

BLUEGRASS DIVE CLUB BYLAWS

Article I. NAME:

The name of this organization shall be The Bluegrass Dive Club, Inc., hereinafter referred to as the "Club".

Article II. PURPOSE:

The purpose of the Club shall be to cultivate interest in the sports of skin, SCUBA diving, and snorkeling, and to promote social fellowship among those who share such interests by arranging group trips and other social activities for the mutual benefit and enjoyment of its members.

Article III. MEMBERSHIP:

Section 1. Qualification:

- A. Any person age eighteen (18) years or older shall be eligible for an individual membership. A family membership shall be available for two or more people in one household. The head of the household must be at least eighteen (18) years of age. The Board of Directors may establish other categories of membership. It is the policy of the Club not to discriminate based on gender, age, disability, race, color, religion, marital status, veteran's status, national or ethnic origin, or sexual orientation.
- B. A Family is defined as a group of persons living under the same roof who are blood related, or legally related as in the case of adoption, marriage, or as a cohabiting couple.

Section 2. Dues:

- A. Individual and family membership dues shall be set each year for the coming year, by the Board of Directors.
- B. Dues are due January 1 each year and run through December 31 of the same year.
- C. New Memberships paid after June 30 of the calendar year, will cover the remainder of the current year and the following year's dues. This is not an option for current or past members.
- D. Membership dues are to be paid to and recorded by the Treasurer.

Section 3. Members:

Members in good standing shall be members who have paid their dues or received an honorary membership, have no past due liabilities to the Club and are not currently under sanction by the Club.

Section 4. Agency:

No member of the Club shall act as an agent of the Club without the specific approval of the Board of Directors, as recorded in the Minutes.

Section 5. Guests:

Guests are welcome to attend membership meetings and social events except when the Club has arranged the transportation and the cost of the transportation is part of the event. The Board of Directors may establish appropriate conditions for guests.

Article IV. BOARD OF DIRECTORS:

Section 1. General Responsibility:

The Board of Directors, hereinafter referred to as the "Board", shall be the corporate governing body of the Club.

Section 2. Composition:

The voting members of the Board shall consist of only the following elected positions:

A. Elected Positions:

The following positions on the Board shall be elected by the membership:

- a. President;
- b. Vice President;
- c. Secretary;
- d. Treasurer;
- e. Trip Director;
- f. Safety Information Director;
- g. Newsletter Editor;
- h. Webmaster.

Section 3. Term of Office:

A. Each elected Board member shall serve a term of one year from Jan 1st to Dec 31st. Members of the Board shall assume their duties Jan 1st following the election.

B. Eligibility:

Any member of the Club shall be eligible for election to any office provided that he or she:

- a. Is in good standing;
- b. Has been a member of the Club for at least one full year immediately prior to taking of office;
- c. Is 21 years of age or older.

C. A Board member may not hold more than one Board position simultaneously. In no case shall a member of the Board have more than one vote.

Section 4. Meetings:

The Board shall meet once per month and at other times as may be necessary. Board meetings shall be open to the membership, but only members of the Board shall have a vote. Each member of the Board shall be entitled to one vote on each item of business. Voting by proxy shall not be permitted. The Board may determine to go into Executive Session for particular topics.

Section 5. Quorum:

A quorum of the Board shall consist of 51% of the current filled Board positions.

Section 6. Parliamentary Procedure:

Except as otherwise provided herein, the usual parliamentary rules of order contained in the current edition of "Roberts Rules of Order" shall govern.

Section 7. Functions:

The Board shall:

- a. Govern the Club in the best interests of the membership;
- b. Schedule all membership and Board meetings;
- c. Establish membership dues and other fees;
- d. Recommend amendments to the Bylaws;
- e. Have the power to propose actions and refer questions directly affecting all Club members to the membership for its approval or disapproval at a membership meeting;
- f. Approve all appointed positions;
- g. Approve the scheduling of all club trips and social functions;
- h. Have the power with a vote of a simple majority of the entire Board to rescind the actions of any members taken on behalf of the Club;
- i. Establish and publish policies which apply to all Club functions;
- j. Exercise all other corporate duties and functions of the Board of Directors of a non-profit, non-stock corporation under Kentucky Revised Statutes Chapter 273;
- k. Have the power with a vote of 2/3 of the entire board to remove any board member deemed unsuitable as evidenced by their actions or inactions pertaining to Club business;
- l. Appoint a member to serve the remainder of the term of any Board position that has become vacant.

Section 8. Compensation:

Board members may receive compensation for their service to the Club. The Compensation is set by the procedure stated in Article XI.

Article V. OFFICERS:

Section 1. Duties:

A. President:

The President shall:

- a. Preside at all meetings of the club;
- b. Be responsible for the program at the membership meetings;
- c. Keep the membership informed of reports from Board and committee meetings;
- d. Appoint a Parliamentarian from the existing Board members as necessary;
- e. Submit to the Board for approval a proposed budget by the January Board meeting;
- f. Appoint all committees not otherwise provided for;
- g. Approve all payments made by the Treasurer;
- h. See that the regulations of the Club are enforced;
- i. Call special meetings of the membership and Board if required;
- j. Ensure the timely filing of all reports required by law;
- k. Provide timely newsletter articles;
- l. Perform such other duties as customarily pertain to the office of President;
- m. Provide information on Club trips and social activities to the Webmaster as required to support an accurate and current website.

B. Vice President:

The Vice President Shall:

- a. Act as presiding officer of the Club in case of the absence or disability of the President;
- b. Act as membership chairperson for the club;
- c. Act as hospitality ambassador during each Membership meeting and facilitate the introduction of new members and guests to the membership;
- d. Present new applications for review and approval;
- e. Coordinate with Treasurer for updated membership list each month;
- f. Coordinate the door prizes for the membership meetings;
- g. Provide timely newsletter articles;
- h. Provide information on Club trips and social activities to the Webmaster as required to support an accurate and current website;
- i. Perform other duties as assigned by the President.

C. Secretary:

The Secretary Shall:

- a. Act as presiding officer of the Club in the absence of the President and the Vice-President;
- b. Record minutes of the business portion of the Board and membership meetings and distribute them to the Board one week prior to the next Board meeting and distribute copies of minutes and other relevant Board material;
- c. Maintain a file of all Club minutes and publications, including the newsletter, to be available for inspection upon advance written request;
- d. Be responsible for Club correspondence, as designated;
- e. Issue notices of meetings and agenda as required, after consultation with the President;
- f. Provide timely newsletter articles;
- g. Provide information on Club trips and social activities to the Webmaster as required to support an accurate and current website.

D. Treasurer:

The Treasurer Shall:

- a. Act as the presiding officer of the Club in the absence of the President, the Vice-President, and the Secretary;
- b. Keep accurate records of the financial business of the Club;
- c. Receive and deposit all Club monies in the Club bank account;
- d. Collect all fees and dues;
- e. Present a financial statement at each Board meeting;
- f. Present the annual financial report at the December Board meeting;
- g. Pay the bills of the Club with approval by a vote of the Board;
- h. Review applications for correct class of membership and fee;
- i. Coordinate with Vice President for updated membership list each month;
- j. Maintain the Club membership list;
- k. Provide timely newsletter articles;
- l. Provide information on Club trips and social activities to the Webmaster as required to support an accurate and current website.

E. Trip Director:

The Trip Director Shall:

- a. Be responsible for submitting a dive trip calendar to the Board for approval;
- b. Submit proposed budgets for approval to the Board for all dive trips of 5 days or more, or of trips involving airlines, and recommend Trip Leader assistants as required to the Board;
- c. Have the authority to appoint aides as needed on Club diving functions;
- d. Chair a "Dive Committee" consisting of club members for the purpose of researching and recommending future dive trips and other club activities to be brought before the Board for consideration;
- e. Oversee that all trips are planned and carried out in a reasonable and prudent manner;
- f. Collect and ensure that all Release of Liability Forms are completed prior to a trip and hold them until the activity is closed out and then submit forms with the closeout;
- g. Provide timely newsletter articles;
- h. Provide information on Club trips and social activities to the Webmaster as required to support an accurate and current website.

F. Safety Information Director:

The Safety Information Director Shall:

- a. Provide updates on items of dive safety for articles in the Club newsletter, or at meetings;
- b. Provide timely newsletter articles;
- c. Provide information to the Webmaster as required to support an accurate and current website.

G. Newsletter Editor:

The Newsletter Editor Shall:

- a. Coordinate the creation and publication of the Club monthly newsletter;
- b. Manage the overall layout and professional appearance of the newsletter;
- c. Set deadline dates for articles;
- d. Coordinate with Webmaster to publish the newsletter to Club website;
- e. Coordinate the publishing of informational brochures as required;
- f. Maintain a file of monthly newsletter to be available for review upon request;
- g. Submit articles for inclusion in newsletter.

H. Webmaster:

The Webmaster Shall:

- a. Manage the overall layout and professional appearance of the Club website (<http://www.bluegrassdiveclub.com>);
- b. Maintain and edit the club website on a monthly basis;
- c. Maintain the club "Yahoo Group" or similar service to provide the club with a means of secure, mass email communications;
- d. Coordinate with the ISP to resolve any issues and ensure high availability;
- e. Coordinate with the Newsletter Editor to publish the newsletter to the Club website;
- f. Email the newsletter to the Club membership and guest list;
- g. Ensure that the Domain Name Registration fees are kept current;
- h. Ensure that the ISP fees are kept current.

Article VI. MEMBERSHIP MEETINGS:

Section 1. Time and Place:

Membership meetings of the Club shall be held monthly at such time and place as scheduled by the Board of Directors.

Section 2. Quorum:

A quorum of the membership shall consist of ten (10) or more voting members in good standing exclusive of Board members.

Section 3. Voting:

Each member in good standing and eighteen (18) years or older shall be entitled to one (1) vote on each item of business. Voting by proxy shall not be permitted.

Section 4. Parliamentary Procedure:

Except as otherwise provided herein, the usual parliamentary rules of order contained in the current edition of "Robert's Rules of Order" shall govern all business portions of these meetings.

Section 5. Vote to Rescind:

The membership may rescind any action or decision of the Board upon motion and approval of two-thirds (2/3) of the members present at a meeting at which there is a quorum.

Section 6. Meeting Notices:

Prior notice of the date, time and place of all membership meetings shall be posted on the Club website and included in the monthly newsletter.

Article VII. ELECTIONS:

Section 1. Time:

The election meeting shall be scheduled in November of each year.

Section 2. Nominations:

- A. The President will appoint a nominations committee to consist of three (3) members, two (2) of which shall not be members of the Board. The Vice President shall serve as Chair. The nominations committee shall present a slate of proposed nominees for elected Board positions. This slate shall be presented to the Board at the October Board meeting. The Board shall approve a slate of nominees which shall be published in the November Newsletter.
- B. The President shall also take nominations from the floor at the November membership meeting.

Section 3. Voting:

The voting shall take place at the November membership meeting. Three (3) members appointed by the President shall count ballots.

- A. At least one (1) of the three (3) members shall not be a member of the Board.
- B. Club members in good standing and eighteen (18) years or older shall be entitled to one (1) vote.
- C. A simple majority shall be necessary to elect. When there is only one candidate for an office, they may be elected by voice. All officers shall take office January 1 of the following year.

Article VIII. DIVE TRIPS:

Section 1. Eligibility:

Only members in good standing with the Club shall be eligible to sign up and participate in organized dive trips.

Section 2. Deposits:

The Board shall determine all deposit deadline dates. All trip payments shall be in the form of checks made out to the Bluegrass Dive Club, Inc. and all trip payments shall be delivered to the Treasurer. Board members are subject to the same deposit and payment schedule as other participants.

Section 3. Cancellations:

All members shall make payments and shall cancel trip participation in accordance with the published trip payment and cancellation policy.

Section 4. Release Form:

All participants on Club trips must sign a Release of Liability form. Any member participating on a Club dive trip under the age of eighteen (18) years and unaccompanied by a parent or guardian shall obtain a Release of Liability form signed by one parent or guardian, and must be accompanied by an adult member.

Section 5. Financial Policy:

All dive trips except local lake trips shall be financially self-supporting.

Article IX. SOCIAL EVENTS:

Section 1. Eligibility:

- A. Members in good standing and their guests shall be eligible to participate in organized social events.
- B. Only members in good standing shall be eligible to participate in a social event when the Club has arranged the transportation and the cost of the transportation is part of the event.

Article X. MEMBERSHIP CONDUCT:

Section 1. Conduct:

Members of the Club shall conduct themselves in a responsible and orderly fashion and shall not engage in any illegal activity during a dive trip, social activity or any other Club function.

Section 2. Sanctions:

- A. A member may be expelled from a dive trip by the Trip Leader or from a social event or another Club function by the member in charge of the function for behavior which damages the reputation of the Club, endangers the safety of other persons, or for participation in an illegal activity. A member expelled from a dive trip, social event or other Club function may appeal this action to the Board within fifteen (15) days following the conclusion of the trip event, or function from which the member was expelled by mailing or delivering such appeal to the President and Secretary. The Board shall consider the appeal at its next meeting.
- B. Upon finding that a member has exhibited such behavior on a dive trip, social activity or Club function, that damaged the reputation of the Club, endangered the safety of others or has engaged in an illegal activity, the Board may expel such member from the Club with no refund of membership dues. Such determination by the Board shall be final.

Article XI. COMPENSATION:

The Club may pay compensation to members, or officers for services rendered. All benefits conferred to its members will be in strict compliance with Chapter 273, Kentucky Revised Statutes and Section 501(c)(7), Internal Revenue Code of 1986. The Corporation shall not make or grant loans or act as a guarantor on a loan for any member, director or officer. No dividend shall be paid and no part of the income or profits of the Corporation, if any, shall be distributed to its members, directors or officers except as provided as follows.

Section 1. Dive Discounts:

- A. Definition: Dive Discounts are defined as discounts awarded or realized on Club trips or activities which a service provider rebates or discounts based upon the Club booking packages through the provider. They are earned by service to the Club by Club Officers. Dive Discounts shall never be awarded in cash, only as discounted or waived fees on Club trips.
- B. The amount of Dive Discounts to be awarded is determined by the amount of savings earned by the Club on its trips during the year. Generally, the Club earns a “free” trip for every so many paid trips, both for the hotel/dive package and airfares. The amount of the discount realized for the first discount or rebate for a particular trip or activity shall be divided and discounted into the cost of the particular trip or activity between active Members who are taking that trip or participating in that particular activity. The discount or rebate shall be subtracted from the participant’s payments due, or if payments have been made, refunded to the participants on a pro rata basis. The amount of the discount realized for any second free trip, discount or rebate shall be awarded and divided equally to the persons stated in Section 1-A above. If additional discounts or rebates are awarded or realized, those discounts shall be divided as set forth for the first discount.
- C. Simple discounts and or commissions awarded (normally a percentage of the retail cost of the trip), are not shared for Dive Discounts.
- D. If there are multiple trips within a year that are eligible to generate Dive Discounts, the Dive Discounts for each trip will be awarded separately, based on savings earned on each trip.
- E. Dive Discount credits are awarded to the person holding the office at the time the Treasurer closes the books on a particular trip/event and all refunds and Dive Discounts are issued. If an office is vacant at the time of distribution the other officers will equally share the Dive Discount credits for that office.
- F. Dive Discounts will be tracked by the Club Treasurer. They are valid to be used for two (2) years from the date of distribution of the trip on which they were earned.
- G. Dive Discounts not used or applied within the two (2) year period will expire, and be transferred to the general usage funds of the club treasury.

Section 2. Limitations:

- A. The individuals serving in each of the Board positions at the time the trip is taken earn Dive Discounts.
- B. Dive Discounts may be combined for use on a future trip as long as the Dive Discounts are designated to a specific scheduled trip within two (2) years of the time the first Dive Discounts were awarded.
- C. If an individual has more Dive Discounts on account than required for a future trip, the overage will be kept on account, until the Dive Discounts expire or are used on another trip.
- D. Dive Discounts may be awarded to a Club member in recognition of significant service to the Club. For instance, a member who organizes and leads a dive trip may be awarded Dive Discounts, at the discretion of the Board, following a unanimous vote to award a share to that member.

E. Dive discounts are not transferable and may be only used by the individual recipient.

Article XII. MISCELLANEOUS:

Section 1. Mileage:

Members required by the Board to attend out-of-town meetings and driving may receive reimbursement at the current business rate allowed by the IRS.

Section 2. Insufficient Funds:

- A. For all returned checks, a service charge shall be levied as set by Club policy.
- B. All checks returned to the Club must be made good within seven (7) days following notification to the payer or the payer shall be subject to penalties as determined by the Board.

Section 3. Directory:

The Club Directory will be made available to members upon request for dive club related use. It shall not be released to non-members, businesses, or other organizations.

Section 4. Exceptions:

The Board on an individual basis shall handle situations not specifically covered by the Bylaws.

Article XIII. AMENDING THE BYLAWS:

Section 1. Amendments:

The Board or a member may recommend an amendment to the Bylaws. The proposed amendment must be presented to the Board for consideration. If approved the proposed amendment shall be published by written notice or email to all members with 30 days notice and voted on at the following membership meeting. A paper copy shall be provided upon request.

Section 2. Adoption:

All amendments to the Bylaws shall be adopted by the consent of two-thirds (2/3) of the members voting thereon. These Bylaws shall take effect immediately upon their adoption.

Article XIV. DISSOLUTION:

The club shall cease to exist upon the 2/3 vote of the membership at a meeting specifically called for that purpose. All remaining funds in the treasury and assets will be donated to a 501(c)(3) dive related charity selected by the Board after all funds held on account have been refunded and all outstanding bills have been paid.

Upon dissolution, any existing Dive Discount credits shall immediately expire and the funds will be considered a part of the general treasury to be disposed of as described above.