

Bylaws of San Diego Underwater Photographic Society, Inc.

Article I

Corporate Offices

1.1 Principal Office

The principal office of the Corporation for the transaction of its business is located in the city and county of San Diego, California.

1.2 Other Offices

The Corporation may also have offices at other places, within or without the state of California, where it is qualified to do business, and as the Board of Directors may from time to time designate.

Article II

Membership

2.1 Membership Classes and Rights

The Corporation shall have two classes of members; regular and honorary. The property and other rights, interests, and privileges of all members shall be equal.

2.2 Membership Qualifications

Membership in the Corporation shall be open to any interested individual.

2.3 Honorary Membership

Honorary membership may be conferred by the Board of Directors at their discretion upon worthy recipients for recognition of outstanding contributions to the field of underwater photography or special services to the San Diego Underwater Photographic Society, Inc. Honorary members shall automatically have life-time membership and shall have all the privileges of regular members, although dues shall be waived for honorary members.

2.4 Yearly Membership Requirements

All members (except Honorary members) are subject to the payment of dues, but such dues shall only be in an amount sufficient to defray costs of property, supervision, and activities of the Corporation. The amount and manner of payment of such dues shall be fixed by the Board of Directors. Yearly dues are payable January 1st and cover the current calendar year. Dues, that are unpaid by the March meeting, will terminate the membership to the individual or family. For members joining September 1st or later, membership will apply through December of the next calendar year.

Article III

Meetings of Members

3.1 General Meetings

General membership meetings shall be held monthly at a time and place specified by the Board of Directors. Notice of the time and place of each monthly meeting will be published in THE GOBY, the newsletter of the Corporation.

3.2 Special Meetings

Special meetings of the members shall be called by the President, or in his or her absence or inability to act, by the Vice President, and held at such times and places as may be ordered by the Board of Directors.

3.3 Voting Rights

Members shall have equal voting rights. Each member is entitled to one vote on each matter submitted to a vote of the members of the Corporation. A family membership shall have a maximum of two votes.

3.4 Quorum

One-third (1/3) of the total membership in good standing shall constitute a "voting quorum" for the transaction of corporate business. A simple majority of the "voting quorum" shall suffice to pass a motion. However amendments of the Articles of Incorporation and these Bylaws shall require a two-thirds (2/3) approval of the "voting quorum".

3.5 Absentee Voting

An absentee vote may be in writing or via email. There will be no proxy voting. All absentee votes must be made within 30 days of a motion.

3.6 Conduct of Meetings

Any meetings of members shall be presided over by the President of the Corporation or, in his or her absence, by an individual appointed by a majority of Board members present. The Secretary of the Corporation shall act as Secretary of all meetings of members, provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary for purposes of that meeting.

Article IV

Board of Directors

4.1 Number of Directors

The authorized number of Directors shall be nine (9) until changed by amendment to the Articles of Incorporation or by an amendment to these Bylaws duly adopted by the members.

4.2 Director Qualifications

Any member in good standing of the Corporation is eligible to be elected a Director of the Corporation.

4.3 Election and Term of Office

The Board of Directors of the Corporation shall consist of the six (6) elected officers, the immediate past President of the Corporation, and two (2) elected Directors. If the President remains in office, three (3) elected Directors will sit on the board. The term of office of the Directors shall be one (1) year or until such time as respective successors are elected. Nominations for Directors/Officers shall be taken at the October and November meetings of each year. Election by secret ballot shall take place at the November meeting each year.

4.4 Removal of Directors

The entire Board of Directors or any individual director may be removed from office by the vote of two-thirds (2/3) or more of the members of the Corporation. If any and all directors are so removed, new directors may be elected at the next membership meeting and they shall hold office for the remainder of the term of the removed director(s). If new directors are not elected at such meeting, the vacancy or vacancies created by the removal shall be filled as provided in Section 4.5 hereof.

4.5 Vacancies

Vacancies in the Board of Directors caused by death, resignation, disability, removal, or by amendment of the Articles of Incorporation or these Bylaws, shall be filled by a majority vote of the remaining directors even though the remaining directors may constitute less than a quorum as hereafter defined.

4.6 Board of Director Duties

The Board of Directors shall be responsible for all administrative affairs of the Corporation. Further, the Board shall be responsible for governance of the Corporation.

4.7 Board Meetings

The Board shall meet at a place and time designated by the President, but not less than four (4) times a year. Any member of the Corporation may attend Board of Directors' meetings. A simple majority of the Board shall constitute a quorum for any board meeting and a simple majority vote is necessary to carry any resolution or Board decision.

4.8 Non-liability of Directors

Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation arising from activities associated with governance of the Corporation. Should any person be sued, either alone or with others, because he or she is or was a director, the damages, reasonable expenses, and attorneys' fees associated with such a proceeding may be assessed against the Corporation, its receiver, or its trustee by the court in such a proceeding for the purposes of indemnifying such a director. Such indemnification shall be of such amount as the court determines and finds to be reasonable.

Article V Corporate Officers

5.1 Titles

The Officers of the Corporation shall be:

- President
- Vice-President
- Secretary/Historian
- Treasurer
- Membership Director
- Activities Director
- (3) At-Large Directors

5.2 Qualifications

All officers shall be members in good standing of the Corporation. Further, only individuals who have, at some time, have served on the Board of Directors of this Corporation, shall be eligible for nomination, election, and service with respect to the office of President.

5.3 Election and Term of Office

The term of office of the officers shall be one (1) year or until such time as their respective successors are elected. Nominations for officers shall be taken at the October and November meetings of each year. Election of the officers shall occur by secret ballot and shall take place at the November meeting of each year. Each office shall be filled in turn through such election, starting with the office of President, such that a member not elected to one office may be considered for the remaining office(s) or director(s) positions. Installation of the Officers/Directors will be at the Annual Holiday Party in December, with full assumption of Duties and Responsibilities occurring January 1 of the upcoming year.

5.4 Officer Duties

The duties of the Officers and Directors of the Corporation shall be as follows:

- (a) President:** The President shall be the chief executive officer of the Corporation and shall supervise and administer the business affairs of the Corporation subject to the control of the Board of Directors. The President shall perform all duties incident to this office and such other duties as may be required by law, the Articles of Incorporation, these Bylaws, or those duties prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the members and at all meetings of the Board of Directors unless unavailable to attend such meetings. The President may appoint assistants to corporate committees as necessary.
- (b) Vice-President:** The Vice-President shall, in the absence or disability of the President, or in the event of the President's refusal to act, perform all the duties of the President. In such circumstances, the Vice President shall have all powers of, and be subject to the restrictions of the President. The Vice President shall otherwise have such powers, and perform such other duties as may be imposed by law, the Articles of Incorporation, these Bylaws, or those duties prescribed from time to time by the Board of Directors. The specific duties of the Vice-President shall include, but not be limited, to the following: (1) manage and arrange the site and program for each monthly meeting, including the scheduling of speakers and presenters; (2) anticipate, engineer and supervise the technical requirements for all meetings; (3) select the categories for the competitions of the monthly meetings to be announced in the January newsletter for the coming year.

(c) Secretary/Historian: The Secretary/Historian shall keep at the principal office of the Corporation, or at such place as the Board of Directors may order, a book of the minutes of all meetings of Board of Directors, and of the members. That book shall include:

- (1) the time and place of each meeting;
- (2) whether the meeting was regular or special; and if special how authorized, noticed, and the names of those present;
- (3) the names of those present at the Director's meetings;
- (4) the proceedings of all meetings;
- (5) distribution and collection of ballots for the monthly competitions;
- (6) counting and tallying of said ballots;
- (7) maintenance of records of accumulation of competition points of members for annual awards and advancement.

The Secretary shall also act as Historian of the Corporation and in that capacity shall generate, coordinate, and maintain the compilation of items commemorating the activities of the Corporation. Additionally, the Secretary shall perform all duties incident to this office and such other duties as may be required by law, the Article of Incorporation Bylaws, or those duties prescribed from time to time by the Board of Directors.

(d) Treasurer: The Treasurer shall deposit all funds of the Corporation with such depositaries as are designated by the Board of Directors, shall disburse such funds as are ordered by the Board, shall keep and maintain adequate and correct books of account showing the receipts and disbursements of the Corporation, and shall open such books of account to inspection by any director or member upon request at reasonable times. Additionally, the Treasurer shall perform all duties incident to this office and such other duties as may be required by law, the Articles of Incorporation, these Bylaws, or those duties prescribed from time to time by the Board of Directors.

(e) Membership Coordinator: The Membership Coordinator shall maintain a roster of the names and addresses of each member in good standing with the Corporation. The Membership Coordinator shall coordinate the introduction, recruitment, qualification and payment of dues for all corporate members. Additionally, the Membership Coordinator shall perform all duties incident to this office and such other duties as may be required by law, the Articles of Incorporation, these Bylaws, or those duties prescribed from time to tie by the Board of Directors.

(f) Activities Officer: The Activities Officer shall organize all special club activities other than the monthly meetings, dive trips, and the annual photo-festival. Specific activities include the annual Awards and Officer Installation Banquet, and the annual Holiday Party plus any other special activities scheduled by the Board of Directors. Additionally, the Activities Officer shall perform all duties incident to this office and such other duties as may be required by law, the Articles of Incorporation, these Bylaws, or those duties prescribed from time to time by the Board of Directors.

(g) Directors at Large: There shall be elected by the membership a maximum of three (3) Directors at Large. An outgoing President shall automatically be one of the three (3) positions for a single term of office. Should the President remain in office, all three (3) positions will be available to be filled. Officer duties are non-designated, however upon designation by the Board, they may be directed to work on specific tasks, functions, or events.

5.5 Non-Liability of Officers

Officers shall not be personally liable for the debts, liabilities, or other obligations of the Corporation arising from activities associated with governance of the Corporation. Should any person be sued, either alone or with others, because he or she is or was an officer, the damages, reasonable expenses, and attorneys' fees associated with such a proceeding may be assessed against the Corporation, its receiver, or its trustees by the court in such a proceeding for the purposes of indemnifying such an officer. Such indemnification shall be of such amount as the court determines and finds to be reasonable.

Article VI Miscellaneous Provisions

6.1 Corporate Authority

The Board of Directors, except as otherwise provided for in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be granted generally or specifically. Unless so authorized, no officer, agent or employee of the Corporation shall have any power or authority to bind the Corporation by any contract or engagement or to pledge the Corporation's credit or to render the Corporation liable for any purpose or any amount.

6.2 Corporate Seal

The Board of Directors may adopt, use, and at will, alter a corporate seal. Such seal, if adopted, shall be affixed to whole corporate instruments, but failure to so affix it shall not affect the validity of any such instrument.

6.3 Amendments of Bylaws

The Bylaws may be amended by a vote of two-thirds (2/3) of a duly constituted voting quorum of members. All such proposed amendments must be introduced at a regular meeting or via email no less than one month prior to the official vote on such amendment. The definition of a voting quorum is that a minimum of 1/3 of the members participate in the vote either during a meeting or via email.

6.4 Dissolution

Upon dissolution of the Corporation, the Board of Directors shall pay or make provision for the payment of all liabilities of the Corporation. Subsequently, the Board of Directors shall dispose of all corporate assets consistent with the requirements of Section 501 (c) (3) of the Internal Revenue Code of 1954 (or other corresponding provision of any future United States internal revenue law) and as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the Superior Court of San Diego County, exclusively for non-profitable purposes or to such organization or organizations as the said court shall determine.

6.5 Effective Date

These Bylaws shall become effective immediately upon their adoption by the Board of Directors following a vote of the members as provided for herein unless the Board of Directors, in adopting these bylaws, provide that they are to become effective either at a later or earlier date.

6.6 Monthly Competition

A monthly competition will be incorporated during the scheduled general meeting of this Corporation, with the exception of the month of December, when the Holiday Party occurs in place of the monthly meeting. The rules shall be published on a periodic basis and made available for new members at general meetings.

6.7 Right of Due Process

No person(s) may take, use, or possess property of this Corporation without prior approval by the Board of Directors. Additionally, no person(s) may represent this Corporation in any commercial, business, public relations, legal, or other similar public or private function external to the San Diego Underwater Photographic Society without prior approval of and by the Board of Directors. Any person(s) accused in writing of having violated item(s) one (1) or two (2) of this Article 6.7 may appear before the Board of Directors to answer such accusation(s) before the Board of Directors makes any determination authorized by this Article. Any person(s) whom is determined by the Board of Directors by majority vote to have violated the first or second item(s) of this Article may be subjected to any penalty the Board of Directors may direct, including legal action in a court of law, suspension or exclusion from membership in this Corporation, or exclusion from specified San Diego Underwater Photographic Society activities or events.

6.8 Other Positions

The Board of Directors will make the following appointments following their election:

(a) Webmaster: Webmaster shall be the term designating the individual responsible for managing and maintaining the Corporation web site. Specific duties are subject to change as technology expands. Additionally, the Webmaster shall perform all duties incident to this office and such other duties as may be required by the law, the Articles of Incorporation, these Bylaws, or those duties prescribed from time to time by the Board of Directors.

b) Newsletter Editor: The Newsletter Editor shall compile, edit, and produce the monthly newsletter of the Corporation. The Editor shall insure that the newsletter is sent to the membership at a time that allows arrival one week prior to the scheduled monthly meetings. Additionally, the Newsletter Editor shall perform all duties incident to this office and such other duties as may be required by law, the Articles of Incorporation, these Bylaws, or those duties prescribed from time to time by the Board of Directors.

c) Dive Trip Coordination Director: The Dive Trip Coordinator shall schedule and organize all Corporation sponsored dive trips. Additionally, the Dive Trip Coordinator shall perform all duties incident to this office and such other duties as may be required by law, the Articles of Incorporation, these Bylaws, or those duties prescribed from time to time by the Board of Directors. The specific duties of the Dive Trip Coordinator shall include the following: 1) where applicable, arrange for transportation to and from the dive site; 2) where applicable, reserve dates aboard charter boats; 3) maintain a list of participants for each dive trip, and when necessary a wait list; 4) where applicable, maintain records monies paid, including deposits of participant members; 5) insure all participating members have signed and dated a release form prior to the diving activity.

d) Representatives of San Diego Underwater Photographic Society (SDUPS) to the San Diego Council of Divers (SDCD): The number of SDUPS representatives will be as determined by the San Diego Council of Divers Bylaws. Appointment for these positions will occur by the Board of Directors as needed. The term shall be for one (1) year. No voting privileges are extended during this Corporation's Board of Director's meetings. The duties of these representatives are: (1) Attend monthly SDCD meetings and provide the Directors with a report as to Council related issues/events. (2) Provide a written report to the Goby Editor for publication. (3) Should a vote be required on an issue during the SDCD meeting all information will be brought to the Board of Directors for discussion and further instructions. (4) Council representatives will not have autonomy to determine SDUPS policy or position on any items brought before the council unless specifically empowered by the Board of Directors.

e) Corporate Representative: The Board of Directors may designate the title of Corporation Representative upon an individual for specific circumstances, without requiring amendment to these Bylaws. Corporate Representative duties shall include, but not be limited to those listed in Section 6.8(d), Representatives of San Diego Underwater Photographic Society to the San Diego Council of Divers

6.9 Diving Certification

All diving members are required to be in possession of a valid, nationally recognized SCUBA certification card in order to dive while using SCUBA equipment when diving with organized San Diego Underwater Photographic Society activities.