

NEW ENGLAND AQUARIUM DIVE CLUB, INC. CONSTITUTION
As Revised February, 2013

ARTICLE 1. NAME AND CLUB OBJECTIVES

- A. The name of this Club is the New England Aquarium Dive Club, Inc. This name may be abbreviated NEADC.
- B. The prime objectives of the New England Aquarium Dive Club, Inc. are to:
 - 1. Coordinate the educational and scientific thrust of the New England Aquarium with the project orientation of divers;
 - 2. Foster, encourage, and advance the science of diving and all allied sciences and activities;
 - 3. Promote diving safety and education;
 - 4. Actively monitor legislation pertaining to diving, and
 - 5. Further advance the protection of the aquatic environment.
- C. This organization shall be absolutely nonpolitical and nonsectarian, and shall not be used for dissemination of partisan principles nor the promotion of the candidacy of any person seeking public office or preferment. This organization is nonprofit, and no part of the net earnings shall inure to the benefit of any member or individual.

ARTICLE II. MEMBERSHIP QUALIFICATIONS

- A. The members of the New England Aquarium Dive Club, Inc. shall be those members whom:
 - 1. Are members of the New England Aquarium Corporation, and
 - 2. Have paid the annual dues to the New England Aquarium Dive Club, Inc. Such dues to be payable at the same time as dues to the New England Aquarium Corporation.
- B. Membership may be revoked or suspended for just cause by a majority vote of the Executive Board.

This Constitution recognizes that the New England Aquarium Dive Club, Inc. is a unique organization since the well-being of the members and the reputation of the New England Aquarium are directly dependent upon the administration of the Club. The provisions for electing Club officers are designed with the contention that able persons will be in responsible positions and will assure the competent execution of Club functions. Acceptance of a membership card binds a member to the rules and By-Laws of the Club and to the decisions of those with responsibility while utilizing New England Aquarium facilities or participating in Club activities.

ARTICLE III. CLUB OFFICERS AND ELECTIONS

- A. The Executive Board is the administrative body of the New England Aquarium Dive Club, Inc. It shall consist of Eleven (11) members elected by a vote of members in good standing, and its duties are defined by the Club By-Laws.
- B. Officers and voting members of the Executive Board shall be:
 - 1. President;
 - 2. Vice President;

3. Treasurer
4. Shore Dive Coordinator
5. Boat Dive Coordinator
6. Recording Secretary
7. Newsletter Editor
8. Membership Director
9. Program Director
10. Environmental Affairs Coordinator
11. Webmaster

C. Elections

1. Annual elections will be held at the General Meeting of the members in November. Special elections will be called at the discretion of the President to fill vacancies should they arise. In the event the office of the President becomes vacant, the Vice President will fill the vacancy and he/she will provide for an immediate election to fill the Vice President's office.
2. Candidates for all offices shall be nominated from the floor at the General Meeting preceding the election meeting or at the election meeting itself prior to the commencement of voting for said offices.
3. Election votes for contested offices shall be by secret ballot during the business portion of the General Meeting. Ballots shall be distributed and counted by the Vice President and two members appointed by the President. In case the Vice President is a candidate to succeed himself/herself, or is a candidate for any other office, the Treasurer shall be in charge of counting votes for that office.
4. Election votes for uncontested offices shall be by acclamation with the Recording Secretary casting one vote to accept candidates for any uncontested offices.
5. All offices of the New England Aquarium Dive Club, Inc. shall be elective.
6. Election shall be by a simple majority of members present and voting. In the event no candidate obtains a majority, the election shall be decided by a run-off election between the two candidates with the most votes for that office.
7. Persons elected to an office at the annual election in November will assume the duties and responsibilities of that office as described in the Club By-Laws at the first Informal Meeting in January following the election. Persons elected to an office at a special election shall assume the duties and responsibility of that office as described in the Club By-Laws immediately following said election.
8. Failure of any officer to attend two (2) consecutive Informal Meetings without informing the President shall constitute a resignation.
9. Remote conference meeting attendance shall be allowed on a case-by-case basis by the President, with at least two days notice. Everyone must be able to clearly hear everyone else. Approval is subject to the presence of supporting technology.

ARTICLE IV MEETINGS

A. Time

1. Membership meeting shall be held monthly at a time and place to be chosen by the Executive Board ["General Meeting"].
2. The Executive Board meetings shall be held before each General Meeting at a time and place convenient to the Board ["Informal Meeting"].

B. Purpose

1. General Meetings shall be for the purpose of conducting Club business as specified by the By-Laws and for the purpose of informing the membership of the business and activities of the Club. General Meetings also may be used for education purposes.
2. Informal Meetings shall be for the purpose of guiding the activities and meetings of the Club and conducting the business of the Club except as specified in the Club By-Laws.

ARTICLE V AMENDMENTS AND DUES SETTING

- A. This Constitution may be amended at any time by presenting amendments to the membership one general meeting prior to voting on them. A simple majority vote of members present and voting is needed for passage.
- B. Notice of change in Club dues must be placed before the membership one general meeting prior to voting on the change. A simple majority vote of members present and voting is needed for approval.
- C. Notice of amendments, changes in Club dues, Constitution and/or the By-Laws shall be published in the NEADC Newsletter prior to the general meeting where voted upon.

ARTICLE VI DISSOLUTION

- A. Upon Dissolution of the New England Aquarium Dive Club, Inc. the treasury is to be used to resolve all outstanding debts. Any remaining funds will be donated to New England Aquarium Dive Department.

NEW ENGLAND AQUARIUM DIVE CLUB, INC. BY-LAWS

As Revised February, 2013

By-Laws may be amended, suspended, or rescinded by a simple majority vote of members present and voting. Notice of a proposed change in the By-Laws must be placed before the membership one general meeting prior to voting on them.

I. Executive Board

The Executive Board shall transact the business of the New England Aquarium Dive Club, Inc. All business requiring a draft on the treasury over \$1,000 shall be submitted to the membership for a majority vote. Informal Meetings may be closed by vote of the Board. Club members may be invited to attend any Board meeting by any member of the Board. Such guests are non-voting participants in discussions by the Board.

The President shall preside at all Board meetings and parliamentary procedure will be followed. In the event that the President is absent, the Vice President will preside at the meetings. In the event that both the President and the Vice President are absent, the Treasurer will preside.

The Executive Board is the judge of its members. Any officer may be removed from the Board for just cause by a unanimous vote of the other members of the Board.

II. Officers

The Club officers and their duties are as follows:

A. President

The President shall preside over all general meetings. He/She will guide and coordinate the activities of the Club. He/She shall execute all agreements and contracts on behalf of the Club. He/She will also keep an accurate record of monthly Giant Ocean Tank (GOT) dive winners to ensure that the GOT rules are followed. He/She may appoint committees as he/she deems necessary. He/She may be a member of all such committees. All appointed committees report to the Executive Board.

B. Vice President

The Vice President shall preside over any general meeting or Board meeting at which the President is not present. He/She will assist the President in guiding the activities of the Club. In the event the office of the President becomes vacant, the Vice President shall become President and he/she will provide for an immediate election to fill the Vice Presidential vacancy. The Vice President is responsible for overseeing the physical inventory of NEADC (i.e. clothing).

C. Treasurer

The Treasurer is the Club banker and custodian of the financial records. He/She is responsible for meeting the routine expenses of the Club up to \$100. Expenses above \$100 and at or below \$1,000 shall be voted on and require a simple majority by the Board. No other drafts may be made without the concurrence of the membership as provided in Paragraph I above. A comprehensive report of finances is to be given at each general meeting. He/She will submit a concise financial statement detailing the business transactions at the November general meeting and at the end of his/her tenure in office. He/She will coordinate his/her activities with the persons designated by the New England

Aquarium Corporation to monitor Club financial activities. All financial records are the property of the Club.

He/She is authorized to accept membership dues or any property, grant, gift, purchase, devise, or bequest on behalf of the Club.

D. Shore Dive Coordinator

The Shore Dive Coordinator may chair a committee responsible for the direction and guidance of Club shore dives or activities not under the jurisdiction of the Program Director. He/She also is responsible for the logistic coordination of Club dives. He/She has the authority to cancel any Club dive for whatever reason he/she deems proper. He/She has the authority to prevent any person from participating in any Club dive if that person is adjudged by the Shore Dive Coordinator to be improperly equipped or unprepared.

The Shore Dive Coordinator is not responsible for personal injuries incurred by any person during a Club dive, nor is the Club, nor the New England Aquarium Corporation. Each person is responsible for his/her own safety.

E. Boat Dive Coordinator

The Boat Dive Coordinator may chair a committee responsible for the direction and guidance of Club boat dives or activities not under the jurisdiction of the Program Director. He/She also is responsible for the logistic coordination of Club dives. He/She has the authority to cancel any Club dive for whatever reason he/she deems proper. He/She has the authority to prevent any person from participating in any Club dive if that person is adjudged by the Boat Dive Coordinator to be improperly equipped or unprepared.

The Boat Dive Coordinator is not responsible for personal injuries incurred by any person during a Club dive, nor is the Club, nor the New England Aquarium Corporation. Each person is responsible for his/her own safety.

F. Recording Secretary

The Secretary will record the minutes of the general meetings and the Executive Board meetings. He/She will submit the minutes for publication in the next edition of the NEADC Newsletter. Corrections or omissions are to be reported to the Secretary and made to the minutes. He/She will maintain these records during his/her entire tenure. All records are the property of the Club.

G. Newsletter Editor

The Newsletter Editor and/or the Webmaster is responsible for the editing and publication of the monthly New England Aquarium Dive Club, Inc. Newsletter in paper or electronic form. The Newsletter Editor may chair a committee responsible for the publicity of all NEADC functions. He/She is responsible for notifying members of all Club activities and General Meetings in the Newsletter.

H. Program Director

The Program Director is responsible for the coordination of the General and Informal Meetings as provided in the NEADC Constitution including scheduling locations for Informal Meetings; scheduling speakers for General Meetings; coordinating General Meeting equipment needs with the New England Aquarium Liaison; and organizing and/or assisting with special events and functions.

I. Membership Director

The Membership Director is responsible for encouraging Club membership and providing information about the Club to new or prospective members. The Membership Director is responsible for maintaining the membership records for the Club. He/she will update these monthly with details of new members, renewals and changes of address received from the NEAq. Using this information, he/she will send out a welcome letter to new members and print out labels for the newsletter each month. He/she will respond to inquiries about membership of the Club, and send information and/or a copy of the newsletter to prospective members.

J. Environmental Affairs Coordinator

The Environmental Affairs Coordinator is responsible for proactively informing and representing the membership of the Club on current environmental issues and will act as liaison to external environmental groups, agencies, etc. Positions of the Club concerning environmental issues shall be communicated and/or promoted by the Environmental Affairs Coordinator only after discussion and approval by the Executive Board.

K. Webmaster

The Webmaster is responsible for maintaining the Website of the New England Aquarium Dive Club, Inc. The Webmaster may chair a committee to assist in administration of Website functions. The Webmaster has the authority to monitor, to edit or omit materials submitted for website publication if the material is deemed improper.

Committees

The organization and structure of the above committees shall be at the discretion of the chairperson and the members of the individual committees. Membership on all committees is open to all members. It shall be the responsibility of the committee chairperson to encourage and direct such participation.

III. Dive Rules

- A. Club dive rules shall be drafted by the Boat and Shore Dive Coordinators and presented for adoption by the Executive Board. Failure to abide by these rules may lead to suspension from the Club by the Executive Board. NEADC recognizes that such a provision should not be necessary; however, the well-being of the members and the reputation of the Aquarium is involved. Rules may be brought before a General Meeting by any member for discussion and revision.
- B. Violations of any Club rule may lead to punishment ranging from temporary suspension of membership privileges to permanent suspension from the Club. All members are reminded that they are subject to the decisions of those with official responsibility. They are also reminded that if the proper spirit is maintained on dive trips, such decisions will be held to a minimum.

IV. Personal Risk

All persons taking part in any NEADC activities do so at their own risk.

V. NEADC Rules of Order

The rules contained in Robert's Rules of Order shall govern the New England Aquarium Dive Club, Inc. in all areas in which they are applicable and in which they are not inconsistent with the By-Laws or the

special rules of the Club. The parliamentary authority may be changed by a majority vote of the membership and the concurrence of the Executive Board.

VI. NEADC Standing Rules

All rules in force at the time of adoption of this Constitution and these By-Laws will remain in force. Standing rules may be accepted, suspended, amended, or rescinded by a majority vote of the members present and voting without previous notice.