



Palm Beach County Diving Association By-Laws & Constitution

CONSTITUTION

We, the undersigned, associate ourselves for the purpose of being incorporated and affecting a corporation, not for profit, under the laws of the State of Florida, and hereby propose the following charter:

ARTICLE I

The name of this association shall be the Palm Beach County Diving Association, INC. It shall be located in Palm Beach County, Florida.

ARTICLE II

The purpose of this Association shall be:

1. To insure professionalism among the dive oriented businesses,
2. To promote the common benefit and welfare of its members,
3. To promote dive-related tourism in Palm Beach County,
4. To operate as a collective voice in the discussion and negotiations of all matters in the interest of its members,
5. To promote recognition of the reefs as a sustainable resource; to accept stewardship and provide protection through observation and education; to preserve the Palm Beach County reefs.

ARTICLE III

The governing powers and management of this association shall be vested in the Board of Directors. The Board will consist of three permanent officers and two rotating officers. The rotating officers shall be elected in the manner prescribed by the bylaws and shall hold office for a period of two (2) years, or until their successors are duly elected and qualified.

ARTICLE IV

The constitution may be amended by a two-thirds (2/3) vote of the members present, at any regular or special meeting provided that written notice of the proposed amendment of amendments has been mailed to the last known address of each member at least fourteen (14) days prior to the date of such regular or special meeting, or faxed or emailed.

ARTICLE V

The foregoing proposed charter is hereby subscribed to by those members whose names appear on the current mailing list.

All of the State of Florida and County of Palm Beach. On this 8th day of April, 2010.



Palm Beach County Diving Association

By-Laws & Constitution

BY-LAWS

ARTICLE I MEMBERSHIP

1. All applications for membership must be in writing. Annual membership dues will become due upon acceptance of the membership application by the Board of Directors. Membership fees can be amended at any time by a majority vote of the Board of Directors.
2. All applications for membership shall be presented to the Board of Directors for authenticity and consideration.
3. All applications will be acted upon at the general meeting. A two-thirds (2/3) majority vote of the Active membership in attendance will be required for acceptance.
4. There are three different types of membership status:
 - a. Active Membership
 - i. An applicant for Active membership must be a dive oriented business holding a state sales tax permit for a period of, not less than, 6 months.
 - ii. All applicants for Active membership must be sponsored by an Active member in good standing.
 - b. Associate Membership
 - i. Captains, Instructors, and Mates, applying for Associate membership, must be employed by an Active member for 6 months.
 - c. Affiliate Membership
 - i. Those non-diving related businesses, applying for Affiliate membership, must hold a state sales tax permit for a minimum of 6 months.
 - ii. Any individual, firm, or corporation desiring to assist in extending the goals and objectives of the Association shall be eligible for membership as an Affiliate Member. Affiliate Membership is open to those who meet the requirements for said Affiliate Membership, and have made application, in writing, to the Board of Directors. Annual membership fees will be paid upon acceptance of the application by the Board of Directors.
 - iii. An Affiliate Member may not be entitled to vote or hold office. However, he/she may attend regular meetings of the Association, express interests, and voice opinions.



Palm Beach County Diving Association

By-Laws & Constitution

ARTICLE II DUES AND ASSESSMENTS

1. The annual dues for Active members of this Association shall be Two Hundred Fifty (\$250.00) dollars, and Affiliate and Associate members--Captains, Instructors, and Mates--, one hundred dollars (\$100.00). Annual membership fees are due on July 1st. New members joining in mid-year will have their first year's fees pro-rated to the nearest whole month.
2. Any member whose dues are in arrears for a period of ninety (90) days shall automatically cease to be a member and his/her name shall be dropped from the records of this Association. Written notice of dues owing shall be given to members, at his/her last known address, by the Board of Directors thirty (30) days before date payable.
3. Special assessments shall be allocated to the membership, provided that such assessment is approved by two-thirds (2/3) majority vote of the membership in attendance, at any regular or special meeting, provided that a quorum is present.

ARTICLE III GOVERNMENT

1. The governing powers of this Association shall be vested in the appointed and elected officers of this Association, subject to the will of the membership.
2. The Board of Directors shall be in control of the management of the Association, subject to the will of the membership. Funds of the Association shall be withdrawn from the bank or banks, where they are on deposit, by any one signature of a permanent Director.
3. The Board of Directors will consist of five members: three permanent positions to ensure continuity, and two elected positions.
 - a. Permanent Positions:
 - i. In the event that one of the permanent positions becomes open, the remaining two (2) permanent board members will appoint a new permanent Director.
 - b. Elected Positions:
 - i. Vacancies in the Board of Directors Elected Positions shall be filled by vote of the membership (Active and Associate).
 - ii. Nominees to fill the vacancy may be taken from the general membership, and the Board of Directors. Candidates for the vacancy will be posted, to all members, fourteen (14) days prior to the election meeting.
 - iii. Electees to the vacated positions shall serve for the duration of the term of the individual being replaced or until the next regular election.
 - iv. Electees will serve a term of two (2) years and these positions will become open on alternating years.
 - v. Electees can serve additional back-to-back terms if re-elected by the membership.
4. No single company can be represented more than once in the Board of Directors.



Palm Beach County Diving Association

By-Laws & Constitution

ARTICLE IV ELECTIONS

1. Not less than sixty (60) days prior to the annual election, the Board of Directors shall request, to the membership, in writing, the name of at least two candidates for the open Elected Position. Nominations can be taken from both the general membership as well as the Board of Directors and must be made within thirty (30) days of the annual election.
2. Candidates nominated for the Board of Directors, must be a member in good standing, that holds an active position, by ownership, or management, of the Palm Beach's dive-oriented business (retail dive shop, charter boat, underwater photography/video operation, etc), for more than one calendar year, and has attended no less than 50% of the previous year's meetings.
3. At the annual election, there shall be present, all current members of the Board of Directors.
4. Voting shall be by Active and Associate members in good standing and no person shall cast more than one ballot. Signed absentee ballots will be accepted with notification and approval of any officer of the Board of Directors, with the ballot being given to the Board of Directors, by the absent party. Active members will have a full vote, and Associate members will have a half (1/2) vote.
5. Director's terms shall be for 2 years, and will run from January 1 through December 31 of the following year. Directors shall take office at the regular meeting, in January, following the election. The fiscal year for the association shall be January 1 thru December 31.

ARTICLE V MEETINGS

1. The election meeting of the Association shall be held in November or December, of the election year, and notice of such meeting shall be mailed, faxed, or emailed by the Board of Directors to each member at his/her last known address, at least fourteen (14) days prior, thereto.
2. Meetings of the Association shall be held at least quarterly. The Board of Directors may call a meeting at any time necessary, with fourteen (14) days notice.
3. The time and location of regular meetings shall be set by the Board of Directors at prior meetings.
4. Twenty five percent (25%) of the members in good standing shall constitute a quorum, for any vote of this Association. Verified (notarized) write-in votes will be accepted by mail to the Association's address.
5. Special meetings of the membership or of the Board of Directors shall be called at the request of any Board member, or fifty percent (50%) of the Active membership, respectively. Notice to members of such meetings of the membership shall be given in writing, fax, or email, at least fourteen (14) days prior to the meeting, by the Board of Directors.
6. The Board of Directors shall hold monthly board meetings in addition to any other meetings of the Association.



Palm Beach County Diving Association

By-Laws & Constitution

ARTICLE VI

DUTIES OF BOARD OF DIRECTORS

1. Directors shall supervise the Association's affairs and activities, and shall make a general report, annually, thereon to the membership.
2. Directors will remain custodians of the records by: keeping the records and minutes of the Association; keeping a current register of the membership; notifying directors and members of any appointments; sending out any meeting notices of the Association; conducting its correspondence.
3. Directors shall issue notice of dues payable and be responsible for collection thereof, keep the books of the Association, disburse funds at the discretion of the Board of Directors and shall report annually, and at such time as directed, on the financial condition of the Association.
4. Directors shall act as spokesmen for the Association to other county and state agencies, and act as liaisons to other tourism and conservation groups. They will disseminate information to Active members, be available during membership recruiting activities, and produce press releases to the media to heighten the public profile of the Association.
5. Directors will maintain an up-to-date Association website and will post all pertinent Association correspondence in a timely manner for membership to view.

ARTICLE VII

COMMITTEES

1. The Board of Directors shall determine the committees deemed proper and necessary to fulfill the goals and objectives of the Association.
2. All standing committee members, chairmen, and vice-chairmen shall be appointed by the Board of Directors.
3. At least one Director shall be an ex-officio member of all committees.

ARTICLE VIII

RULES OF ORDER

The "Robert's Rules of Order" shall govern the proceedings of all the meetings of the Association and its constituent parts, except as provided by these by-laws.



Palm Beach County Diving Association By-Laws & Constitution

ARTICLE IX DELEGATIONS

Delegations of special committees shall be appointed by the Board of Directors, to represent the Association, at any convention, meeting, or assembly, as may be necessary. Such delegations or committees shall exercise those powers specifically vested in them, by the Board of Directors, or general membership.

ARTICLE X DRUG CONSORTIUM

1. As a service to membership, we provide access to the Drug Consortium which functions as a random testing drug pool designed to meet the requirements of the United States Coast Guard for commercial charter boats, including: dive boats, snorkel boats, sailing boats, etc.
2. Any Active member of the Association may participate in the Association sponsored Drug Consortium, and you must be a member in the Association to participate.
3. Dues specific to the Consortium will be billed to Active members at the first of each fiscal year. Bills will be sent to Active members last known address on file.

ARTICLE XI AMENDMENTS

These by-laws may be amended by a two-thirds (2/3) majority vote of the membership present at any general or special meeting, provided that written notice of the proposed action has been given to each member at his/her last known address, at least fourteen (14) days prior thereto or by fax or email.