

SAN DIEGO COUNCIL OF DIVERS

Field Code Changed

CONSTITUTION AND BYLAWS

REVISED AND AMENDED AS OF FEBRUARY 18, 2016

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**CONSTITUTION AND BYLAWS
SAN DIEGO COUNCIL OF DIVERS**

ARTICLE I NAME AND OBJECT

Section 1. NAME

The name of this organization shall be SAN DIEGO COUNCIL OF DIVERS, INC.

Section 2. OBJECT

- (a) The primary object of this voluntary organization shall be to promote the sport of diving. The secondary object of this organization is to provide continuing education to the diving community, bring divers together to share experiences, provide divers with access to other divers, encourage good community relations with the non-diving public, and to sponsor/participate in environmental projects

and activities that are pertinent to the sport of diving.

- (b) This organization shall, when requested, assist with the formation and organization of new clubs.
- (c) This organization may assist and/or sponsor diving oriented non-profit activities that provide a service to the diving community or the public good.

ARTICLE II ARTICLES OF INCORPORATION

Section 1. NAME

The name of the corporation is SAN DIEGO COUNCIL OF DIVING CLUBS, INC., doing business as SAN DIEGO COUNCIL OF DIVERS, INC.

Section 2. NON-PROFIT STATUS

The SAN DIEGO COUNCIL OF DIVERS, INC., hereinafter referred to as the Council, is a non-profit public benefit corporation and is not organized for the private gain of any person or group, but is organized under the Non-Profit Public Benefit Corporation Law for educational (diving and water safety) and charitable purposes.

Section 3. CORPORATION LAW

- (a) This corporation is governed by all of the provisions of the Non-profit Corporation Law effective January 1, 1954.
- (b) This corporation is organized and operated for educational purposes within the meaning of Section 501 (c) (4) of the Internal Revenue Code.
- (c) This corporation is exempt from federal income tax under Section 501 (c) (4) of the Internal revenue Code.

Section 4. POLITICAL RESTRICTION

The Council shall not substantially carry on any political propaganda, legislative activities, or participate in any political campaigns of any candidate for office.

ARTICLE III MEMBERSHIP

Section 1. MEMBERSHIP in this Council shall be as follows:

- (a) **ACTIVE:** Active membership carries with it full privilege of participation in Council activities, including the right to vote at general meetings and to hold elected or appointed offices. It shall be extended to any person who has paid their current membership dues (deemed a member in good standing).
- (b) **INACTIVE:** Membership in good standing shall terminate for members who are not current in the payment of dues at the time a vote is called for election of

officers or office appointments. Inactive is defined as 3 months after date of Council dues expiration.

Section 2. CATEGORIES OF MEMBERSHIP

- (a) Club Member is defined as a club with a minimum of five active members.
 - (1) Application for membership in the Council shall be made by letter, requesting membership, submitting club constitution and bylaws, a roster of members, and evidence of 3 months of club activity.
 - (2) Admission to the Council shall be decided during any monthly Council meeting by majority vote of delegates present.
 - (3) Acceptance or denial (with the notice of right to appeal) shall be made to the applying club in writing.
 - (4) Membership is continuous with prompt payment of Council dues.
- (b) Regular Member is defined as a recognized club member in good standing, wishing to participate in Council activities, who pays annual Council dues.
- (c) Associate Member is defined as a person or corporation, wishing to participate in Council activities and having no affiliation with any recognized Council member, who pays annual Council dues.
- (d) Life Member is defined as any person favorably interested in the activities of this Council who makes application to become a Life Member by making a one-time donation of \$500.00 in cash, goods or services that will be of benefit to the Council. Such membership must be approved by a 2/3 vote of approval by the Executive Board.
- (e) Corporate Member is defined as any business favorably interested in the activities of this Council which makes application to become a Corporate Member by making a one-time donation of \$500.00 in cash, goods or services that will be of benefit to the Council. Such membership must be approved by a 2/3 vote of approval by the Executive Board. Application may also be made through the standard application procedure. Corporate members will not be afforded voting rights, but may enjoy all other Council benefits and privileges.
- (f) Honorary Members are members of the Bottom Scratchers, as listed in the 1959 club roster, who in recognition of their being the world's first organized dive club, are hereby granted lifetime honorary non-dues paying membership in this Council and as such are entitled to all of the rights and privileges as defined herein.

Section 3. REVOCATION OF MEMBERSHIP from this council may be for the following reasons:

- (a) Conviction for illegal activities pertaining to Fish and Game Laws, Federal, State or County Pollution and Environmental Laws.
- (b) Any act of poor citizenship by a member or club entity that may result in damage, defamation, or degradation the Council or the sport of diving.

Section 4. RESIGNATION OF MEMBERS OR CLUBS

A member or club may resign from the Council by way of written notice. Dues are not refundable.

Section 5. NON-DISCRIMINATION

Membership in the Council shall not be denied for reasons of race, creed, color, age, gender, sexual orientation, national origin, ethnicity or physical handicap.

ARTICLE IV DUES/ASSESSMENTS

Section 1. ANNUAL DUES

- (a) The annual dues for Regular and Associate members of this Council shall be \$15.00.
- (b) Dues are due and payable annually on the date which the member joined the Council.

Section 2. ASSESSMENTS

- (a) At the beginning of each fiscal year, April, the Council shall evaluate the need to increase membership dues. Discussion and debate are to be encouraged among the membership.
- (b) After all discussion has been concluded, a vote shall be taken by all members in good standing. The resolution must be passed by 2/3 majority rule of members present.
- (c) If a dues increase has passed it shall commence within 6 months from date of Council approval. Notice of the dues increase shall be given to members at least 30 days before the increase takes effect. Any reasonable means of giving notice may be used.

ARTICLE V OFFICERS/ EXECUTIVE BOARD ELECTION

Section 1. OFFICERS

The following officers shall be elected by the Council membership: President, Vice President, Secretary, Treasurer, and 7 Directors.

Section 2. EXECUTIVE BOARD

The Executive Board shall include the following officers: President, Vice President, Secretary, Treasurer and the Board of Directors.

Section 3. ELIGIBILITY TO HOLD OFFICE

Officers shall be elected from among Council members in good standing as defined in Article III of this document. Receipt of written notice of resignation by an officer during their time of service will deem them ineligible for holding any office for a period of 1 year from the date of their written resignation.

Section 4. ELECTION/VOTING PROCEDURES

- (a) Nominations for the officers designated in Section 1 of this Article shall be accepted from the floor at the Council meeting in or closest to November. Elections shall be held at the next successive Council meeting.
- (b) If, after all nominations are closed, there is only one nomination for an office, the single nominee shall be declared elected to office, and no balloting or other action shall be required.
- (c) In the event there is more than one nominee for an office, an election shall be held at the by secret ballot vote of eligible delegate members present at said meeting. The candidate receiving the most votes shall be deemed the winner. In the event a majority vote is not reached on the first ballot, the two nominees receiving the most will run-off until a majority is reached.
- (d) All ballots used, unused, invalid and challenged ballots, tally sheets and related election documents, including notices of nomination and election procedures, shall be retained by the Secretary for one year, or if challenged, until any and all challenges to the election or charges of misconduct in the running of the election have been resolved.
- (e) Nominated members may not serve on the ballot counting committee. Three members in good standing shall serve for the purpose of counting ballots.
- (f) A 2/3 majority of the voting delegates present will constitute a vote, with no voting entity casting more than 49% of the vote on any one issue or election.
- (g) A 2/3 vote of the voting delegates present shall be necessary to veto Board of Directors action(s).
- (h) The requisite amount of delegates for each voting entity must be present to vote.

Section 5. DELEGATES

- (a) Each voting entity shall, by letter, inform the Council of the name(s) of its delegates and alternate(s). Only a duly recognized delegate or alternate member shall have the right to cast the entity's vote on Council business.
- (b) The President and Vice President of the San Diego Council of Divers, as members of the Excutive Board, may not represent a voting entity.
- (c) Each club is eligible for one vote.
- (d) Each club is eligible for additional voting delegates for each block of 15 Council members with the entity.
- ~~(e) A regular member of the Council may only act as, and represent, one affiliate club as a delegate or alternate delegate.~~

Section 6. TERMS OF OFFICE

- (a) All elected terms of office for officers shall run for a period of one year.

- (b) All Directors shall serve a term of office for two years.
- (c) Elected officers shall take office and assume their duties on January 1', of the year following the election and shall continue to serve until their successors are elected or appointed.
- (d) Any officer shall automatically forfeit their office if they cease to be an eligible member in good standing.

Section 7. VACANCIES

A vacancy (resignation or recall) for any of the offices for Director shall be filled for the remaining term of the office by the recommendation of the Executive Board, which shall then be submitted in writing to the membership and approved by a simple majority vote of the eligible delegates present at the next Council meeting. A vacancy in the office of any officer shall be filled by special election at the next scheduled meeting.

ARTICLE VI AUTHORITY/ DUTIES OF EXECUTIVE BOARD/OFFICERS

Section 1. EXECUTIVE BOARD

- (a) The Executive Board shall have the general supervision of the affairs of the Council in the intervals between general meetings.
- (b) It shall transact the routine business of the Council as authorized herein, direct the activities of the various committees, recommend action be taken and voted on by the general membership, and perform such other duties as are specified in this document.
- (c) The Executive Board shall be subject to the orders of the Council membership, and none of its actions shall conflict with actions voted upon by the Council membership.
- (d) The Executive Board shall meet at the call of the President or at such places and times designated by him/her.
- (e) The President shall call a Special Executive Board meeting upon the written request of a majority of the Board.
- (f) Board members may expend a maximum of \$25.00 per month, not to be cumulative, for emergency spending from the general fund for each emergency project, without prior authorization from the Council membership. The expense must be reported at the next regularly scheduled general council meeting, and must be within budget line item confines.
- (g) When action must be taken before a meeting of the Executive Board may reasonably be held, the President may request that the Executive Board discuss and vote on such matter by means of electronic mail. Such discussion and any vote thereon shall be noted in the minutes of the next Executive Board meeting.

Section 2. DUTIES OF OFFICERS

Upon separation from office, an officer shall immediately turn over to his/her successor or other properly designated official books, records, money or other effects of the Council in his/her possession.

Section 3. PRESIDENT

- (a) The President shall be the Chairperson of the Executive Board, and preside at all meetings of the Council and Executive Board.
- (b) The President shall appoint assistants and committees as deemed necessary.

Section 4. VICE PRESIDENT

- (a) The Vice President shall, in the absence or disability of the President, possess all of the powers and perform all of the duties in his/her stead.
- (b) At all times assist the President in the performance of his/her duties.
- (c) Assume the office of President if a vacancy occurs until such time as a Special Election can be held to determine a replacement.
- (d) Assume the duties of collecting, sorting and distributing the Council mail, in a timely manner.
- (e) Perform such other duties as may be assigned by the President or directed by the Council membership.

Section 5. SECRETARY

- (a) The Secretary shall keep an accurate and permanent record of all proceedings of the Council and Executive Board meetings, including an accurate roll of member delegates and officers in attendance of each.
- (b) Keep an accurate roster of the officers of the Council including current addresses and telephone numbers of each officer.
- (c) Issue notices of all meetings of the Executive Board meetings. This may be accomplished via Council newsletter, U. S. Mail service, facsimile transmission, or through internal distribution.
- (d) Maintain custody of all non-fiscal correspondence, official documents and historical records of the Council, which shall be open at all times for the inspection of the President and members of the Executive Board.
- (e) Maintain up-to-date copies of the Constitution and Bylaws of the Council and see that copies of same are available at all Executive Board meetings and Council meetings for reference or distribution.
- (f) Act as Council parliamentarian (unless otherwise directed by the President).
- (g) Review and proof-read the Council newsletter prior to publication.

- (h) Perform such other duties as may be assigned by the President or directed by the Council membership.
- (i) Appoint any Council member in good standing to assist in facilitation of this office.

Section 6. TREASURER

- (a) The Treasurer shall receive all funds of the Council and keep and disburse same under the direction of the President and as directed by the membership.
- (b) Keep or cause to be kept regular books and full accounts (checking account, savings account, and a merchant credit card account) which shall be open at all times to the inspection of the President, the Executive Board or any member in good standing.
- (c) Issues checks when required:
 - (1) Checks must be signed with two signatures: the Treasurer, the Secretary or the President.
 - (2) No checks (other than regularly budgeted items) shall be issued unless authorized by a 2/3 majority vote of the Executive Board.
- (d) Report at each meeting of the Council as to the financial condition of the treasury with a detailed statement of receipts, expenditures and accounts payable.
- (e) Promptly process all membership applications and collect appropriate dues.
- (f) Prepare and offer an annual budget to the Executive Board for approval and presentation to the Council membership no later than the February Council meeting.
- (g) Prepare and offer an annual financial report to the Executive Board for approval and presentation to the Council membership at the March Council meeting.
- (h) Maintain a petty cash fund, not to exceed \$150.00, for operating purposes, including but not limited to purchase of door prizes.
- (i) Perform such other duties as may be assigned by the President or directed by the Council membership.

ARTICLE VII MEETINGS

Section 1. REGULAR MEETINGS

Council meetings shall be held at least four times each year. Dates, times and place of such meeting shall be established by the officers and directors.

Section 2. SPECIAL MEETINGS

Special meetings may be called by the Council President or by a 2/3 majority vote of Council delegate members in good standing.

Section 3. COUNCIL MEETING NOTICES

Meeting notices shall be transmitted to the Council membership by any reasonable means, including electronic mail. The meeting notice shall include time, date, and the place of the meeting and a summary of the business to be acted upon.

Section 4. NOTICE FOR SPECIAL MEETINGS

Special meetings notice shall be made five days in advance. It shall be made by any reasonable means, including electronic mail, and shall include the specific issue(s) requiring action at the meeting.

Section 5. AGENDA

Unless ordered by a 2/3 majority vote of the Council members in good standing, the Executive Board business meeting agenda shall be established by action of the President and be consistent with proper parliamentary procedure.

Section 6. QUORUM

A quorum must be met in order to conduct official Council business. A quorum consists of 1/3 of member delegates present at the meeting. If a quorum is not met, current business shall be postponed up to the next two meetings. At commencement of third meeting, business shall then be conducted with or without a quorum. If there is urgent business that is time sensitive, requiring action prior to the next regular Council meeting, the Executive Board shall have the power to take appropriate action.

ARTICLE VIII CONTROL OF FUNDS/BUDGET

Section 1. CONTROLLING FUNDS

All funds received, shall be deposited in the name of SAN DIEGO COUNCIL OF DIVERS, INC. in such bank or other institution as approved by the Executive Board. No fund shall be dispersed except by check, duly authorized and signed by the Treasurer and President or Secretary. In absence of, inability to act by, or vacancy in the office of the Treasurer, funds shall only be disbursed upon the signature of both of the above named officers.

Section 2. BUDGET

The Executive Board shall approve an annual budget for presentation to the Council membership no later than the February Council meeting each year. This budget shall contain itemized estimated receipts and expenditures, and amounts to be set aside as a reserve fund, if any. The approved budget shall regulate the expenditures of the Council,

except that the Treasurer shall submit any single expenditure in excess of \$100.00 to the Executive Board for prior approval. The President may authorize non-budgeted expenditures up to \$100.00. Any other expenditures in excess of those approved in the budget must be approved at a regular or special Council meeting by at least a 2/3 majority vote of the member delegates present.

ARTICLE IX COMMITTEES/THEIR APPOINTMENT AND FUNCTIONS

Section 1. Such Committees as in the judgment of the Executive Board that are necessary for the benefit of the Council may be established. The Executive Board shall determine the composition of Council committees, and provide a written mandate of such Council committees along with the duration of appointment, which shall in any case not exceed beyond the term, of the appointing President.

Section 2. All committees shall include a Director from the Executive Board, acting as chair. The President shall have the final decision in all committee appointments and shall only refuse a member's in good standing participation when sufficient cause or justification is presented.

ARTICLE X RECALL OR REMOVAL OF EXECUTIVE BOARD MEMBERS

Section 1. RECALL OF EXECUTIVE BOARD MEMBERS

- (a) Elected officers may be recalled upon a 2/3 majority of a secret ballot vote of member delegates of the Council present and voting at a meeting called for the purpose of recall action.
- (b) Recall may be initiated by a petition of 2/3 majority secret ballot vote of the Executive Board. The petition shall state the specific reasons in support of the recall, and the petition shall be presented to the Executive Board and the individual.
- (c) Upon receipt of the petition, the Executive Board shall arrange for a special meeting to be held not less than 15 days nor more than 30 days following its receipt, at which time the charged person shall be afforded the opportunity to rebut the charges, and a secret ballot vote shall be conducted. Attendance at said meeting shall be restricted to members of the Executive Board and the members in good standing of the Council, who are eligible to vote on the particular recall action, and any such witnesses as may be pertinent to the action. Notice specifying time, date, place and specific nature of the meeting shall be issued at least 10 days in advance and shall be delivered, by first class mail (via registered return) to the person being charged.

Section 2. ABANDONMENT OF OFFICE

Any elected officer failing to attend three consecutive and regularly scheduled Council or Executive Board meeting, without prior excuse by the President, can be considered to have abandoned their office and may be removed from office without further action. Any

person so removed from office shall be ineligible to any other elected position for a period of two years.

Section 3. REMOVAL OF APPOINTED COMMITTEES/MEMBERS

- (a) Any chairperson or member of any committee may be removed from office by a 2/3 majority vote of the Executive Board. The person must be notified in advance of the intended vote for removal by the Executive Board so that the person is afforded an opportunity to rebut all charges being made against him/her.
- (b) Any chairperson or member of any committee shall automatically forfeit office if at any time during the prescribed term of office he/she ceases to be an eligible member in good standing of the Council.
- (c) Any committee chairperson or member failing to attend three consecutive committee meetings, unless previously excused for cause, shall be automatically dropped from such committee and be considered to have abandoned their office or membership of that committee.

ARTICLE XI AMENDMENTS TO THE CONSTITUTION AND BYLAWS

Section 1. CHANGES TO THE CONSTITUTION

Any member in good standing of the Council may submit a written proposal to amend this Constitution at any regular Council meeting, which shall constitute a first reading. The Council President shall then cause the proposed amendment(s) to be placed on the agenda of the next regular Council meeting where the matter will be read a second time and acted upon, and shall cause written notification of the exact wording of the proposed amendment(s) and the date, time, and place of the designated Council meeting to be issued to all members in good standing at least for a vote at the following monthly Council meeting.

Section 2. Approval by 2/3 majority of the eligible delegate members present and voting at the second reading, shall be required to adopt the amendment(s). If the amendment(s) relates to a revision of the Council dues, the vote shall be conducted by secret ballot.

Section 3. If the amendment(s) fails passage at the second reading, it may be continued for reconsideration at the next regular or a designated future meeting by a majority vote. If the amendment(s) fails to achieve the necessary 2/3 majority approval at its third reading, it shall be deemed withdrawn.

ARTICLE XII CONSTITUTION AND BYLAWS REVIEW

Beginning in the year 1997, and every three years thereafter, the President shall appoint a three member Constitution and Bylaws Review Committee during the month of February. This committee shall be chaired by the Council Secretary, and will report back to the Executive board no later than September of that same year, with recommendations concerning the need for revision, if any, to the Constitution and Bylaws.

ARTICLE XIII DISBANDMENT OF COUNCIL

Should the Council disband for any reason, all financial accounts/books shall be audited, by a non-interested party(s) and presented to the Executive Board for review and approval. Following the conclusion of said audit, final distribution of funds shall be as follows:

- (1) All outstanding obligations of the Council shall be promptly paid.
- (2) All funds due and owing the Council sponsor(s), shall be promptly paid.
- (3) All remaining funds shall then be distributed to a charity or non-profit entity that has relevance to diving, the environment or ocean community to be decided on by a 2/3 majority vote from delegate members present.

ARTICLE XIV PARLIAMENTARY AUTHORITY

Except as otherwise herein provided, the conduct of meetings and other procedural matters shall be according to "ROBERT'S RULES OF ORDER, newly revised". The President may appoint a Parliamentarian to assist the Secretary in this regard.

WITNESSED: JOEL S. TRACEY

SIGNATURE: _____

COUNCIL OFFICER: PRESIDENT

DATE: _____