

# National Association of Black Scuba Divers, Inc. Bylaws



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## **ARTICLE I - GOVERNING LAWS**

### **SECTION 1.0: Introductory Definition of Bylaws.**

These Bylaws constitute the code of rules adopted by the National Association of Black Scuba Divers, Inc., for the regulation and management of its affairs. All references to NABS, Corporation, “we”, “our”, and “us” contained in these Bylaws means the National Association of Black Scuba Divers, Inc.

### **SECTION 2.0: Purposes and Powers.**

This Corporation will have the purposes and powers as may be stated in its Articles of Incorporation and such powers as are now or may be granted hereafter by the Corporate Division of the District of Columbia or any successor legislation.

The purposes for which the scientific corporation is organized are to engage in Charitable, Educational Training, and Conservation activities. Activities designed to enhance the safe enjoyment of scuba diving and marine sports as well as to preserve and protect the marine environment.

Our members and chapters will engage in such activities directly, make contributions to and or collaborate with private and public organizations that qualify as exempt organizations pursuant to section 501-C-3 of the Internal Revenue code and its regulations as they now exist or as they may hereafter be amended.

The further purposes for which the corporation is organized are:

- a) To promote scuba diving, water skills and environmental awareness and conservation.
- b) To promote the development of educational programs for people of African descents, this will stimulate interest and knowledge in the sport of scuba diving.
- c) To provide scholarship funds for college students who are studying marine or environmental sciences.
- d) To serve as an umbrella organization to represent the member scuba diving clubs and individual members.
- e) To organize and sponsor an annual convention/symposium.
- f) To sponsor scuba diving trips and Open Water educational experiences.
- g) To serve as a clearinghouse for scuba diving safety and technical information.
- h) To promote Marine Archeology, Marine Biology and other Underwater environmental as a means to explore career options and ancestral roots.
- i) To expanding NABS relationships with youth oriented organizations and programs by demonstrating a willingness to dedicate NABS’ resources in the communities we serve.

### **SECTION 3.0: Definitions.**

“**Board**”, “**Board of Directors (BOD)**” means the governing body of NABS as described in Article V, of these Bylaws.

“**Directors**” means elected and appointed members of the Board of Directors as described in Article V, of these Bylaws.

“**Executive Board**” means the day-to-day operations management body of NABS as described in Article V, Section 3.

“**Secretary**” means either the Recording or Corresponding Secretaries as described in Article VI, Section 6 and 7, respectively, of these Bylaws, unless where specifically defined.

“**NABS**” means National Association of Black Scuba Divers, Inc.

“**Regional Representative(s) or Regional Rep(s)**” means the elected individuals representing the five (5) geographic membership areas as described in Article III, Section 2 of these Bylaws.

## **ARTICLE II - CORPORATE OFFICE**

### **SECTION 1.0: Principal Office.**

The principal office of this Corporation in the District of Columbia shall be located at 1605 Crittenden Street, N.E., Washington, D.C. 20017, or such place as the Board of Directors from time to time designate by resolution. In addition, the Corporation may maintain other offices either within or without the District of Columbia, as its business requires.

### **SECTION 2.0: Registered Office.**

The registered office of the Corporation, may, but need not be the same as its principal office. The address of the registered office will be identical with the office of the Registered Agent of this Corporation. Such office will be continuously maintained within the District of Columbia for the duration of this Corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and submission of the appropriate statement to the Corporate Division of the District of Columbia Department of Consumer and Regulatory Affairs.

### **SECTION 3.0: Other Offices.**

The Corporation may also have an office or offices in such other place or places as the business of the Corporation may require and the Board of Directors may from time to time appoint.

### **SECTION 4.0: Selection of Registered Agent.**

The Registered Agent of this Corporation will be a resident of the District of Columbia who will act as such agent. The Corporation will continuously maintain such an agent in the District of Columbia. A new Registered Agent may be appointed if the office of such agent becomes vacant for any reason, or such agent becomes disqualified or incapacitated to act, or if the Corporation through the Board of Directors revokes the appointment of such agent by duly adopted resolution. The new appointment will be made by duly adopted resolution of the Board of Directors and submission of the appropriate statement to the Corporate Division, District of Columbia Department of Consumer and Regulatory Affairs.

## **ARTICLE III – MEMBERS**

### **SECTION 1.0: Classes of Members**

The Corporation shall have three 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 old 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 memberships shall be open to Affiliate Clubs, honorary members, businesses and corporations who support the objectives and programs of the Corporation.
- 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 voting privileges. Each adult family member who is a certified diver will be accorded Class-I membership with voting rights. Children up to age 18 will be considered Class-II non-voting members.
- e) **Student memberships (Student)** - will consist of individuals' age 12 through 22 (who are not covered under family membership). Individual aged 19 through 22 who are certified divers will be accorded Class-I voting rights.

#### **SECTION 2.0: Geographic Membership**

The Corporation shall determine regional affiliation by the residence of the member or the location of the student's training or educational program. Regions shall be as listed:

- a) Northeastern
- b) Southern
- c) Midwestern
- d) Western
- e) International

#### **SECTION 3.0: New Members**

The Membership committee representative, Recording Secretary and Corresponding Secretary, shall review new member applications. The review shall include, but not be limited to, the application, proof of diving certification (Class-I membership) and payment of dues.

#### **SECTION 4.0: Voting Rights**

Voting rights shall be accorded members as follows:

- a) Class-I and Class-II members in good standing shall be entitled to one vote on each matter submitted to a vote of the membership.
- b) Class-III members shall **not** be entitled to vote on any matter submitted to the membership.

#### **SECTION 5.0: Termination of Membership**

The Board of Directors by affirmative vote of two-thirds of all Board members may suspend or expel a member for cause (cause being inclusive of, but not limited to endangerment of a fellow diver, misrepresenting the Corporation through any of its activities, and any other inappropriate behavior while participating in Club 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 the period fixed in Article XII of these Bylaws. Members have sixty days to appeal a termination in writing.

#### **SECTION 6.0: 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 7.0: Transfer of Membership**

Membership in this Corporation is not transferable or assignable.

## **ARTICLE IV - MEETINGS OF MEMBERS**

### **SECTION 1.0: Annual Meeting**

The annual meeting of the members of the Corporation shall be held for the purpose of electing members of the Board of Directors and for the transaction of such business as may come before the meeting.

### **SECTION 2.0: Emergency Meetings**

Emergency meetings of the members may be called at any time for any purpose or purposes 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 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 3.0: Place of Holding Meetings**

The Board of Directors may designate any place as the place of meeting for any annual meeting. The President, in consultation with the BOD and/or Regional Representatives, will designate a place for any special meeting.

### **SECTION 4.0: Notice of Meetings**

Written notice of each NABS national and regional business meeting shall be mailed (postage prepaid), emailed or faxed, by the Secretary, to each member of record at their primary place of contact, as it appears upon the books of the Corporation, at least 21 calendar days before the regional meeting and three (3) months before a national meeting. Each such notice shall state the place, day, and hour at which the meeting is to be held and, in the case of any special meeting, shall give evidence of BOD approval and state briefly the reasons for requesting the meeting.

### **SECTION 5.0: Quorum**

A quorum shall be a majority of the members registered at the Annual National Meeting in attendance, irrespective of whether some may have departed. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, no formal business or decisions can take place.

Provided, NABS members in attendance may designate a proxy in order for NABS to conduct formal business or make decisions during the Annual National Meeting. Proxy's shall be in the form as set forth below, and provided to all registered members:

### **NABS MEMBER PROXY**

**A QUORUM IS REQUIRED TO CONDUCT FORMAL BUSINESS. IF YOU ATTEND THE ANNUAL NATIONAL MEETING, YOU MAY VOTE IN PERSON. IF YOU DO NOT PLAN TO ATTEND, OR ARE UNSURE WHETHER YOU WILL BE ABLE TO ATTEND, PLEASE DESIGNATE A PROXY TO VOTE FOR YOU.**

By this designation of proxy, the proxy may attend and represent you with the full power to act for you in the same manner, to the extent and with the same effect as if you were personally present.

This proxy is solicited by the Executive Board of Directors for use at the Annual National Meeting to be held on \_\_\_\_\_, 20\_\_.



By signing this proxy, you revoke all prior proxies and appoint the President of NABS, or the Secretary of NABS with full power of substitution to act on your behalf for quorum purposes at the Annual National Meeting, and to vote in their discretion on any other matters which may properly come before the Annual National Meeting and all adjournments.

This proxy shall be valid for the \_\_\_\_\_, 20\_\_ Annual National Meeting.

**However, this proxy shall be deemed automatically revoked in the event you attend and vote at the Annual National Meeting in person.**

\_\_\_\_\_  
Signature  
\_\_\_\_\_  
Date I have signed this proxy

**ALL OFFICIAL PROXIES MUST BE VERIFIED BY THE NABS BOARD OF DIRECTORS.**

**SECTION 6.0: Conduct of Meetings**

Meetings of members shall be presided over by the President of the Corporation or, if the President is not present, the Vice President of the Corporation or, if none of the elected Board of Directors is present, by a temporary, unofficial Chairman to be elected at the meeting. As long as there is a quorum, any member can act as Secretary of such 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 Corporation 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 Corporation:
  - 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) The Secretary shall distribute official minutes of Annual National Meeting within 60 days of adjournment of the meeting.
- d) Proposals submitted to the Board 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 Board of Directors.

**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 the Board of Directors or some body appointed by the Board of

Directors. At any meeting of the members, any Class-I member may vote by proxy appointed by an instrument in writing, and delivered to the Secretary of the meeting.

## **ARTICLE V - BOARD OF DIRECTORS**

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

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

### **SECTION 2.0: Number**

The Board of Directors shall be made up of two (2) Founding Directors (Albert Jose' Jones and Ric Powell), nonvoting. Five (5) Nationally Elected Officers (President, Vice-President, Treasurer, Recording Secretary, Corresponding Secretary), One (1) Safety Officer, and Five (5) Regional Representatives.

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

The Executive Board shall be a subset of the Board of Directors and shall consist of the nationally elected officers, President, Vice President, Treasurer, Recording Secretary, Corresponding Secretary, Safety Officer, and one rotating Regional Representative.

All five Regional Representatives may be present at an Executive Board meeting, but only one may vote. The voting privileges of the Regional Representatives will be on a quarterly rotating basis.

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

In the case of any vacancy in the Board of Directors through death, resignation, disqualification, removal or other cause, the remaining Directors, by affirmative vote of the majority thereof, may elect a successor to hold office for the un-expired portion of the term of the Director 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 a majority of the members. Similarly and in the event of the number of Directors being increased as provided in the Bylaws, the additional Directors so provided for shall be elected by a majority of the entire Board of Directors already in office, and shall hold office until the next annual meeting of members. Any Director may be removed from office with cause by a two-third vote of the Board of Directors.

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

The Board of Directors may hold their meetings and have one or more offices, and keep the books of the Corporation, either within or outside the District of Columbia, at such place or places as they may from time to time determine by resolution or by written consent of all the Directors. The Board of Directors may hold their meetings by conference telephone or other similar electronic communications equipment in accordance with the provision in the District of Columbia Corporate law.

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

Regular meetings of the Board of Directors 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 Board, but not less often than quarterly, provided that notice of every resolution of the Board fixing or changing the time or place of the holding of regular meetings of the Board shall be received by each Director at least twenty-one (21) days before the first meeting held pursuant thereto. The annual national meeting of the Board of Directors shall be held to coincide with the annual national meeting of members. Any business may be transacted at any regular meeting of the Board.

**SECTION 7.0: Special Meetings**

Special meetings of the Board of Directors shall be held whenever called by the President or any three members of the Board of Directors. The Secretary shall give notice of each special meeting of the Board of Directors, by mailing, e-mailing, or faxing the same at least seven (7) days prior to the meeting or by telephoning the same at least seven (7) days before the meeting, to each Director; unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings.

**SECTION 8.0: Quorum**

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

**SECTION 9.0: Compensation of Directors**

Directors shall not receive any compensation for serving as Directors. All Directors will be exempt from dues at the time of their tenure.

**ARTICLE VI – NATIONALLY ELECTED OFFICERS****SECTION 1.0: Election and Tenure**

The Nationally Elected Officers of the Corporation shall be a President, Vice President, Recording Secretary, Correspondence Secretary, Treasurer, and such other Nationally Elected Officers as the Board of Directors from time to time may consider necessary for the proper conduct of the business of the Corporation, provided, however, write-in ballots shall not be permitted. The Nationally Elected Officers shall be elected once every two years by the general body at the Annual National Meeting of members. Immediately thereafter, all incumbent Nationally Elected Officers terms shall end, and all newly Elected Officers terms shall begin on the date all ballots, including absentee and proxy votes, are tallied and recorded by the Recorder as set forth in Article III, Section 6 at which time the winners of the National Elections shall be disclosed to the membership at the Annual National Meeting. However, in an effort to insure an orderly transition between the incumbent Nationally Elected Officers and the newly Nationally Elected Officers, the incumbent Nationally Elected Officers shall remain in their respective positions as occupied immediately prior to the announcement of the election results until December 31<sup>st</sup> of the current election year. Provided, any such incumbent Nationally Elected Officer shall act only in an advisory capacity to the newly Nationally Elected Officers for the purposed of resolving any outstanding matters remaining from its term in order to insure a smooth transition between the outgoing and incoming Nationally Elected Officers. In no event shall the term of the advisory capacity of the incumbent Nationally Elected Officer extend beyond December 31<sup>st</sup> of the current election year. All of the Nationally Elected Officers as set forth in Article V shall be Directors. No Nationally Elected Officer shall hold more than one elected position at a time.

In the event that any nationally 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.

Except where otherwise expressly provided in a contract duly authorized by the Board of Directors, all officers and agents of the Corporation shall be subject to removal at any time by the affirmative vote of a majority of the whole Board of Directors, or a majority of Class-I and Class-II members. Agents, and employees, shall hold office at the discretion of the Board of Directors or of the officers appointing them.

**SECTION 2.0: Nomination of Nationally Elected Officers**

At least ninety (90) days prior to an Annual National Meeting of the members of the Corporation at which Officers are to be elected, any member of the Corporation wanting to run for office must submit a written application, a personal biography, proof of membership qualification and payment of membership fees to the Nominating Committee Chair and the Secretary. Members of the Corporation can only run for one office at a time to prevent a member from being elected for more than one position at a time (see Article VI, Section 1.0).

At least ninety (90) days prior to an Annual National Meeting of the members of the Corporation at which Officers are to be elected, any qualified member of Aqua Corp desiring to submit their name as a candidate for Safety Officer must submit their written application, a personal biography, proof of current Aqua Corp membership qualification and payment of membership fees to the Nominating Committee Chair and the Secretary. Furthermore, at least ninety (90) days prior to the Annual National Meeting of members, the incumbent Safety Officer shall submit a roster containing current Aqua Corp members to the Nominating Committee Chair for use in identifying qualified members. Members of the Corporation can only run for one office at a time to prevent a member from being elected for more than one position at a time (see Article VI, Section 1.0), therefore a member cannot run for the Safety Officer position and an Officer position concurrently since both positions serve as Officers of the Corporation.

The Nominating Committee shall decide upon a slate of Nationally Elected Officers and shall announce by mail or e-mail such slate to the Board of Directors of the Corporation. Immediately thereafter, the Secretary shall apprise the members of the Corporation of said slate or slates forty-five (45) days prior to the Annual National Meeting by mail or e-mail, with a biography of each nominee.

Notwithstanding the above, candidates for Safety Officer shall not be included in any such announcement distributed to the general membership. However, the Nominations Committee shall disclose the Safety Officer nominees to the Board of Directors of the Corporation, Aqua Corp Committee and qualified Aqua Corp members at least forty-five (45) days prior to the Annual National Meeting by mail or e-mail. The Nominations Committee shall promptly thereafter distribute ballots either by mail or email to qualified Aqua Corp members containing the names of the Safety Officer candidates. Fourteen (14) days after the list of candidates for Safety Officer is submitted to qualified Aqua Corp members for vote, members shall forward their completed ballots to the Nominations Chair containing their choice for Safety Officer.

Exclusive of the Safety Officer, the Nominating Committee shall thereafter announce the slate of nominees to the members of the Corporation for election at the Annual National Meeting. Tellers will pass out ballots and collect them from each member at the Annual National Meeting. The Tellers shall count the ballots. An appointed recorder shall record the tally and proceedings. See Article IV, Section 7 for absentee and proxy vote governance.

The winners of all positions will be announced at the Annual National Meeting banquet, but the number of votes each candidate received will not be disclosed. The Secretary will record the results in the official minutes of the Annual National Meeting of the members of the Corporation.

**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 a corporation.

The President shall do and perform such other duties as may, from time to time, be assigned to him by the Board of Directors.

The President may sign and execute all authorized bonds, contracts or other obligations in the name of the corporation with the approval of the Board of Directors.

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

The Treasurer shall render to the President and the Board of Directors whenever either of them so requests, an account of all current term transactions as Treasurer and of the financial condition of the Corporation. 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 Board of Directors and the President.

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

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

The Recording Secretary shall have custody of the seal of the Corporation and shall affix the same to all instruments requiring it, when authorized by the Board of Directors or the President, and attest the same. The Recording Secretary will give or cause to be given notice of all meetings of members, Board of Directors and/or all other notices required by law or by these Bylaws. In case of the Recording Secretary's absence, refusal or neglect to do so any such notice may be given by the Corresponding Secretary or any person thereunto directed by the President, or by the Board of Directors or members upon whose written request the meeting is called as provided in these Bylaws. The Recording Secretary shall be responsible for keeping accurate records of activities of the Corporation, taking care of the general correspondence of the corporation and having charge of all records except those for which the Treasurer is responsible.

In general, the Recording Secretary shall perform all the duties generally incident to the office of Secretary, subject to the control of the Board of Directors and the President.

**SECTION 7.0: Powers and Duties of the Corresponding Secretary**

The Corresponding Secretary shall serve as an assistant to share the responsibilities and be of support to the Recording Secretary. The Corresponding Secretary shall perform such other duties as may be assigned by the Board of Directors or the President.

**SECTION 8.0: 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 NABS sponsored diving events which includes the Annual National Meeting. 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 will represent the members of the NABS Aqua Corps and sit as a participating voting member on the Executive Board along with the nationally elected officers of NABS. Coincident with the call for nominations for the nationally elected officers will be a call for nominations to the position of Safety Officer among the current active members of the Aqua Corps. The voting process for the Safety Officer will run concurrent with the voting cycle of the nationally elected officers. The Safety Officer candidate will be nominated by a majority vote of current active members of the Aqua Corps. The winning Safety Officer Nominee shall be confirmed to his/her position by majority vote from the Board of Directors. The Safety Officer shall perform such other duties as may be assigned by the Board of Directors or the President.

**ARTICLE VII - REGIONAL REPRESENTATIVES****SECTION 1.0: Regional Representation**

Each Geographic Region, as described in Article III Section 2, shall be represented by a Class-I member who shall serve as the Regional Representative.

Each Regional Representative will serve a term of two years or until the time of the next appointment, which will be the first meeting of the Board after the Annual National Meeting. Elections for Regional Representative will be held in the off year of the national elections of officers.

**SECTION 2.0: Nomination of Regional Representatives**

Nominations for Regional Representatives shall occur at least 45 days prior to the NABS Annual Presidents' meeting. The club Presidents within each of the five (5) regions shall nominate one (1) person to serve as Regional Representative. The nominations and qualifications of each person will be submitted to the Nominating Committee. The names of the five (5) nominees will be reported to the Board of Directors for concurrence. However, when there is more than one individual nominated from a region, the nominee receiving the majority vote from the Club Presidents within his/her region shall be the elected Regional Representative.

**SECTION 3.0: Duties of the Regional Representatives**

The Regional Representative shall be a member of the Board of Directors and serve as a point of contact for perspective NABS members, current members and clubs within his/her geographical area. The Regional Representative shall serve on at least one standing committee. Regional Representatives shall provide a quarterly report to the Board of Directors that includes but not limited to, regional membership, number of clubs, club activities, youth programs, safety and educational activities, and scholarship programs. The Regional Representative shall promote and assist with the recruitment of new members and the development of new clubs in the region.

## **ARTICLE VIII – STANDING COMMITTEES**

### **SECTION 1.0: Designation of Committees**

The Board of Directors, by resolution adopted by a majority of the Directors, may designate one or more committees, to the extent provided in said resolution and not restricted by these Bylaws, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director, of any responsibility imposed upon it or any individual Director as defined by these Bylaws. By definition, Standing Committees are permanent committees of the Corporation designated to focus on a specific task or matter that support the Corporations mission and vision.

### **SECTION 2.0: Executive Board Involvement**

The Executive Board 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: Membership Committee**

The Membership Committee shall consist of at least four (4) members. The committee is responsible for assisting the Board of Directors and the Executive Board in collecting information on the region, enrollment and recruitment of new members and club membership. The Membership Committee is responsible for brainstorming ideas, planning events and maintaining a written record of how the event was planned for future use by club elected officers. The Membership Committee shall prepare a yearly budget to be submitted to the Treasurer for review and approval by the Board of Directors.

### **SECTION 4.0: Youth Committee**

The Youth Committee shall consist of at least four (4) members including one Youth Representative. The committee is responsible for assisting the Board of Directors and Executive Committee in planning programs that support the Corporation's youth goals and objectives. The committee is responsible for coordinating youth programs with club Presidents in each region. The committee will brainstorm ideas, plan events and maintain a written record of how the event was planned for future use by elected officers.

The Youth Committee shall prepare a yearly budget to be submitted to the Treasurer for review and approval by the Board of Directors.

### **SECTION 5.0: Summit Committee**

The Summit Committee shall consist of at least five (5) members. The Summit Committee is responsible for assisting the Board of Directors and Executive Board in planning the Annual National Meeting to be held each calendar year. The Summit Committee shall be responsible for, however not limited to, Annual National Meeting registration, website and future meeting sites, coordinate event programs, and coordinate fundraising activities with the Marketing and Fundraising Committee in support of the Corporation's Annual National Meeting goals and objectives. The Summit Committee is responsible for coordinating Annual National Meeting announcements with the Regional Representatives, Club Presidents, and the Corporation membership. The Summit Committee will brainstorm ideas and maintain a written record of how the event was planned for future use by elected officers. The Summit Committee shall prepare a yearly budget to be submitted to the Treasurer for review and approval by the Board of Directors.

**SECTION 6.0: Nominating Committee**

The Nominating Committee for Nationally Elected Officers shall consist of at least one (1) Class-I member nominated by the Presidents from the five (5) geographic regions, as defined in Article III Section 2 of these Bylaws. The Board of Directors shall not serve as members of the Nominating Committee. The nominations and approval of members serving on the Nominating Committee shall be approved by the Board of Directors forty-five (45) days prior to the start of the nomination period for Nationally Elected Officers and Regional Representatives. The Nominating Committee shall be responsible for establishing the nominating period, election time period and recording the names of each candidate and their qualifications for the position they are seeking. The committee shall select a chairperson, two (2) ballot counters and a recorder. The ballot counters will pass out and collect ballots from each member present at the Annual National Meeting. The ballot counters will count all ballots, including Absentee and Proxy votes (see Article IV Section 7 Absentee and Proxy Votes). The recorder shall record the tally and proceedings. The Nominating Committee shall prepare a yearly budget that is submitted to the Treasurer for review and approval by the Board of Directors. The Nominating Committee shall ensure that the election process is handled in accordance with the Bylaws.

**SECTION 7.0: Science and Education Committee**

The Science and Education Committee shall consist of at least five (5) members. The Committee is responsible for assisting the Board of Directors and the Executive Board in providing thought leadership and oversight to science and educational programs; focusing on the nature, history and future of the aquatic environment and humans. The Committee will recruit talent to serve as knowledge leaders, actively engage in educational and science projects, initiate and lead collaborative ventures within and outside of the Corporation.

**SECTION 8.0: Awards and Recognition Committee**

The Awards and Recognition Committee shall consist of at least five (5) members, including the Chair and five (5) Regional Representatives. The Committee is responsible for assisting the Board of Directors and the Executive Board in providing thought leadership and oversight in awarding recognition to those deserving within the Corporation. The Committee is responsible for developing and continually monitoring selection criteria for Board approval for recognition in the categories of; Diver of the Year, Club of the Year and induction into the NABS Hall of Fame. Committee members and any member of the Board of Directors may participate in the selection of nominees however are prohibited from voting for themselves as winners of any awards or induction into the NABS Hall of Fame.

**SECTION 9.0: Marketing and Fundraising Committee**

The Marketing and Fundraising Committee may consist of at least five (5) members. The Committee is responsible for assisting the Board of Directors and the Executive Board of Directors in developing channels to market the NABS brand identity in order to raise funds for NABS activities and NABS related charitable activities through various external marketing and partnering efforts by engaging, though not limited to, the general business community. The Committee from time to time will do, and cause all things legally necessary to market and raise funds that would be reasonably expected of a Marketing and Fundraising Committee. However, neither the Marketing and Fundraising Chairperson, nor its Committee members shall have the authority to otherwise execute, deliver, or perform contractual agreements or commitments on behalf of NABS without the express written consent of the Board. The Committee shall prepare a yearly budget to be submitted to the NABS Treasurer for review and approval by the Board.



**SECTION 10.0: Aqua Corp Committee**

The Aqua Corp Committee may consist of five (5) members. The Committee has the responsibility of coordinating logistics and developing protocols that are required to ensure safe diving practices for NABS and NABS sponsored dive activities which include, but are not limited to the Annual National Meeting. Under supervision of the **Nomination** Committee, members of the Aqua Corp shall elect a Safety Officer who will provide leadership in developing educational and training programs for NABS, and oversee the activities of Aqua Corp. **The Safety Officer with the help of Aqua Corp Committee** shall prepare a yearly budget to be submitted to the NABS President for review and approval by the Board. Membership in the Committee and Aqua Corp is limited to dive professionals as determined by **Aqua Corp Committee members.**

**SECTION 11.0: Term of Office**

The President shall appoint members to the Standing Committees indicated in Article VIII. Each member of a committee shall continue as such until the next Annual National Meeting of the members of the Corporation and until a successor is appointed, unless the committee shall be sooner terminated. The President or the Board of Directors by majority vote may remove any member whenever in their judgment the best interest of the Corporation shall be served by such removal.

**SECTION 12.0: Chairperson**

The President or Board of Directors shall appoint a chair for each Standing Committee.

**SECTION 13.0: 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 14.0: Methods & Procedures**

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

**SECTION 15.0: Reimbursement/Transmittal of Funds**

A standard reimbursement form shall be used for all approved Corporation 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 Board of Directors is obtained.
3. Any incurred expense must be submitted for payment within 60 days of incurring the expense.

**ARTICLE IX - CORPORATE SEAL****SECTION 1.0: Establishment and Use of the Seal**

In the event that the President shall direct the Secretary to obtain a corporate seal, the corporate seal shall be circular in form and shall have inscribed thereon the name of the Corporation, and the year of its incorporation. Duplicate copies of the corporate seal may be provided for use in the different offices of the Corporation but each copy thereof shall be in the custody of the Secretary of the Corporation.

## **ARTICLE X - FINANCIAL RECORDS**

### **SECTION 1.0: Bank Account(s)**

The Treasurer of the Corporation will be responsible for the Corporation's bank account(s). In addition to the Treasurer, the Board will designate an agent of the Corporation who will report directly to the treasurer to deposit moneys into the Corporation's bank account(s). All transactions must be approved by the Treasurer in advance and recorded. All checks, drafts, and other negotiable 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 Board of Directors 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 XI - MISCELLANEOUS PROVISIONS**

### **SECTION 1.0: Fiscal Year**

The fiscal year of the Corporation shall end on September 30th of each year.

### **SECTION 2.0: Distribution of Income**

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

## **ARTICLE XII – DUES**

### **SECTION 1.0: Annual Dues**

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

### **SECTION 2.0: Payment of Dues**

Dues shall be payable on or before the due date of December 31 of each year. New members joining the Corporation in the last quarter of the 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.

### **SECTION 3.0: Default and Termination of Membership**

When any member shall be in default in the payment of dues for a period of one month after the due date of December 31, his membership may thereupon be terminated by the Board of Directors in the manner provided in Article III Section 5 of these Bylaws.

## **ARTICLE XIII – BYLAWS AMENDMENTS AND CHANGES**

### **SECTION 1.0: Board of Directors Amendment of Bylaws**

The Board of Directors shall have the power and authority to amend, alter or repeal these Bylaws or any provision thereof, and may from time to time make additional Bylaws, by majority vote of the Board of Directors.

### **SECTION 2.0: Members Amendment of Bylaws**

Class-I voting members may propose changes to the Bylaws by submitting, in writing to the Secretary and copied to the President their proposed amendment and/or change. Class-I voting members may also propose changes and/or amendments in person at the Annual National Meeting.

## **ARTICLE XIV - LIQUIDATION OF CORPORATION**

### **SECTION 1.0: Liquidation of Corporation**

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

## **ARTICLE XV – INDEMNIFICATION**

### **SECTION 1.0: Definitions**

As used in this Article XV, any word or words that are defined in the Corporation Code of the District of Columbia shall have the same meaning as provided in the Indemnification Section.

### **SECTION 2.0: Indemnification of Directors and Officers**

The Corporation shall indemnify and advance expenses to a Director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

### **SECTION 3.0: Indemnification of Agents**

With respect to an agent other than a Director or officer, of the Corporation, the Corporation may, as determined by the Board of Directors of the Corporation, indemnify and advance expenses to such agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

## **ARTICLE XVI - CLUB AFFILIATION**

### **SECTION 1.0: Affiliate and Chapter Protocol**

A club must have a membership of at least five (5) of which 50% must be certified divers, they should hold regular meetings (at least bi-monthly) providing their members with regular minutes and verifiable financial reports and must be committed to the mission and goals of the Corporation.

The club must hold election of officers at least bi-annually. A club, which has met these standards, may file an application with fee to be considered for affiliate status. After a year as an affiliate in good standing, the club may apply for Chapter status consideration by filing the appropriate application with fee.

Any club, which has been in continuous existence for a period of eight (8) years and had met the above requirements, effective March 30, 2003, was extended the opportunity to be a NABS Charter Club. Subsequent to March 30, 2003, Charter status was discontinued; is neither offered nor available.

#### **SECTION 2.0: Affiliate Clubs Membership Status**

Affiliate clubs are considered as Class-III members of the Corporation. As Class-III members they do not carry voting rights on general membership issues up for vote at Annual National Meetings. However, individual Class-I members within affiliate clubs will carry the right to vote.

Affiliate Clubs apart from others in the Class-III member category have the power to nominate and elect (one vote per club) Regional Representatives within their respective geographical regions as defined in Article III Section 2 of these Bylaws.

Affiliate clubs are invited to participate in the annual Council of Presidents (without voting privileges) to solicit input on issues that affect their Club's membership.

#### **SECTION 3.0: Youth Affiliates**

Youth Affiliates will not be asked to pay a fee in securing affiliate status with the Corporation. They are considered exempt. As youth affiliates they will follow the criteria laid out that establishes them as such and will come under review of affiliate status under the same frequency established for adult affiliate clubs with the Corporation.