

South Florida Underwater Photography Society, Inc.
BY-LAWS

ARTICLE I: MEMBERSHIP

Section 1: Membership is open to anyone who will abide by the laws of the Club and who expresses a desire and willingness to be dedicated to the purpose herein stated. Participants in club-sponsored dives must be certified by an internationally recognized certification agency.

Section 2: Regular membership shall be conferred upon all persons applying for membership after the date of ratification of the constitution. Regular membership will be entitled to one vote for each member present at the time of any general membership meeting and to any and all other rights and privileges according to the By-laws, provided they are not in arrears or delinquent in their dues.

Section 3: Honorary memberships will be limited to those persons who wish to be affiliated with the Club, but who will not be required to pay dues. Honorary members will be entitled to the same benefits as regular members, except the eligibility to hold office on the Board of Directors. Honorary membership may be granted by vote of the Board of Directors to persons or members who have demonstrated outstanding and continued service to the Club. Honorary memberships shall be considered for renewal on an annual basis by vote of the Board of Directors.

ARTICLE II: NEW MEMBERS

Section 1: Application for membership shall be made in writing, on a form of application approved by the Board of Directors and shall be signed by the applicant and his/her legal guardian if the applicant is a minor.

Section 2: The applicant shall be provided with a copy of the Constitution and By-Laws of the Club and his/her signature on the application shall constitute certification that:

- a. The applicant has read and agrees to abide by the Club's Constitution and By-Laws;
- b. The applicant, personal representatives, guardians or heirs will not hold the Club or any of its officers and members liable for damages for any loss or injury suffered while participating in a Club function; and
- c. That the applicant shall never needlessly, wantonly, or uselessly kill or destroy marine or freshwater wildlife, provided that nothing herein shall prohibit the taking, spear-fishing, or otherwise hunting of wildlife as permitted by applicable

fish and game laws and in a manner calculated not to endanger persons or property.

ARTICLE III: DUES AND FINANCIAL RESPONSIBILITIES OF MEMBERS

Section 1: Annual dues shall be payable at the January regular membership meeting, and become delinquent if not paid by the conclusion of the February meeting. Thereafter, members whose dues remain unpaid shall automatically be deemed inactive.

Section 2: The Board of Directors shall determine annual dues.

Section 3: As used in this article, members of a family eligible for the family membership shall include persons residing in the same household and children of a Club member. Other cases of family membership eligibility shall be determined by the Board of Directors on an individual basis.

Section 4: Members shall be responsible for all expenses incurred by the Club due to their negligence. This includes, but is not limited to, broken equipment (except normal wear), lost library books and returned check charges.

Section 5: Dive trip costs are determined by the number of people going on a trip. When a member cancels, the entire price structure of the trip may be affected. Therefore, if a member cancels, they will be obligated for any additional costs to the extent that they occur, unless they can arrange for a qualified replacement.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: The affairs of the Club are to be governed by the Board of Directors (hereinafter referred to as the "Board"), except as specified in the By-Laws.

Section 2: The Board shall be comprised of all elected and appointed officers.

Section 3: Each member of the Board shall be entitled to one vote. On Board votes, only those officers present at the Board meeting shall be counted as voting.

Section 4: The Board shall govern the Club in accordance with its Constitution and By-Laws.

Section 5: The Board shall serve as a nominating committee.

ARTICLE V: ELECTIONS AND ELECTED OFFICERS

Section 1: The following officers shall be elected by the membership:

- a. President
- b. 1st Vice President - Competitions/Programs
- c. Treasurer
- d. Newsletter Editor
- e. Membership
- f. Secretary
- g. Internet/Web site
- h. Three Directors at Large

Section 2: The Board at the November general membership meeting shall present Nominations of officers to the membership. Nominations from the floor shall be accepted at the October general membership meeting and will remain open until immediately before the October Board meeting.

Section 3: Elections shall be conducted by a show of hands. Those candidates receiving a plurality of the vote at the November general membership meeting shall be deemed elected. If a member can not attend the general membership meeting, an absentee ballot may be mailed in advance of the vote. In the absence of either of the above, a member's non-response will be considered an abstention. There shall be no voting by proxy.

Section 4: Installation of officers-elect shall take place in January.

Section 5: Elected officers shall serve for one-year terms and may succeed themselves.

Section 6: Vacancies on the Board occurring in mid-term shall be filled by appointment of the President with the approval and confirmation by the elected officers for the remainder of the term.

Section 7: In the event there exists a vacancy on the Board for which there is no person available to fill the position, the President may reassign the duties of said position to other Board members as necessary until an appointee becomes available.

Section 8: All announcements of nominations, elections, candidates and vacancies on the Board shall be made in the Club news letter.

Section 9: In the absence of the President, the order of succession shall be: 1st Vice President, Treasurer, and Secretary.

ARTICLE VI: APPOINTED OFFICERS

Section 1: The President with the approval and confirmation of the elected officers shall appoint additional officers as deemed appropriate by the Board.

Section 2: Appointed officers may be removed by a majority vote of the Board.

ARTICLE VII: DUTIES OF BOARD MEMBERS

Section 1: President

- a. Exercises overall leadership of the Club's activities
- b. Shall call, preside at and be responsible for the agenda of all general membership and Board meetings
- c. Ensures that all officers and committees exercise their responsibilities in accordance with the Constitution and By-Laws
- d. Represents the Club as its official spokesperson in all media and public relations events or assigns a designee to act in this capacity
- e. Arranges the scheduling of programs and guest speakers for general membership meetings
- f. Shall arrange for Club meeting facilities
- g. Maintain Club-owned audio/visual equipment and requisitions other equipment needed for general membership meetings
- h. May appoint a Sergeant-at Arms to maintain order at general membership meetings
- i. Writes a monthly newsletter message informing the membership of current Club activities and introducing guest speakers
- j. The President may delegate any of these duties as necessary
- k. Shall respond to all club mail
- l. Shall oversee financial reports

Section 2: 1st Vice President – Competitions/Programs

- a. • coordinates club member slide competitions, including On-the-Day contests, slide critiques, and any annual club member awards made, including that for Club Photographer of the Year
- b. • shall assist the President in procuring guest speakers and equipment for Club meetings and in any other capacity related with activities held in general membership meetings
- c. • Shall be responsible for planning and coordinating all club diving and social activities
- d. • Shall be responsible for promotion of the general safety of club diving activity
- e. • Shall act as club photographer/historian in gathering and preserving the historical record of the club, and maintain a club photo album

Section 3: Treasurer

- a. • Shall collect and disburse all moneys payable to or from the Club
- b. • Shall maintain the financial records of the Club and have same available for inspections at all meetings
- c. • Shall present financial reports at each Board meeting and prepare the annual fiscal report and budget
- d. • Shall prepare or assist any accountant retained to prepare any tax return or other financial forms required by any governmental agency
- e. • Shall maintain a current list of all paid members

Section 4: Newsletter Editor

Shall coordinate the news gathering, typing, editing, printing and mailing of the monthly newsletter.

f.

Section 5: Secretary

- a. Shall record the minutes of all board meetings and have those minutes available for the board upon request.
- b. Promotes club hospitality by greeting guests and members at general membership meetings.
- c. Shall coordinate printed materials needed for club publicity.
- d. Shall coordinate salable assets such as T-shirts and hats.

Section 6: Internet/web site

- a. Shall coordinate the gathering of information and photography for internet/web site
- b. Shall maintain and monitor the web site on a monthly basis

Section 7: Membership

- a. Shall maintain the membership files containing all original membership applications and a current list of all active members.
- b. Shall have available all membership records for all Board meetings
- c. Shall prepare membership brochures as authorized by the Board
- d. Shall publish the membership directory

Section 8: Director at Large

- a. Shall assist the other Board members in performing the duties of the board
- b. Shall replace anyone leaving the board during the year

ARTICLE VIII: ATTENDANCE OF OFFICERS

Section 1: Any officer missing two meetings in a row may be notified by the President that unless he/she attends the next meeting his/her office will be considered vacant, with the exception being extenuating circumstances of severe illness or other matters of a non-recurring nature. For the purpose of this article "meetings" shall mean Board meetings.

Section 2: The Board shall decide whether to excuse an absence as provided in Section 1 of this article, and in the absence of an approved resolution excusing the third consecutive absence, the office shall be deemed vacant at the conclusion of the meeting after the third absence. This automatic procedure for forfeiture of office shall apply whether or not a warning notice was given.

ARTICLE IX: REMOVAL OF MEMBERS AND OFFICERS

Section 1: Membership may be revoked by a three-fourths vote of the Board under the following circumstances:

- a. upon a complaint of conduct of a member which might reflect unfavorably on the Club as a whole
- b. upon the infraction of any diving rule or any willful act endangering or causing harm to another person during a Club-sponsored dive

Section 2: Nonpayment of Club dues results in automatic forfeiture of membership as per Article III, Section 1.

Section 3: Any reapplication for membership by a removed member is subject to the approval of the Board.

Section 4: Impeachment charges of an elected officer must be presented in writing to the board of directors by its President. Impeachment proceedings will be held at the board meeting and a two-thirds vote of the board will be needed for removal of an officer. If the impeachment proceedings are against the President, the 1st Vice President will preside. There shall be no voting by proxy.

ARTICLE X: COMMITTEES

Section 1: The President may appoint a committee chairperson to oversee special activities such as an international photography contest.

Section 2: Chairperson of the committees shall be those officers appointed by the President and confirmed by the Board.

Section 3: Committee members shall be appointed by the committee chairperson and confirmed by the Board.

Section 4: There shall be no minimum number of members on any committee. The Board may determine the maximum membership of any committee. The

Board may remove a committee chairman or abolish a committee after it has been created.

ARTICLE XI: MEETINGS

- Section 1: General membership meetings shall be held on the second Tuesday of each month unless the Board determines that any particular meeting will conflict with a holiday, or a club function, in which event the meeting will be held on the following Tuesday. In the event the meeting will conflict with the availability of a guest speaker, the Board may change the time or date of a meeting to accommodate a speaker.
- Section 2: No smoking will be allowed during the business and program functions of any indoor general membership meeting.
- Section 3: All members are responsible for maintaining appropriate and courteous conduct during general membership meetings.
- Section 4: Members are responsible for the conduct of their guests at general membership meetings. The Board reserves the right to censure or remove a guest or member displaying improper conduct.
- Section 5: The Board shall meet on a quarterly basis at a site and on a day of the month as determined by the Board.
- Section 6: Members are welcome to attend Board meetings.
- Section 7: Special meetings of the Board may be called by the President, or four members of the Board, on at least three days notice.
- Section 8: A quorum for Board meetings shall consist of six officers.
- Section 9: A quorum for general membership meetings shall consist of 20 members, or 1/3 of the total membership, whichever is less.
- Section 10: Once a quorum is established, it shall not be deemed broken by the absence of members or officers before adjournment.

ARTICLE XII: EXPENDITURES

- Section 1: No Club funds shall be expended or committed without prior authorization, by vote, of the Board or the membership. No reimbursement by the Club shall be made to any person for any unauthorized expenditures made.

Section 2: Notwithstanding the provisions in Section 1 of this Article, the appropriate officers shall be authorized to make those routine expenditures (e.g. cost of the meeting room, newsletter printing and mailing) considered necessary in the normal functioning of the Club, without giving prior notice. The Board shall determine which expenses shall be considered routine, reasonable in amount and which officers shall be authorized to make them.

Section 3: A budget shall be prepared and approved by the Board in advance for those Club expenses or activities not considered routine by the provisions of Section 2 of this article. The Board shall determine which officers or members shall be authorized to make such expenditures. In no event shall any officer or member expend or commit to expend any Club funds, nor receive reimbursement for any out-of-pocket expenses made which exceed 20% of the amount budget for the purpose(s) described herein, without prior approval of the Board.

Section 4: Reimbursement shall be made to those persons for out-of-pocket expenses made on the Club's behalf, for the purposes of, and within the described limits of, Section 2 and 3 of this article. Any request for reimbursement by a member shall be accompanied by appropriate documentation (e.g. sales receipts, canceled checks, expense logs, etc.) clearly evidencing the expense and the purpose for which it was made.

ARTICLE XIII: FISCAL YEAR

The Club shall operate on a fiscal year basis, which shall coincide with the calendar year.

ARTICLE XIV: AMENDING THE CONSTITUTION AND BY-LAWS

Section 1: The constitution and its by-laws may be amended, altered or rescinded by a two-thirds vote of the board.

Section 2: The board shall notify the membership of the changes to the constitution or by-laws in the club newsletter preceding the next general meeting.