



CUDA DIVERS

Capital Underwater Divers Association

Club Bylaws

BYLAWS OF Capital Underwater Divers Association – CUDA DIVERS

ARTICLE I — NAME AND PURPOSE

Section 1 — Name:

The name of the organization shall be: **Capital Underwater Divers Association – hereafter known as “CUDA DIVERS”**

Section 2 — Purpose:

CUDA DIVERS is organized exclusively for recreational, charitable, scientific and educational social purposes.

The purpose of this non-profit corporation:

CUDA DIVERS is dedicated to promoting safe no-decompression SCUBA diving, organized travel and environmental/aquatic protection. CUDA DIVERS purpose; through advocacy, education, and training strives to strengthen SCUBA knowledge, skills and recreation. The mission of CUDA DIVERS is to organize, encourage, and network certified SCUBA divers in northeast Kansas and around the world.

ARTICLE II — MEMBERSHIP

Section 1 — Eligibility for membership:

Application for voting membership shall be open to **any certified/qualified SCUBA diver. Non-voting membership is open to persons who are not certified SCUBA divers.** Membership is granted after completion and signed acceptance by two executive board members and full payment of annual dues.

Section 2 — Annual dues:

The amount required for annual dues shall be \$30 individual, \$50 per married couple or \$60 per family (3 or more) each year. 3 year dues are \$75 individual, \$125 per married couple or \$150 per family (3 or more), unless changed by a two-thirds majority vote of the members at an annual meeting. Continued membership is contingent upon being up-to-date on proper conduct, SCUBA certification and membership dues.

Section 3 — Rights of members:

Each member shall be eligible to represent and cast the member's vote in association elections and club decisions.

Section 4 — Resignation and termination:

Any member may resign by filing a written resignation with the secretary/treasurer. Resignation shall not relieve a member of any unpaid dues, or other charges previously accrued. A member can have their membership terminated by a two-thirds majority vote of the membership.

Section 5 — Non-voting membership:

The board shall have the authority to establish and define non-voting categories of membership.

ARTICLE III — MEETINGS OF MEMBERS

Section 1 — Regular meetings:

Regular meetings of the members shall be held **bi**-monthly, at a time and place designated by the president.

Section 2 — Annual meetings:

An annual meeting of the members shall take place in the month of **December**, the specific date, time and location of which will be designated by the president. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

Section 3 — Special meetings:

Special meetings may be called by the president, the Executive Committee, or a simple majority of the club members. A petition signed by fifteen percent of voting members may also call a special meeting.

Section 4 — Notice of meetings:

Electronic notice of each meeting shall be given to each voting member, by email, not less than two weeks prior to the meeting.

Section 5 — Quorum:

The members present at any properly announced meeting shall constitute a quorum.

Section 6 — Voting:

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE IV — BOARD OF DIRECTORS

Section 1 — Board role, size, and compensation:

The board is responsible for overall policy and direction of the association and will delegate responsibility of day-to-day operations to the staff and committees. The board shall have up to 5, but not fewer than 3 members. The board receives no compensation other than reasonable expenses incurred.

Section 2 — Terms:

All board members shall serve a one-year term, but are eligible for re-election for up to five consecutive terms.

Section 3 — Meetings and notice:

The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance.

Section 4 — Board elections:

New directors and current directors shall be elected or re-elected by the voting representatives of members at the annual meeting each **December**. Directors will be elected by a simple majority of members present at the annual meeting.

Section 5 — Election procedures: A Board Development Committee shall be responsible for nominating a slate of prospective board members represented only by certified SCUBA divers. In addition, any member can nominate a candidate to the slate of nominees. All members will be eligible to send one representative to vote for each candidate, for up to 10 available positions each year.

Section 6 — Quorum:

A quorum must be attended by at least sixty percent of board members for business transactions to take place and motions to pass.

Section 7 — Officers and Duties:

There shall be three officers of the board, consisting of a president, vice-president, and a secretary/treasurer. Their duties are as follows:

The president shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-president, secretary/treasurer.

The vice-president shall preside over committees on special subjects as designated by the board.

The secretary/treasurer shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained. The secretary/treasurer shall also make a report at each board meeting. The secretary/treasurer shall preside over the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Section 8 — Vacancies:

When a vacancy on the board exists mid-term, the secretary/treasurer must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 9 — Resignation, termination, and absences:

Resignation from the board must be in writing and received by the secretary/treasurer. A board member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a simple majority vote of the remaining directors.

Section 10 — Special meetings:

Special meetings of the board shall be called upon the request of the president, or simple majority of the board. Notices of special meetings shall be sent out by the secretary/treasurer to each board member at least two weeks in advance.

ARTICLE V — COMMITTEES

Section 1 — Committee formation:

The board may create committees as needed, such as fundraising, technology, public relations, etc. The board president appoints all committee presidents.

Section 2 — Executive Committee:

The three officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction of the executive board.

Section 3 — Finance Committee:

The treasurer is the president of the Finance Committee, which includes the two other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income by January 15th of each year. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

ARTICLE VII — AMENDMENTS

Section 1 — Amendments:

These bylaws may be amended when necessary by two-thirds majority of the voting membership. Proposed amendments must be submitted to the secretary/treasurer to be sent out with regular membership announcements.

CERTIFICATION

These bylaws were approved at a meeting of the board of directors and by a two-thirds majority vote of the Capital Underwater Divers Association – CUDA DIVERS Membership on: **January 25, 2015.**

Signed:

Patricia Butler, President: _____ Date _____

Carson Butler, Vice-President: _____ Date _____

Joseph Freund, Secretary/Treasurer: _____ Date _____