

# DOLPHIN DIVERS OF SACRAMENTO

## **BY-LAWS**

ADOPTED: March 18, 1985

AMENDED: April 16, 2008

### **ARTICLE I**

#### NAME AND INCORPORATION

##### Section 1 - Name:

The name of this organization shall be Dolphin Divers of Sacramento, Incorporated. For all purposes, this name may be abbreviated to read "D.D.S." or "the club".

##### Section 2 - Incorporated:

The Club as incorporated under the laws of the State of California on March 18, 1985.

### **ARTICLE II**

#### PURPOSE:

The purpose of D.D.S. is to provide members the opportunity to participate in social activities involving, but not limited to, sport SCUBA diving regardless of age, race, sex, religious creed, color, national origin or ancestry, and to promote the safety of sport diving.

### **ARTICLE III**

#### FISCAL YEAR:

The fiscal year of D.D.S. shall begin on April first of each year and end on March thirty-first of the following year.

### **ARTICLE IV**

#### MEMBERSHIP

##### Section 1 - Application for Membership:

Any person seeking membership shall file an application for the classification they seek. Subject to approval by the Board of Directors and payment of dues by the applicant (if necessary); an applicant shall become a member of the Club.

##### Section 2 - Classification:

- a. Regular Membership: Any individual may, upon written application, payment of the annual dues, and upon compliance with the requirements of the D.D.S., become a member of the D.D.S.
- b. Family Membership: All Family Members must be a member of the immediate family of a member of D.D.S., residing in the same household. A Family Membership must pay specified annual dues. Each Family membership is issued 2 membership cards with voting privileges. Each Family Member is afforded full membership rights with respect to participation in member only events.
- c. Student Membership: Each Student Membership must be a full time student in an accredited school or university and be under the age of 24. A Student Member must pay specified annual dues. A Student Member is accredited full membership privileges.
- d. Honorary Membership: A person designated by the Board of Directors, who has participation in the club activities, except voting privileges.

- e. Lifetime Membership: A person designated by the Board of Directors for exemplary service to Dolphin Divers of Sacramento. Lifetime Membership includes all the rights and privileges of regular members. All membership dues are waived for Lifetime Members.
- f. Member of the Year: Voted for by the general membership at the November general meeting during the previous year. Member of the Year enjoys all rights and privileges of general members. Dues are waived for one year.

Section 3 - Guests: A guest may participate in club activities, which are not limited to members only, after signing a “Guest Liability Waiver”, and may scuba dive upon proof of certification, for a period of time not exceeding two consecutive months commencing on initial visit. The initial visit commencement of the two consecutive month period shall not renew during the fiscal period from April 1 through March 31.

Section 4 - Membership Dues: The Board of Directors shall set dues for each class of membership (where dues are applicable) annually. Dues for each membership year are due and payable April 1 and become delinquent if not paid by the first of the following month.

Section 5 - Misconduct: The Board of Directors shall have full power to suspend or expel any member for any misconduct or acts wheresoever or whensoever committed, which in the sole opinion of the Board of Directors are prejudicial to the reputation or best interests of the Club. Suspension or expulsion from membership shall be accomplished as follows:

- a. The Board of Directors shall give the accused member a brief written statement of charges preferred against him and the time and the place that the Board will hear the charges. The Secretary shall mail the statement to the member at his last known address. Hearing shall be held within thirty days from the date of notice.
- b. At the hearing, any member, director, or officer of the Club may state the charges. The accused member shall have the right to answer the charges and offer his defense or to submit his resignation.
- c. Within ten days after the hearing ends, the Board of Directors shall decide to dismiss the charges or to suspend or expel the member. Such decision shall be final, and the Secretary shall give notice thereof to the member as provided in paragraph (a) above.

Section 6 - Meetings:

Monthly meetings of the membership will be held. The Board of Directors shall meet monthly. The Board of Directors shall determine the time and place for such meetings.

A special meeting of the membership may be called by the Board of Directors or upon a petition signed by 25% of members entitled to vote.

Quorum: A quorum shall consist of 25% of members entitled to vote.

Section 7 - Planned Activities:

Club Event: For an activity to qualify as a “club event”

- 1. There must be at least one article published in the club newsletter, “Current Bubbles” before the activity.

2. The activity must be discussed at a general meeting.
3. At least three (3) club members must participate in the activity.

Group Campsites: For those activities in which the D.D.S. pays in full for the usage of a group campsite, only D.D.S. members and their guests will benefit.

Charter Boat Dives: D.D.S. will give its members and their guest as defined in Section 3, reservation priorities for Charter Boat dives. Each D.D.S. member will be allowed one guest. Any open reservation will be presented to the General Public in the form of a waiting list.

Proof of scuba diver certification from any national or international agency must be presented and approved by any member of D.D.S.

Reservation deposits will be taken from the membership upon announcement and a specified date will be set for receipt of payment-in-full. Reservations will not be held without a deposit. If full payment is not received by the date specified, the name will be dropped from the list. The reservation deposit will be refunded if the Charter is completely booked. D.D.S. members will always have the first opportunity to participate in a boat charter. The General Public will be given last priority.

Exception: The board of Directors may designate an activity open to non-members.

#### Section 8 - Contests:

##### THE HOWARD PEARSON MEMORIAL ABALONE CONTEST

Rules: 1. The entry must be taken during a club activity.

2. An entrant must be a paid member.
3. The standard measuring device adopted by the Board of Directors must be used.
4. Any measuring must have one Club Officer or designee confirm the measurement.
5. Abalone will be measured at maximum diameter.
6. All California Fish and Game Regulations must be observed.
7. The first place winner's name will be placed on a perpetual trophy, which will be displayed in a prominent place as determined by the board of Directors.

##### BIG FISH SPEARFISHING CONTEST

Rules: 1. Entry must be taken at a club activity.

2. An entrant must be a paid member.
3. Fish will be weighed on a standard measuring device adopted by the Board of Directors.
4. Any measuring must have one Club Officer or designee confirm the measurement.
5. All California Fish and Game Regulations must be observed.
6. Only dives North of Yankee Point will count in the Big Fish Contest.
7. The first place winner's name will be placed on a perpetual trophy and will be displayed in a prominent place.

##### DOLPHIN DIVERS OF SACRAMENTO PHOTOGRAPHY CONTEST

Categories: 1. Above water taken at a club event.

2. Below water taken at a club event.

3. Open category; Any photograph of general interest taken anytime during the previous 12 months.

Rules: 1. All photos must have been taken within the preceding 12 months.

2. An entrant must be a paid member and have personally taken the photograph.

3. Each member is limited to two entries.
4. Photographs will be judged by the general membership at the November general meeting.

## **ARTICLE V**

ASSUMPTION OF RISK: D.D.S. members attending any Club activity or exercising any right or privilege incident to membership in the Club shall do so at their own sole risk and hazard, and every member by applying for and accepting membership in the Club assumes all risk and hazard and agrees to hold the Club and all of its members, officers and directors, harmless and free from liability of any kind or nature and resulting from any injury, loss or cause whatsoever.

Parents and guardians of all minor members likewise by acceptance of membership of such minors assume all risks and hazards incident to such membership and agree to hold the Club and its officers, directors and members free and harmless from any liability whatsoever.

A guest at any Club activity assumes all risks and hazards and must sign a guest liability waiver. Guest agrees to hold the Club, its officers, directors, and members free and harmless from any liability whatsoever.

PROPERTY: Legal title to all property and assets is vested in members of the Club in good standing. All such property and assets shall be in the custody and control of the Board of Directors, and no member shall have any individual right therein.

## **ARTICLE VI**

### BOARD OF DIRECTORS

Section 1 - Members: The property and business of the Club shall be managed by the Board of Directors consisting of either members duly elected by the membership of the Club, or appointed by the Board of Directors in accordance with the provisions of this Article.

CONTRACTS: Legally binding contracts may only be signed by Board of Directors members who are authorized to sign checks. No Board of Directors Member may sign a check made out to himself/herself or a contract for an event they are leading or product that they are receiving.

CHECKS: Only the President, Vice-President, and Treasurer have the authority to sign checks.

Section 2 - General Powers: The Board of Directors shall have general powers to receive and expend monies of the Club, to enter into contracts and agreements, and to do all things necessary to accomplish the purposes of the Club. The Board of Directors shall have the right to make such rules as it deems necessary to regulate and control all Club activities. Directors shall not be held liable for acts of commission or omission done in good faith. Appointed members of the Board of Directors shall have all rights and responsibilities of elected Board members, including the right to vote on club business.

Section 3 - Terms of Offices: Term of office of each director shall be one year. Term of each director shall begin following the annual election to be held each April. Interim vacancies shall be filled by vote of a majority of remaining members of the Board of Directors. A director so chosen shall complete the unexpired term and must be a current regular or associate member of the Club in good standing.

Section 4 - Board Member Limitation: The office of a Board Member shall be ipso-facto vacated:

- a. If by notice in writing to the Club he resigns his office.

- b. If he no longer is a Club member.
- c. If he misses two consecutive Board meetings without a valid excuse. Valid excuse shall be defined for the case in question by a majority vote of a quorum of the Board of Directors.

Section 5 - Voting: A quorum must be present for a vote to be valid. A quorum shall consist of 2/3 of the Board of Directors. A passing vote shall be a simple majority of the Board present. A tie vote will be a No Pass Vote.

Section 6 - Elections: Members of the Board of Directors shall be elected by the membership of the Club except that the Editor, Promotions Chairperson, Webmaster and the Club Historian positions shall be filled by appointment at the approval of the majority of the elected Board Members. The elections will take place during the first general meeting of the fiscal year and must be voted on by a quorum consisting of at least 25% of the members eligible to vote.

The President will appoint a nominating committee to present a slate of candidates. The nominating committee shall be made known to the general membership at the general meeting prior to the election meeting. The committee shall contact possible candidates and ascertain their willingness to serve. It will also consider all candidates suggested to them by regular members. The nomination committee shall present a slate of candidates on the date of election. Further nominations may be made after the slate is presented at the election meeting. The nomination committee shall be in charge of holding the election and counting the votes. Voting by the membership shall be by written secret ballot.

Section 7 - Committees: The President, with the approval of the Board of Directors, shall appoint such committees and chairpersons as may seem necessary, and confer such powers as may be necessary, to accomplish the purposes of the committees. Any member entitled to vote may be appointed to serve as member or chairperson of any committee and shall serve at the discretion of the Board of Directors. The President shall be an ex-officio member of all committees, except the Nomination Committee.

## **ARTICLE VII**

Section 1 - Officers: The officers of the Club are: President, Vice President, Secretary, Treasurer, Dive Safety Officer, Activity Chairperson, Editor, Promotions Chairperson, Historian, Webmaster, six members-at-large, and the Past President.

Section 2 - Duties of President and Vice President: The President shall be chief officer of the Club and shall preside at all meetings of club members and of the Board of Directors, and shall generally perform all duties of such office. In the absence of the President, the Vice President, shall assume and perform the duties of the President. In the absence of the President and Vice President, the Board shall elect an acting President to perform the duties of President. The President and Vice-President are authorized to sign checks and contracts on behalf of the membership.

Section 3 - Duties of Secretary: The Secretary shall issue all notices, keep a record of all meetings and members, and perform such other duties as the Board may require.

Section 5 - Duties of Treasurer: The Treasurer shall keep and maintain a complete and accurate

account of all financial affairs and transactions of the Club and shall have custody of all monies of the Club.

With approval of the Board of Directors, the treasurer shall select a depository of such monies; shall pay all proper bills and debts of the Club, keeping proper vouchers thereof. Disbursements of monies will be approved by another officer. The Treasurer is authorized to sign checks and contracts on behalf of the membership.

The treasurer shall present a monthly financial statement at the Board of Directors meetings, and as required by the Board of Directors.

The treasurer may be bonded in an amount determined by the Board of Directors. The Board of Directors shall select a reputable bonding company for this purpose and the premium therefore shall become a proper charge against the Club treasury. The Board of Directors shall review the financial records of the Club annually, and any fee for such audit shall become a proper charge against the Club treasury.

The treasurer will be responsible for filing all necessary documents with the respective agencies and he or she will also be responsible for filing the Club's tax returns annually.

Section 4 - Dive Safety Officer: The Dive Safety Officer is required to maintain club safety equipment in good working condition and provide such to event leaders prior to the event. The Dive Safety Officer shall have authority to cancel a dive if deemed unsafe. If the Dive Safety Officer feels that a member or guest is diving with unsafe equipment or under unsafe conditions, they will be asked not to participate in the Club activity. If in attendance, the Dive Safety Officer shall have overall control of any Club dives. Otherwise, the event coordinator and any Board members present shall make safety decisions.

Section 6 - Promotions Chairperson: The Promotions Chairperson shall be appointed by the elected members of the Board of Directors. The Promotions Chairperson shall be responsible for creating, ordering, maintaining, and selling official Club apparel and other promotional items.

Section 7 - Club Historian: This position is appointed by the elected members of the Board of Directors. The Club Historian shall maintain and develop records of Club activities from a historical perspective.

Section 8 - Members at Large (6 elected): Members-at-Large shall meet as Directors and participate in the governing functions of the Board of Directors. The Past President shall serve also as a Member at Large.

Section 9 - Activity Chairperson: The Activity Chairperson shall be the only permanent member of the Activity Committees, which consist of the membership. As chairperson of the Activity Committee, the Chairperson is responsible for maintaining the club calendar of events.

Section 10 - Newsletter Editor: The Newsletter Editor shall be appointed by the elected members of the Board of Directors. The Editor shall be responsible for creating and distributing a monthly newsletter to club members and supporters.

Section 11 – Webmaster: The Webmaster shall be appointed by the elected members of the Board of Directors. The Webmaster shall be responsible for maintaining the club website on a timely basis.

## **ARTICLE VIII**

### **GENERAL RULES AND REGULATIONS**

1. All diving will be conducted under recognized safe diving practices. Members of D.D.S. will be required to comply with safe diving practices and the equipment recommendations of any diving certification agencies.
2. Any illegal activities will not be tolerated at any Club function.
3. Members and guests must maintain their behavior in accordance with the norms of the group activity.
4. The outgoing Board of Directors shall remain as untitled members of the Board of Directors for a period of sixty days following the election with full voting rights.
5. Membership is not transferable.

## **ARTICLE IX**

**AMENDMENTS TO THE BY-LAWS:** These by-laws, of any part thereof, may be amended or repealed at any time by the affirmative written assent of 2/3 of the "members" voting or 1/2 of the "members" entitled to vote, whichever is greater.

## **ARTICLE X**

**DISSOLUTION:** Upon dissolution of the Club for any reason whatsoever, any Club property shall be distributed to the Divers Alert Network.