

CONSTITUTION AND BY-LAWS

Adopted: February 20, 2008

CONSTITUTION

The Long Island Divers Association hereby adopts the following to be the Constitution and By-laws of the Organization. All previous versions of the Constitution and By-Laws are hereby revoked. The Long Island Divers Association hereby adopts, ratifies and acknowledges all actions and steps heretofore taken by or on behalf of the Officers, Executive Committees, and Boards of Trustees of the Organization from the time of the founding of the Organization to the date of adoption of this Document.

Article I. NAME:

The name of this organization shall be the Long Island Divers Association, herein to be referred to as the "Association."

Article II. PURPOSE:

The purpose of the Association is:

- A. To carry on activities devoted to the advancement of education, understanding, and enjoyment of SCUBA and skin diving and related activities with emphasis and concentration on such activities on Long Island.
- B. To promote legislation favorable to the carrying out of SCUBA and skin diving and related activities consistent with the status of the Association as a Section 501(C) (3) organization.
- C. To promote the organization of all activities relating to SCUBA and skin diving without favor or prejudice with respect to any other existing or future SCUBA or skin diving business, organization or group.
- D. To promote publicity favorable to SCUBA and skin diving.
- E. To promote and implement the wants and needs of SCUBA and skin divers as may be determined by the Executive Committee of the Association as defined herein to be in the best interests of the Association.

Article III. MEMBERSHIP:

Membership will be open to the following:

Individual and Family Memberships. An individual shall be eligible for membership as an "Individual Member." "Family Memberships" are available to members of a family or

other members of the same household who live together at a common address. Annual Dues for “Individual Members” and “Family Memberships” shall be as set from time to time by the Executive Committee of the Association.

Long Island Dive Professional and Dive Student Membership. Agency Certified Diving Professionals who are actually conducting dive certification classes at any level that require open water dives to be conducted in the waters of the Long Island area, as well as their students who actually complete such open water dives and receive appropriate certification shall, on application and presentation of proof satisfactory to the Executive Committee or its designee, be entitled to an individual membership in the Association, without payment of dues, for the calendar year in which such certification course was conducted by the Diving Professional or completed by the student.

Group Memberships. Organized diving clubs, dive boats, dive shops, businesses or other organizations or entities may become members of the Association, provided yearly dues as set by the Executive Committee are paid and all other requirements are met as may be set forth by the Executive Committee. It shall be made clear to the Group applying for membership that any such membership does not entitle individual members, employees, or other persons associated with the Group to membership in the Association. A “Group Membership” is entitled to a single vote to be cast by its designee. A “Group Membership” may not hold office but may nominate or second the nomination of any individual otherwise qualified to hold office in the Association. The status of being a member of a group that has a Group Membership shall not be construed as in any manner limiting that person from also being a member of the Association in any other capacity or status, including a membership status that allows voting and holding office.

Honorary Members. The Executive Committee may, at its discretion, grant “Honorary Membership” in the Association to any individual or group, without payment of dues. Honorary members shall not be entitled to hold office or vote. The status of Honorary Member shall not be construed as in any manner limiting the Honorary Member from also being a member of the Association in any other capacity or status, including a membership status that allows voting and holding office. Honorary Membership, from once granted, shall continue until revoked by the Executive Committee.

Member in Good Standing. A “Member in Good Standing” is any member in any category above who has fulfilled all the requirements for membership for the calendar year in which the status of “Member in Good Standing” is examined, including the payment of any and all dues as may be required for that category of membership. The “Executive Committee”, hereinafter defined, shall resolve any dispute as to “Member in Good Standing” status. The Executive Committee may, in its discretion, waive the payment of dues for any member.

Article IV. GOVERNMENT AND ADMINISTRATION:

- A. **Officers.** The officers of the Association shall be a President, an Executive Vice President, a Vice President, a Secretary, and a Treasurer.

- B. **Board of Trustees.** The Board of Trustees shall consist of the Past Presidents of the Association who are members in good standing as well as any other past officers of the Association who are members in good standing and who are appointed to the Board of Trustees by a majority vote of the Members of the Board of Trustees. The Board of Trustees, in a manner it sees fit, shall elect the Chair of the Board of Trustees. The current President, although not a member of the Board of Trustees, shall have a vote in such election. The Secretary of the Association shall be notified in writing as to the identity of the Chair who shall serve at the pleasure of the Board of Trustees. No current Officer of the Association shall be a member of the Board of Trustees
- C. **Executive Committee.** The Executive Committee shall consist of the then current Officers of the Association and Chair of the Board of Trustees.
- D. **Executive Committee Meetings and Voting.** Each member of the Executive Committee shall be entitled to one vote with respect to affairs of the Executive Committee. Any tie vote shall be resolved by vote of the President. The President of the Association shall serve as the Chair of the Executive Committee. Regular meetings of the Executive Committee may be held at each regularly scheduled membership meeting without any specific additional notice to the members of the Executive Committee, subject to quorum requirements. All other meetings of the Executive Committee shall be scheduled by written or such other notice to the members of the Executive Committee as is reasonably designed under the circumstances to *in fact* notify all members of the Committee of the meeting, designating the time; date and place for such meeting. In absence of a specific request to the contrary by a member of the Executive Committee. E-mail Notice shall be deemed sufficient notice. A quorum of the Executive Committee shall consist of a majority of the members of the Executive Committee, but no quorum may be called except at a regular or otherwise properly noticed meeting of the Executive Committee. In addition, a quorum may be called at anytime with unanimous consent of the members of the Committee, recorded by the Secretary, without any additional Notice. Any member of the Executive Committee may call a meeting of the Committee subject to the notice requirements above. The Secretary shall keep minutes of all Executive Committee meetings, record attendance thereat, and record compliance or non-compliance with any notice and quorum requirements. The Executive Committee may permit participation in a Committee meeting, vote, or quorum call by telephone or other method if it deems fit under the circumstances. Such telephone participation shall be recorded by the Secretary.

Article V. CONDUCT OF AFFAIRS:

- A. The administration of the Association and the general management of its affairs shall be vested in the Executive Committee.

- B. The Executive Committee shall have the power to conduct routine Association business, subject to this Constitution and the Association By-Laws. All matters of finance to the extent set forth in the by-laws, changes to this Constitution, changes to the By-Laws of the Association, and the election of officers must be submitted to the general membership at the general membership meetings which will be held monthly, except in the month of December, or as otherwise set forth in the by-laws.
- C. The Board of Trustees shall serve in an advisory capacity to the Executive Committee and shall ensure the enforcement of the Constitution and By-Laws. It shall have veto power over any action by the President or Executive Committee that is in conflict with the Constitution or By-Laws. Any exercise of a veto by the Board of Trustees must specifically cite the Constitutional provision or By-law deemed to be violated in a writing signed by a majority of the Board of Trustees and transmitted to the Secretary of the Association. The members of the Board and the President shall elect the Chairman of the Board of Trustees as set forth above.

Article VI. REMOVAL OF OFFICERS

Any officer, including the President, may be removed from office by a unanimous vote of the members of the Executive Committee other than the Officer subject to removal proceedings. Any such removal shall be recorded by the Secretary in the minutes and shall be reported promptly to the membership, no later than the next regular membership meeting. A Special Election to fill any vacancy resulting from removal shall be held as soon as practical.

BY-LAWS

Article I. DEFINITIONS AND TYPES OF MEMBERSHIP:

General Membership

As set forth in Article III of the Constitution Membership will be open to the following:

Individual and Family Memberships. An individual shall be eligible for membership as an "Individual Member." "Family Memberships" are available to members of a family or other members of the same household who live together at a common address. Annual

Dues for “Individual Members” and “Family Memberships” shall be as set from time to time by the Executive Committee of the Association.

Long Island Dive Professional and Dive Student Membership. Agency Certified Diving Professionals who are actually conducting dive certification classes at any level that require open water dives to be conducted in the waters of the Long Island area as well as their students who actually complete such open water dives and receive appropriate certification shall, on application and presentation of proof satisfactory to the Executive Committee or its designee, be entitled to an individual membership in the Association, without payment of dues, for the calendar year in which such certification course was conducted by the Diving Professional or completed by the student.

Group Memberships. Organized diving clubs, dive boats, dive shops, businesses or other organizations or entities may become members of the Association, provided yearly dues as set by the Executive Committee are paid and other requirements are met as may be set forth by the Executive Committee. It shall be made clear to the Group applying for membership that any such membership does not entitle individual members, employees, or other persons associated with the Group to membership in the Association. A “Group Membership” is entitled to a single vote to be cast by its designee. A “Group Membership” may not hold office but may nominate or second the nomination of any individual otherwise qualified to hold office in the Association. The status being a member of a Group that has a Group membership shall not be construed as in any manner limiting that person from also being a member of the Association in any other capacity or status, including a membership status that allows voting and holding office.

Honorary Members. The Executive Committee may, at its discretion, grant “Honorary Membership” in the Association to any individual or group, without payment of dues. Honorary members shall not be entitled to hold office or vote. The status of Honorary Member shall not be construed as in any manner limiting the Honorary Member from also being a member of the Association in any other capacity or status, including a membership status that allows voting and holding office.

Member in Good Standing. A “Member in Good Standing” is any member in any category above who has fulfilled all the requirements for membership for the calendar year in which the status of “Member in Good Standing” is examined, including the payment of any and all dues as may be required for that category of membership. The “Executive Committee”, hereinafter defined, shall resolve any dispute as to “Member in Good Standing” status.

Article II. ASSESSMENTS AND FUNDS:

Section 1. Annual dues for membership shall be set by the Executive Committee on a yearly basis but no later than November 1 of the year preceding the calendar year of membership. The Executive Committee may waive the dues of any member for reasons recorded in the minutes of any Executive Committee meeting.

Section 2. The funds and property of the Association shall be used only for such purposes as are approved by the Executive Committee and as may be necessary to transact, properly manage and conduct Association business and which are consistent with the 501 (C)(3) status of the Association.

Section 3. The funds and property of the Association are for the legitimate purposes of the Association and cannot be divided among or used for the benefit of any member or group of members. Should the Association dissolve, its funds, property and any other assets remaining after the satisfaction of any and all outstanding liabilities and debts shall be disposed of in a manner consistent with the 501 (C) (3) status of the Association and as approved by the membership by majority vote at a meeting specifically announced at least 3 months in advance and specifically noticed for that sole purpose.

Section 4. The Association shall remain active until a vote to dissolve is approved by the Executive Committee and the membership and any remaining property or funds are distributed as set forth in Section 3 above.

Article III. OFFICERS:

Section 1. Any individual member, family member, Long Island Dive Professional Member or Dive Student Member in good standing shall be eligible for office in the Association. The officers of the Association shall be the President, Executive Vice President, Vice-President, Secretary, and Treasurer. The officers shall be nominated at the regular monthly meeting of the Association during the month of January and elected by secret ballot cast by the members in good standing eligible to vote at the regularly scheduled meeting of the Association for the month of February. Newly elected officers shall assume office at the regular monthly meeting of the Association during the month of March and shall serve for a period of one (1) year, or until a successor is elected to and assumes office.

Section 2. No Officer shall solicit or accept any gratuity, discount or other matter of value (hereinafter referred to as a “perk”) from any boat, shop, business, or other individual, entity or organization which is not otherwise available to all members in good standing of the Association. Nothing herein however shall be construed as preventing any Officer who is in any manner employed by or associated with or serving as an independent contractor for any boat, shop, business, or other individual or entity, or a member of any other group or organization, from accepting any such “perk” to the extent that it would be available to such Officer without regard to his or her status as an Officer of the Association. Any association with any such boat, shop, business, individual or other entity or organization which may result in a “perk” shall be made known by that Officer or nominee for office to the members of the Executive Committee before acceptance of any nomination for office, as well as the nature of any such “perk” offered, received or reasonably anticipated to be received after nomination or election.

This provision shall not be construed as prohibiting an officer from accepting a “perk” believed by the Officer, in good faith, as being offered for the good of the

Association or to benefit the status of the Association in the dive community. In any such instance, the Officer who is offered the “perk” shall, if practical considerations permit, report the offer to the members of the Executive Committee who shall approve or disapprove the acceptance of the “perk” in advance of its acceptance. If such a procedure is not, in the good faith judgment of the Officer, practical under the circumstances, the Officer may accept the “perk” but shall report its content and acceptance in detail to the Executive Committee at the next meeting of the Committee. The Committee shall then retroactively approve or disapprove the acceptance of the “perk”. If the Committee retroactively disapproves a “perk” which was accepted in good faith by an Officer, the provider of the “perk” shall be reimbursed for the fair value of the “perk” from Association funds. All approval or disapproval of “perks”, whether prospectively or retroactively, shall be recorded in the minutes of the Executive Committee meeting at which the “perk” was revealed.

Any violation of this provision or its “good faith” requirements shall be grounds for removal from office as set forth in the Constitution and further result in ineligibility to hold future office in the Association

Article IV. DUTIES OF OFFICERS:

Section 1. President.

The Association President shall be responsible for the enforcement of these By-Laws. The President is empowered and shall do as follows:

- A. Preside at all Association Meetings and Executive Committee Meetings and preserve order.
- B. Decide all questions of order and have the deciding vote in case of a tie vote at all Association Meetings and Executive Committee Meetings.
- C. Require that all other Officers perform their duties.
- D. Fill all vacancies by appointment, including any vacancy in the Board of Officers in the event of resignation or removal of an officer. Any office which has not been filled at the prior election shall be the subject of a Special Election called to fill the vacancy and shall remain vacant until a candidate is elected. The President however may designate any Officer other member in good standing to carry out the duties of the vacant position until it is filled by election. Such designee, if not already a member of the Executive Committee, shall not have a vote on that Committee but may attend Committee meetings.
- E. Appoint all committees and act as an *ex-officio* member of all committees, and see that all committees perform the duties assigned to them.

- F. Require that all Association funds be deposited in a reputable bank in the name of the Association, subject to withdrawal by check signed in the name of the Association by the Treasurer or President.

Section 2. Executive Vice-President and Vice President.

The Executive Vice President and Vice-President shall assist the President in the discharge of the President's duties and shall fill that position (Executive Vice President first in succession) in case of the President's absence, and shall perform other duties as may be required by these by-laws or the President.

Section 3. Secretary.

The Secretary shall keep correct minutes of each meeting of the Association and the Executive Committee and make them available to all members in good standing of the Association on request, shall maintain a record of members, Association applications and committee assignments and shall maintain and answer all correspondence in accordance with instructions given by the membership or the President and shall maintain the record of attendance of members and officers at all regular monthly Association meetings and Executive Committee meetings, shall make available all Association records to the members of the Executive Committee, and perform such other duties as may be required by these by-laws or the President. Minutes of each regular or Executive Committee meeting are to be approved at the following meeting. Any dissent with respect to the accuracy or content of the minutes is to be recorded in the minutes of that meeting and shall identify the dissenter and the nature of the dissent as to the accuracy of the minutes.

Section 4. Treasurer.

The Treasurer shall receive all monies collected, maintain all banking records of money deposited in and disbursed from the Association's accounts and shall maintain all records and accounts of the Association. The Treasurer shall make no disbursements without sanction of the Executive Committee, except for payment of regular or standing bills. The Treasurer shall submit a "balance" and "bills unpaid" financial report at all regular monthly membership meetings reflecting all accounts as reflected in the most current statement available to the Treasurer, including any "PayPal" or other electronic account. A full and detailed financial report shall be submitted at the January and June Association meetings and at such other times as may be reasonably requested by the President or the Executive Committee. The Treasurer shall also cause to be filed and drafted any tax returns or other documents required by law or custom to be filed. The Executive Committee may authorize the retention of any qualified professionals as may be necessary to accurately and timely make any such filings. The Treasurer shall maintain all bank statement and other financial records throughout the Treasurer's term of office which records shall be made available to any

Officer or Executive Committee member for inspection at reasonable times and places as may be requested. All such records and statements shall be promptly passed on to the Treasurer's successor in office.

Article V. EXECUTIVE COMMITTEE:

Section 1. Powers. In addition to its other powers, the general management of the affairs of the Association shall be vested in the Executive Committee. It shall have the power to transact routine business between regular monthly meetings and to authorize expenditure of Association funds for the regular business and activities of the Association.

Article VI. OFFICER NOMINATIONS AND ELECTIONS:

Section 1. Eligibility Any member in good standing in any category of membership eligible to hold office as set forth in the Constitution is eligible to nominate his or her self or any other eligible person for any Office in the Association. A member in good standing who is eligible to vote must second all nominations.

Section 2. Eligibility Certification. The Executive Committee shall certify nominated candidates as eligible for election to office in the Association. Such passing upon the qualifications for nomination to office shall be made at the regular meeting of the Executive Committee during the month of January. Nomination shall remain open until the close of business of the January meeting.

Article VII. MEETINGS:

Section 1. Regular Meetings. General Membership and Executive Committee meetings will be held on a monthly basis throughout the year except in the month of December, for the purpose of conducting regular Association business. Executive Committee meetings may be conducted as a part of the General Membership meeting or, at the request of any Executive Committee member, separate from the General Membership meeting. Minutes of General Membership and/or Executive Committee meetings, on request, shall be made available to any member in good standing

Section 2. Meeting Times and Places. Meetings will be held on the third Wednesday of each month at such place and time as determined by the Executive Committee.

Section 3. Special Meetings of the Executive Committee. Any member of the Executive Committee may call a Special Meetings for a specific purpose. No other business may be transacted other than that for which the Special Meeting was called and noticed without unanimous consent of the Members of the Committee. All such meetings shall require Notice and a Quorum as set forth in the Constitution. Minutes shall be kept. Minutes of the meeting shall be distributed to all Executive Committee members and approved as accurate and complete no later than the next Executive Committee meeting.

Section 4. Quorums. A quorum of the Executive Committee shall consist of a majority of the Executive Committee members. A quorum of any other committee shall be as set forth by the President of the Association on appointment of the Committee or as declared by the Chair of the Committee if so empowered to declare a quorum by the President on establishment of the Committee. In absence of any designation by the President, a quorum shall require a majority of the Committee members.

Article VIII. AMMENDMENTS:

Section 1. These by-laws become effective upon approval by the members.

Section 2. These by-laws and all acts and proceedings which in the future and in due course may be enacted, shall be absolutely binding on all Association Officers and members.

Section 3. These by-laws can be amended or changed only by written proposed amendment submitted and read at two (2) regular meetings of the Association, and decided at the second meeting by a majority of the members present and voting.

Section 4. All previous by-laws are hereby rescinded.