



UNDER SEA ADVENTURERS BYLAWS

Under Sea Adventurers, Inc.

ARTICLE I: CREDO

To foster Scuba Diving in all aspects of Safety, Recreation, Conservation, and the Exploration of the Seas and inland waters.

ARTICLE II: INCORPORATION

Under Sea Adventurers was founded by Carl Meyer, DVM in October 1971 and filed Articles of Incorporation as Under Sea Adventurers, Inc., a corporation not for profit and existing under the laws of the State of Florida, on the 8th day of August, 1972. The fiscal year is from January 1 through December 31.

ARTICLE III: BOARD OF DIRECTORS

Section 1: The Board of Directors shall be comprised of the Officers, Appointed Board Members, and Hall of Fame members.

Section 2: The Board of Directors shall govern the club according to the Articles of Incorporation, Bylaws, and Club Rules. All official business must take place during a Board Meeting.

Section 3: The Board of Directors shall meet prior to the General Membership Meeting to schedule business to be presented to the membership.

Section 4: All members are welcome to attend Board Meetings.

Section 5: Members of the Board of Directors must maintain an Active Status to retain the right to vote. A member will lose their Active Status for failure to attend at least three monthly Board Meetings, in which the member was otherwise qualified to vote, during the previous six calendar months. Active Status will be automatically regained when the above is not true.

Section 6: On all Board of Directors' votes, only members with Active Status shall be counted for purposes of determining the total number of board members.

Section 7: To conduct business at a Board of Directors Meeting, there must be a minimum of 50% of the Board of Directors with Active Status present.

Section 8: The Board of Directors shall serve as a nominating committee.

Section 9: The term of office for all Officers and Appointed Board Members is through December 31 of each year.



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ARTICLE IV: OFFICERS

Section 1: The Officers shall consist of a President, Vice President of Programs, Vice President of Overseas Diving, Vice President of Social Events, Vice President of Local Diving, Secretary, and Treasurer.

Section 2: Nominations of Officers shall be presented in the November and December newsletters and General Membership Meetings. Nominations from the floor will be accepted at the November and December General Membership Meetings.

Section 3: To serve as President, a club member must have been an elected officer or appointed member of the Board of Directors for a minimum of one year.

Section 4: Officers shall be elected by a majority vote of the members present at the December General Membership Meeting.

Section 5: Officers shall serve for one calendar year and may succeed themselves.

Section 6: Duties of Officers

A) President:

Shall preside at meetings.

Shall coordinate club activities.

Shall be responsible for audits of club accounts.

Shall maintain the Bylaws, Club Rules, Dive Guidelines, and all other club regulations.

B) Vice President of Programs:

Shall be responsible for the club meeting facilities and programs.

C) Vice President of Overseas Diving:

Shall be responsible for coordinating all overseas trips and related activities.

D) Vice President of Social Events:

Shall be responsible for planning and conducting all club social activities.

E) Vice President of Local Diving:

Shall be responsible for coordination of all local diving programs and related activities.

F) Secretary:

Shall record and maintain minutes of meetings.

Shall be responsible for club correspondence.

G) Treasurer:

Shall collect and distribute club funds.

Shall maintain financial records.

Shall prepare treasurer's report.

Shall prepare and submit all tax returns and tax filings.

Section 7: In the absence of the President, the order of succession shall be: Vice President of Programs, Vice President of Overseas Diving, Vice President of Social Events, Vice President of Local Diving, Secretary, and Treasurer.

Section 8: Impeachment Charges of an Officer must be signed and presented in writing to the Board of Directors. If the Board of Directors agrees by a majority vote to proceed, the impeachment vote will be



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announced in the newsletter and held at the next General Membership Meeting. A three-fourths vote of the Membership present will be needed for removal. If the impeachment proceedings are against the President, the Vice President of Programs will preside.

Section 9: In the event of removal or resignation of an Officer, the Board of Directors shall appoint a replacement. This shall require a three-fourths vote of the Board of Directors.

ARTICLE V: APPOINTED BOARD MEMBERS

Section 1: The duties of Appointed Board Members shall be determined as their positions are established. At the beginning of the first Board Meeting of the year, the President shall nominate Appointed Board Members who must then be approved by a majority of the Board of Directors. After the start of the first Board Meeting of the year, additional Appointed Board Members may be nominated and shall be approved upon a majority vote of the Board of Directors.

Section 2: Appointed Board Members may include: Audio/Visual, Awards, Hospitality, Membership Coordinator, Membership Database, Mini-trip Organizer, Overseas Trip Accountant, Photographer, Promotions, Safety, Scrapbook, Webmaster/Newsletter, Dive Medical Advisor, or other positions as deemed appropriate by the Board of Directors.

ARTICLE VI: HALL OF FAME

Section 1: Hall of Fame membership is given to members of the Board of Directors for their long and dedicated service to Under Sea Adventurers.

Section 2: Board members will automatically become members of the Hall of Fame when the Board of Directors has certified that they have accumulated 84 months of service. Those board members fulfilling multiple positions will be credited with the number of months served in each position.

Section 3: At the November Board of Directors Meeting, the president shall present the number of months and the total number of months served from previous years. The Board shall certify the months of service for each individual separately by written ballot. The certifying vote is for time served fulfilling a position(s).

Section 4: New members of the Hall of Fame may exercise their rights as such as soon as the Board certifies that they have fulfilled 84 months of service. They will be publicly recognized as new Hall of Fame members at the next appropriate club function after their certification.

Section 5: Members of the Hall of Fame are given lifetime membership in the Under Sea Adventurers and are given a lifetime membership on the Board of Directors.

ARTICLE VII: MEMBERSHIP

Section 1: A member must be a diver certified by a recognized training agency.



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Section 2: Application for membership will be considered by the Board of Directors as provided in the Club Rules.

Section 3: Membership may be revoked by a three-fourths vote of the Board of Directors under any one of the following circumstances.

- A) A written complaint, which has been signed by three members, is presented to the Board of Directors. The member shall then be given the option of appearing before the Board or requesting a personal review with an elected officer.
- B) For non-payment of club dues per the Club Rules
- C) For non-adherence to dive trip obligations per the Club Rules

Section 4: Since the Membership Agreement may be amended from time to time, all members are required to sign the current Membership Agreement before participating in any club activity.

ARTICLE VIII: AMENDING THE BYLAWS and CLUB RULES

To make, alter, and rescind the Bylaws or Club Rules:

Section 1: Proposed changes shall be presented in writing at a meeting of the Board of Directors. At a subsequent Board Meeting, the proposed changes must be approved by a two-thirds majority vote of the Board of Directors for the changes to be recommended to the membership.

Section 2: The Board of Directors shall then notify the membership of the recommended changes to the Bylaws or Club Rules in the club newsletter preceding the General Membership Meeting during which the proposed changes are to be presented for approval.

Section 3: A two-thirds majority of the membership present at the General Membership Meeting will be needed for approval.

Section 4: The Board of Directors shall notify the membership of the approved change to the Bylaws or Club Rules in the club newsletter following the General Membership Meeting in which they were approved.

ARTICLE IX: DISSOLUTION OF THE CLUB

In the event that Under Sea Adventurers is dissolved, all funds will be donated to a non-profit, ocean oriented environmental organization such as Ocean Reef.

ARTICLE X: ACCEPTANCE

These Bylaws adopted this seventh day of December of 2006, by the Under Sea Adventurers, Inc., and shall be binding on all members and shall govern until amended. All previous Bylaws are null and void.