

# ORLANDO REEF DIVERS, INC.

Orlando, Florida

NON-PROFIT CLUB

FOUNDED 1997

## Bylaws of Orlando Reef Divers, Inc.

### Article I. Name

#### **Section 1. Club Name**

The name of this organization shall be Orlando Reef Divers, Inc., hereinafter referred to as "the Club." The records of this organization shall be maintained at the homes of the current Officers. The principal office shall be located at a location determined by the Board of Directors, hereinafter referred to as "the Board."

#### **Section 2. Club Logo**

The official Club logo shall be that which is adopted by the Board, from time to time, with the approval of the Members.

### Article II. Purposes and Objectives

#### **Section 1. Purpose**

The purposes of this organization are the preservation, support, and promotion of the sport of skin and scuba diving and its various related activities.

This organization is dedicated to the furtherance of the sport, together with sound conservation, good sportsmanship, and cooperation with and for federal, state, and local agencies, as well as other worthwhile groups and projects.

#### **Section 2. Approach**

This organization promotes fellowship by sponsoring contests, outings, and other educational, social, and recreational activities.

#### **Section 3. Non-profit Status**

This organization shall be incorporated and non-profit. The funds necessary to accomplish the objectives and discharge the expenses of this organization shall be obtained by membership dues, application fees, donations, outing fees, and voluntary contributions from its Members or other persons.

### Article III. Affiliation

#### **Section 1. No Commercial Affiliations**

The Club does not affiliate with any dive shop or commercial diving activity. The Club does not advocate one vendor over any other.

#### **Section 2. Affiliations of Purpose**

The Club may be affiliated with any other organization with which it is to the advantage of the Club to affiliate. These affiliations require the approval of the Members.

## **Article IV. Finances**

### **Section 1. Fiscal Year**

The Fiscal Year of the Club is October 1 to September 30.

### **Section 2. Accounting Methods**

The Club shall use the "Cash Accounting Method" for maintaining the financial records.

### **Section 3. Expenditures Requiring Approval**

Any expenditure in excess of \$200 requires approval of the Members. Approval of said expenditures shall only be after written notification to the Members and must be approved by the Members. Approved dive outings and approved social activities where funds for same are run through the Club treasury are excluded from this requirement. When said expenditures are approved by Members as part of a published annual budget, reapproval is not needed at the time of expenditure in the same budget year.

### **Section 4. Dissolution**

Upon dissolution of the Club, other than for a merger or consolidation, the assets of the Club shall be transferred to any nonprofit corporation(s), club(s), trust(s) or other organization(s) or public agency(ies) to be used for purposes similar to those stated in [Article II. Purposes and Objectives](#). The selection of these beneficiaries shall be determined in conjunction with the vote for dissolution (see Article XIV, Section 8 of these Bylaws).

## **Article V. Membership**

### **Section 1. Eligibility**

Membership is open to any person, subject to the provisions of these Bylaws, who is at least fifteen (15) years of age, who will abide by these Bylaws and the official Policies and Procedures of the Club, and who expresses a desire and willingness to be dedicated to the purposes stated herein.

### **Section 2. Application**

Application for membership shall be made in writing on forms provided by the Club and signed by the applicant.

### **Section 3. Members under 18**

A person under eighteen (18) years of age shall also have the written consent of his/her parent or guardian on the application forms to join as a Member of the Club.

A person under 18 must be supervised at any Club function by their parent or legal guardian. The parent or legal guardian of any Member under 18 years of age is responsible to the Club for the activities of said Member at all Club functions. The parent or legal guardian of any person under 18 years of age must be their dive buddy on any Club sponsored dive outings.

### **Section 4. Agreements by Applicants**

Any applicant for membership shall be provided with a copy of these Bylaws and the official Policies and Procedures of the Club, and shall read and agree to be bound by them. The applicant also specifically agrees that he/she and any of his/her family, heirs, or representatives will not hold the Club responsible or liable for damages or injury to the applicant arising out of his/her participation in Club activities.

### **Section 5. Limits of Personal Liability**

No Member of the Club shall be personally liable for any of its debts, liabilities, or obligations, nor shall any Member be subject to any assessment except as provided in these Bylaws.

### **Section 6. Founding Member**

Any person joining the Club by October 1, 1997, shall be a Founding Member of the Club.

### **Section 7. Local Member**

Any Member who resides within 100 miles of the Club's current location for Regular Meetings, shall be a Local Member of the Club.

## **Article VI. Dues**

### **Section 1. Application Fee**

An application fee must accompany each application for membership. The amount of the application fee shall be determined by the Board. The application fee is not refundable or transferable.

### **Section 2. Membership Dues**

Annual membership dues shall be payable on October 1 of each year. The amount of dues and proration schedule for the dues shall be determined by the Board. Membership dues are not refundable or transferable.

### **Section 3. Delinquency**

Dues are delinquent on October 2. Delinquent members shall lose all Club privileges.

### **Section 4. Limits on Dues Changes**

A change in the amount of the dues by more than twenty percent (20%) in any fiscal year requires approval of the Members.

## **Article VII. Meetings**

### **Section 1. Regular Meetings**

Regular Meetings will normally be held twice each month on alternating weeks. A change in the day of the week of the meetings requires approval of the Members. At the discretion of the Board, Regular meetings may be canceled if they conflict with holidays or special events.

### **Section 2. Special Meetings**

Special Meetings may be called by the President or any member of the Board in the absence of the President. A Special Meeting may replace a Regular Meeting. Notice of a Special Meeting must be mailed to each Member at least seven (7) days in advance of such scheduled meeting. The purpose of the Special Meeting must be clearly stated in the notification.

### **Section 3. Annual Meetings**

The Annual Meeting, at which the election of Officers shall be held, will be the second meeting in the month of September.

### **Section 4. Board Meetings**

The Board shall meet at least once per month at a place to be determined by the Officers. The membership will be notified of the date and location of the next Board Meeting at the Regular Meetings and in the Newsletter. Meetings of the Board shall be open to all Members, and Members shall have the privilege to be heard. Minutes of all Board Meetings shall be available for review by the Members upon request. Board Meeting Minutes for the preceding twelve (12) months shall be available to Members at each Regular Meeting.

### **Section 5. Conduct of Business**

Each Club meeting shall, at a minimum, include the following:

1. Call to order
2. Minutes of the previous meeting
3. Business arising from the minutes
4. Correction and adoption of the minutes
5. Treasurer's report
6. Old business
7. New business
8. Activities report (past and future)

9. Business arising from activities report
10. Dive report (past and future)
11. Adjournment

A social or entertainment program may be held in conjunction with a meeting.

#### **Section 6. Newsletter**

The Club shall have an official newsletter which will be published monthly.

### **Article VIII. Board of Directors**

#### **Section 1. Officers**

The affairs of the Club shall be managed by a Board of Directors, consisting of the current Officers of the Club.

The Officers of the Club are:

1. President
2. President Elect
3. Secretary
4. Treasurer
5. Dive Director

#### **Section 2. Eligibility**

A candidate for any office shall meet all the following criteria at the time of nomination:

1. Is a Voting Member of the Club, and
2. Has been a Member for at least one (1) year, and
3. Participated in at least two (2) Club Activities during the previous twelve (12) months.

A candidate for Dive Director shall meet all the criteria above for any candidate and shall also have acted as a Trip Coordinator for at least one (1) club dive trip.

#### **Section 3. Election**

All Officers shall be elected by the voting Members.

A copy of the ballot containing the names of all nominees, lines for write-in candidates, and instructions for absentee voting, shall be published in the September newsletter which shall be sent to all Members at least 14 days in advance of the Annual Meeting.

Election of Officers shall take place at the Annual Meeting in accordance with [Article XIV. Voting](#).

#### **Section 4. Term**

Officers are elected to serve for the upcoming Fiscal Year. Officers shall take office on October 1 of each year.

#### **Section 5. Duties of Officers**

##### **1. President**

- a. Serve as Chairperson of the Board.
- b. Preside at all meetings of the organization.
- c. Ensure operation of the Club in accordance with the Bylaws.
- d. Perform such other duties as may be consistent with the office of President.

##### **2. President-Elect**

- a. Perform all functions of the President in his/her absence.
- b. Perform such other duties as may be determined by the President.

- c. Succeed to the office of President upon expiration of the term or if there is a vacancy in that office.

### **3. Secretary**

- a. Maintain all non-financial records of the organization.
- b. Ensure preparation of the monthly newsletter.
- c. Record the minutes of all meetings.
- d. Have available at each meeting a copy of the Bylaws and Minutes of the previous twelve (12) months Board Meetings and Regular Meetings.
- e. Prepare the election ballot which includes the Proposed Slate from the Nominating Committee and all additional candidates nominated from the floor.
- f. Certify that a quorum is present at any Meeting before a vote is conducted.
- g. Perform such other duties as are incidental to his/her office.

### **4. Treasurer**

- a. Receive and duly process all moneys payable to or from the organization.
- b. Maintain all financial records of the organization, and make them available upon request by any Member(s).
- c. Present financial reports at a Regular Meeting at least once per month.
- d. Prepare quarterly financial reports to be published in the Club Newsletter.
- e. Prepare the annual fiscal report.
- f. Prepare and file the annual tax returns.

### **5. Dive Director**

- a. Coordinate all proposed dive outings.
- b. Meet with any Member proposing dive outings for discussion and preliminary approval.
- c. Present proposed dive outings to the Board for final approval.

### **Section 6. Number of Terms**

A Member may serve a maximum of two (2) consecutive terms in the same office and a maximum of three (3) consecutive terms in any office.

### **Section 7. Requirement for Attendance**

Any Officer missing four (4) consecutive Club meetings will be notified, at the Board's discretion, that unless he/she attends the next meeting, his/her office will be considered vacant. This requirement applies to all types of Club meetings defined under [Article VII. Meetings](#).

### **Section 8. Vacancy**

A vacancy in the office of President shall be filled by the President Elect. At the time of Elections, if the President Elect can not take the office of President for the next year, The regular election process shall include nomination of candidates and member voting for both President and President-Elect. A vacancy in any other office shall be filled by an appointment by the Board with approval by the membership.

### **Section 9. Official Forms**

The content and format of all official forms and all changes thereto shall be approved by the Board.

## **Section 10. Board Action**

All actions or approval by the Board shall be by majority vote of all members of the Board.

## **Article IX. Standing Committees**

### **Section 1. Committees**

There shall be an Activities Committee, a Program Committee, a Membership Committee, a Nominating Committee, and other committees as the Board deems necessary for the welfare of the organization. Each committee shall have a chairperson appointed by the Board. Each committee chairperson will report to the President, or the President's designee.

### **Section 2. Duties of Committees**

#### **1. Activities Committee**

- a. Coordinate all proposed non-dive outings and social events.
- b. Meet with any Member proposing such events for discussion and preliminary approval.
- c. Present proposed non-dive outings and social events to the Board for final approval.

#### **2. Program Committee**

- a. Arrange suitable educational, recreational, and entertainment programs for all Regular Meetings.

#### **3. Membership Committee**

- a. Greet guests and potential new members.
- b. Provide membership information and forms to potential new members.
- c. Receive and process membership applications.
- d. Ensure each new Member receives all membership materials.

### **Section 3. Duties of Chairpersons**

1. Recruit Members as members of the committee to assist with the Committee duties.
2. Coordinate the effort of committee members.
3. Direct the committee members in understanding and performance of the duties.
4. Ensure that all duties are fulfilled and all actions of the committee are in keeping with these Bylaws and the Policies and Procedures of the Club.
5. Communicate to the Board all committee requirements (for example budget), recommendations, and status of activities.

## **Article X. Nominating Committee**

### **Section 1. Committee Charter**

A Nominating Committee establishes a slate of qualified and willing candidates for all offices.

### **Section 2. Committee Members**

The Nominating Committee is made up of at least three (3) Voting Members plus the Chairperson.

The members of the Nominating Committee are appointed by the Board.

A candidate for member of the Nominating Committee must have an understanding of the requirements for each of the positions and a knowledge of the capabilities of those members who are eligible for nomination.

### **Section 3. Duties of the Committee**

- a. The committee shall recommend at least one qualified candidate for each of the vacant offices.
- b. The Nominating Committee shall present its slate of candidates at the July Board meeting of each year. The Nominating Committee presents its Proposed Slate to the Board.
- c. The Proposed Slate is officially nominated at the second Regular Meeting in July.
- d. The Nominating Committee Chairperson reports administratively to the Board.

### **Section 4. Duties of the Chairperson**

- a. Coordinate the efforts of the Nominating Committee members.
- b. Direct the committee members in understanding and performance of their duties.
- c. Ensure that all duties are fulfilled and all actions of the committee are in keeping with these Bylaws and the Policies and Procedures of the Club.
- d. Report the Proposed Slate to the Board.
- e. Arrange for the nomination of the Proposed Slate.

The Nominating Committee Chairperson does not vote on the business of the Nominating Committee.

### **Section 5. Avoidance of Conflict**

Members of the Nominating Committee shall not appear on that Committee's Proposed Slate of Officers.

## **Article XI. Removal of Officers or Members**

### **Section 1. Grounds**

1. Any Member may be considered for expulsion for any of the following reasons:
  - a. Committing an infraction of any diving rule as set forth in [Article XIII. Standards for Divers](#);
  - b. Performance of a willful act, dangerous or causing harm to another person during any Club activity; OR
  - c. Upon a complaint of misconduct on the part of any Member which might reflect unfavorably on the organization as a whole.
  - d. Continuous disregard for the Bylaws or the Policies and Procedures.
2. Any Officer may be considered for removal from office for any of the following reasons:
  - a. Performance of any act which would result in consideration of his/her expulsion from membership in accordance with paragraph 1 of this Section;
  - b. Failure to perform duties under these Bylaws or the Policies and Procedures; OR
  - c. Upon petition of a minimum of twenty-five percent (25%) of the membership.

### **Section 2. Process**

When there are Grounds for removal of any Member or Officer, the issue shall be given consideration in accordance with the Policies and Procedures of the Club. Said Member shall have the right to speak in his/her own behalf. Expulsion of a Member or removal of an Officer from office requires approval of the Members.

## **Article XII. Dive Outings**

### **Section 1. Dive Outing Requests**

Dive outings of the Club shall be coordinated by the Dive Director. Any Member may request a Club outing to a specific location. This request must be made to the Dive Director in writing on the Orlando Reef Divers Outing Proposal Form complete with all pertinent details. The requesting Member may volunteer his/her services to the Dive Director to formulate this outing.

### **Section 2 Outing Approval**

The Dive Director shall present to the Board, for selection, all proposed outings having complete proposals.

The final selection of dive outings will be by approval of the Board.

### **Section 3. Pricing**

All dive outings, both domestic and international, requiring expenditure of Club moneys, shall be priced to Members at cost plus a rate not greater than 10% on the trip package, to cover expenses incurred in organizing and running the dive outing. The rate at which a dive outing will be charged shall be determined by the Board. If actual costs cannot be determined, the Board will make a fair cost estimate. For non-Members, the price for any outing will be cost plus twice the additional percentage charged to Members. Excess moneys after any dive outing will be used for normal operations.

### **Section 4. Collections and Payments**

Each outing shall have specified deadlines for deposits and final payment. The deadline schedule shall be determined so that the Club does not advance funds for the final payment on any outing.

### **Section 6. Use of Dive Operators**

All domestic commercial dive boats used for Club outings must be U.S. Coast Guard approved, equipped, and operated by a U.S. Coast Guard licensed captain. The Board may waive this requirement for inland dive outings.

### **Section 7. Trip Coordinators**

1. Requirement. A Trip Coordinator will conduct and supervise all dive outings.

2. Eligibility.

A Trip Coordinator Assistant must have previously participated in at least two (2) Club dive outings or must be a Founding Member.

The Trip Coordinator must have previously participated in at least two (2) Club outings as a Trip Coordinator Assistant or must be a Founding Member.

Non-divers and non-members cannot serve as a Trip Coordinator or Assistant.

3. Selection. A qualified Trip Coordinator and Assistant for each outing will be chosen by the Board, or may volunteer, with approval of the Board. A Trip Coordinator cannot run the same international trip for more than two (2) years in a row.

4. Duties. The duties of the Trip Coordinator are:

- a. Complete the current Club forms for the trip's approval, conduct, and finances.
- b. Review the Trip Coordinator Guidelines at each outing and brief dive outing participants accordingly.
- c. Collect all moneys for outings, maintain all outing records and forms, and forward all moneys to the Treasurer.
- d. Reconcile and return all records to the Dive Director for review after the trip.

5. Reimbursement. All or a portion of the Trip Coordinator's trip expenses will be reimbursed by the Club in an amount to be determined by the Board. Expenses will only be reimbursed from surplus funds from the particular dive outing.

### **Section 8. Cave Dives**

The Club will not sponsor cave dives.

## **Article XIII. Standards for Divers**

### **Section 1. Coordinator Authority**

The Trip Coordinator has complete authority to suspend any diver from participating in any individual dive or entire outing due to drug or alcohol abuse, improper equipment, or any situation that could endanger said diver or fellow divers. The Trip Coordinator has the authority to cancel individual dives or entire outings due to unsafe conditions.

### **Section 2. Eligibility**

To entitle a person to participate in a dive outing as a scuba diver, proof of certification must be supplied and a signed release form must be on file with the Club.

Any diver under the age of eighteen (18) must be accompanied by a parent or legal guardian as their dive buddy.

### **Section 3. Rules**

Each diver is responsible for complying with the following rules during Club dive outings.

1. Being under the influence of alcohol or dangerous drugs is prohibited during actual scuba dives.
2. Stick with your buddy.
3. Surface with at least 500 PSI of air.
4. Load and unload spear guns in the water. Power heads are not permitted.
5. Planned decompression dives are not permitted.
6. Comply with the rules of the Dive Operator and Boat Captain.

### **Section 4. Refunds**

Once a deposit is paid, there shall be no refunds for moneys paid for dive outings. The committed participant is responsible for all unrecoverable trip costs due unless he/she finds a replacement. The only exception is cancellation due to death in the immediate family.

All recoverable moneys will be refunded should a portion of a dive outing be canceled by the Club. If an entire trip is canceled, all moneys will be refunded.

## **Article XIV. Voting**

### **Section 1. Eligibility to Vote**

Each Member over eighteen (18) years of age shall be entitled to one vote, provided they have been a Member for over sixty (60) days. Each Founding Member shall be entitled to one vote. A Member entitled to vote is also called a Voting Member.

### **Section 2. Quorum for Member Meetings**

A quorum is the number of Voting Members that must be present in order to transact any business or take any votes.

A quorum for any business consists of twenty percent (20%) of the Club's Local Voting Members, unless the purpose of the vote is for:

- a. Election of Officers, OR
- b. Amendments to the Bylaws,

in which case, a quorum consists of twenty percent (20%) of the Club's Voting Members or fifteen (15) Voting Members either present or represented by absentee ballot, whichever is greater.

### **Section 3. Absentee Ballots**

Absentee ballots will be available only for the types of voting stated below:

- a. Election of Officers
- b. Amendments to the Bylaws

### **Section 4. Approval**

In all cases, when these Bylaws or the Policies and Procedures of the Club call for “approval” of the Board or the Members, such approval is determined by voting. A quorum is required before there may be any voting. For all votes except for Amendment to the Bylaws, an affirmative vote of a majority of Voting Members present carries a Motion.

### **Section 5. Ballot for Election of Officers**

Voting for Election of Officers shall be by secret ballot.

### **Section 6. Voting on Removal of Officers or Members**

A vote of approval of fifty percent (50%) of the total membership plus one (1) is required to remove any Officer from office or to expel any Member from the Club.

### **Section 7. Voting on Amendments**

A two-thirds (2/3) vote of approval of Voting Members present in person or by Absentee Ballot is required for amendments to the Bylaws.

### **Section 8. Voting on Dissolution**

A two-thirds (2/3) vote of approval of all Voting Members is required for dissolution of the Club. Such a vote must be taken at a special meeting duly called for that purpose under the provisions of Article VII. Meetings, [Section 2. Special Meetings](#).

### **Section 9. Proxy**

Proxy voting is not permitted.

## **Article XV. Parliamentary Authority**

*Robert's Rules of Order, Newly Revised*, shall be the parliamentary authority for all matters not specifically covered in these Bylaws.

## **Article XVI. Amendments**

### **Section 1. Proposal**

Amendments to these Bylaws may be proposed by:

- a. Majority vote of the Board.
- b. Written petition signed by 10% of the Voting Members or 10 Voting Members, whichever is greater.

### **Section 2. Notice**

Members shall receive notification by mail of proposed amendments to the Bylaws at least one month in advance of the meeting at which it is to be voted upon. A vote to amend the Bylaws will be conducted in accordance with [Article XIV. Voting](#).