

# CONSTITUTION

## ARTICLE 1 - NAME

The name of this non-profit organization shall be Neptune's Nimrods Skin Diving Club Incorporated.

## ARTICLE II - GOVERNING POWERS

The corporation shall be governed by officers selected by a majority vote of the membership with each member having one vote. Operation of the association shall be in accordance with the Constitution and the by-laws.

## ARTICLE III - PURPOSE

### *Section 1.*

The primary purpose of the club is to promote and practice recreational skin diving, SCUBA diving, and allied sports both educationally and recreationally for the benefit of the general public through the following means:

- a) Providing educational opportunities for Club members and the general public through training seminars/programs or scholarships programs.
- b) Facilitating the development and maintenance of recreational dive and training facilities for the general public.
- c) Facilitating the preservation of maritime history and aquatic life research.
- d) Assisting any and all law enforcement agencies in the performance of their duties by providing underwater search and recovery expertise.
- e) Engaging in any all legal measures to procure funds and/or assistance from any sources in the performance of the above stated purposes.

### *Section 2.*

No part of the net earnings shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered.

## ARTICLE IV - MEMBERSHIP

### *Section 1.*

Membership in the Neptune's Nimrods Skin Diving Club, Inc. will be open to any person that has attained the age of 18 years and expresses a willingness to assist the Club in efforts to advance the purposes stated in Article III. A membership shall constitute an individual and family.

### *Section 2.*

Any member having satisfied applicable dues shall be in good standing in the Club except as noted hereafter.

### *Section 3.*

The board of directors may suspend any member for continued conduct detrimental to the practices of safe skin diving or the Neptune's Nimrods Skin Diving Club. Any person so suspended shall have the right to appeal his or her case at a regular club meeting within sixty (60) days of the date of suspension. Suspension will be subject to a majority vote of those present at said meeting. Any person so removed from the club will be refunded such part of any dues paid which would keep said member in good standing the remainder of that year in which the suspension occurred.

### *Section 4.*

The annual dues will be determined by a simple majority vote of the members present at a regular scheduled meeting. Any applicable dues will be paid on or before January 31 of each year. Any member, who has not paid any applicable dues as of this date, will not be included in the active membership list for the following year. The Board may reinstate delinquent members, providing all applicable back dues are paid. Membership year will be from January 1 to December 31 with applicable dues paid in advance. Memberships received after September 1<sup>st</sup> will be applied to the following year.

## **ARTICLE V - OFFICERS**

The officers of this corporation shall consist of the President, Vice-President, Secretary, and Treasurer. Each year a Vice-President is elected who shall automatically succeed in the office of President.

### *Section 1.*

The general activities of the club shall be under the care of the President and the elective officers.

#### Duties of Officers

##### A. President

1. Preside at all regular and club meetings.
2. Follow parliamentary procedure.
3. Have authority to call special meetings.
4. Have the right to vote in the event of a tie.
5. Have the power to in the event of sickness or absence of the secretary to appoint a member pro tempore to fill said office temporarily and to procure and read the secretary's report and records of the previous meeting.

##### B. Vice-President

1. Preside at all regular and special meetings of the Club in the absence of the President, and expedite his duties.
2. Shall succeed to the office of President when the latter's term expires.
3. Shall chair the Fundraising/Events Committee.

##### C. Secretary

1. Keep records of the Club meetings, and at the meetings of the Executive Board.
2. To Serve notice of club meetings and conduct club correspondence.
3. To prepare and distribute all Club publicity.

D. Treasurer

1. Collect and receive all money of the Neptune's Nimrods Skin Diving Club, Inc., make payments of all corporation bills, as long as funds are available, keep a record, and at the end of the fiscal year make a written report to the officers and members of the Club.
2. Be responsible for establishing the club banking accounts, and sign for all disbursements drawn against any club account.

*Section 2.*

**EXECUTIVE BOARD**

- A. The Executive Board shall consist of the President, Vice-President, Secretary, and Treasurer. This board shall govern the activities and polices under the Constitution and/or by-laws of the Corporation.
- B. Any vacancy of this board shall be filled by standard voting procedures at any regular or special meeting.
- C. The Executive Board in the interest of the corporation shall meet at least four times each year.
- D. A quorum for transaction of business at any Executive Board meeting shall be a minimum of two (2) board members and three regular members of the club.

*Section 3.*

**VOTING**

- A. Voting shall be determined by a majority vote of those present at any Club meeting, and the quorum being a majority vote of those present at any Club meeting, and the quorum being a majority of the members in good standing.
- B. Any major situation or condition that may have profound effects on the Corporation shall be determined by voting.
- C. Each officer is elected to his/her office by a majority vote.
- D. There shall be no nomination or voting by proxy.

**ARTICLE VI - COMMITTEES**

*Section 1.*

Committees shall consist of at least three (3) committee members, a committee chair and two (2) additional committee members.

Duties of Committee Members

- A. Committee Chair
  1. Preside at all committee meetings.
  2. Have authority to call all committee meetings.
  3. Have the right to vote in the event of committee ties.
  4. Have the authority to appoint committee members to implement decisions and taks required completing the committee's appointment.
  5. Provide regular updates to the general membership at monthly meetings.

6. Act as liaison between the committee and the Executive Board.

B. Committee Members

1. Have the authority to implement decisions and tasks assigned to them by the Committee Chair.

*Section 2.*

Three (3)-standing committees may be appointed, with the exception of the Auditing Committee, which will be appointed every year.

A. Auditing Committee

1. Shall audit the Club financial records at the beginning of each year.
2. Shall be appointed at the first meeting of every year beginning in January.
3. Shall be made up of full club members and no officer from the proceeding year shall serve on the committee.

B. Presentation committee

1. Shall arrange presentation for the monthly meetings.
2. Shall arrange annual club Christmas Party for December's monthly meetings.
3. Shall be appointed at the first meeting of every year beginning in January.
4. Shall be chaired by a Club member or Club President.

C. Fundraising/Events Committee

1. Shall arrange and advertise all Club events and/or fundraising efforts.
2. Shall observe all prudent accounting practices and document all expenditures with the club Treasurer.
3. Shall be appointed at the first meeting of every year beginning in January.
4. Shall have the authority to appoint sub-committee as necessary to complete the committee's objectives.
5. Shall be chaired by Club member or Club Vice-President.

**ARTICLE VII - AMENDMENTS**

The constitution and/or by-laws of the club may be altered or amended by a majority vote. The change in the constitution must be proposed at a regular Club meeting or a special meeting called for the entire membership.

**ARTICLE VIII - DISSOLUTION**

In the event of dissolution, any remaining assets shall be distributed to organizations organized and operated exclusively for charitable or educational purposes and shall, at the time, qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954.

**ARTICLE IX - EFFECTIVE DATE**

This Constitution and/or by-laws shall be effective on the date ratified by membership vote.