiscal year of the Organization shall end on the last day of March.

### SECTION 2.0: Distribution of Income

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

### SECTION 3.0: Notices

Whenever, under the provisions 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, by depositing the same in a post office or letter box, in a postpaid sealed wrapper, or by e-mail addressed to each person at such address as appears on the books of the Organization.

## ARTICLE X

### DUES

#### SECTION 1.0: Annual Dues

The membership may determine from time to time the amount of annual dues payable to the Organization by members of each class.

#### SECTION 2.0: Payment of Dues

Dues shall be payable on the due date of January 1 of each year. New members joining the organization in the last quarter of the fiscal year will have the benefit of membership for the upcoming year. Preexisting members who have failed to pay their dues for one year or more are not eligible for this benefit. Membership may be suspended if dues payment is still in default 30 days after the due date in the manner provided in Article III of these By-Laws.

## ARTICLE XI

### AMENDMENTS

#### SECTION 1.0: Amendment of By-Laws

The Executive Committee shall have the power and authority to propose amendments, alter or repeal these By-laws or any provision thereof, and may from time to time make additional By-Laws, by majority vote of the membership.