

Arizona Disabled Scuba Divers Foundation

Bylaws

ARTICLE I - NAME, PURPOSE

Section 1: The name of the organization shall be the **Arizona Disabled Scuba Divers Foundation**.

Section 2: The **Arizona Disabled Scuba Divers Foundation (“ADSDF”)** was formed to increase public awareness of scuba diving activities among persons with disabilities. The mission of ADSDF is to provide programs that use the sport of scuba diving to: build participants’ confidence and competence; provide opportunities to socialize and network with other disabled and able-bodied persons in a positive and productive environment; and provide opportunities for families to reconnect in meaningful activities that enhance physical and mental health.

ARTICLE II - MEETINGS OF MEMBERS

Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2: Special Meetings. The President, the Executive Committee, or a simple majority of the Board of Directors may call special meetings.

Section 3: Notice. Written notice of each meeting shall be given to each Board member not less than ten days before the meeting.

ARTICLE III - BOARD OF DIRECTORS

Section 1: Board Role, Size, and Composition. The Board is responsible for overall policy and direction of **ADSDF** and delegates responsibility for day-to-day operations to **ADSDF’s** Executive Director and committees. The Board shall have up to eleven, and no fewer than four members. The Board may receive reasonable compensation, commensurate with **ADSDF’s** Compensation Policy, including but not limited to reimbursement for expenses.

Section 2: Meetings. The Board shall meet at least quarterly at an agreed upon time and place.

Section 3: Board Elections. Up to eleven Board members shall be elected by the existing Board members. The number of Board members may at any time be increased or decreased by amendment of these Bylaws but no decrease shall have the effect of shortening the term of any incumbent Board member.

Section 4: Board Development Committee. A Board Development Committee shall be appointed by the Board to represent diverse aspects of the disabled diving community. The Board Development Committee shall have at least three board members. Committee members shall serve one-year terms. The Board Development Committee shall be responsible for developing nominees for Board elections, Board committees, and planning for Board training and leadership development.

Section 5: Election Procedures. The Board Development Committee shall be responsible for nominating prospective Board members, seeking to preserve the diversity and balance necessary to enable the **ADSDF** to provide policy guidance on the broad spectrum of issues. The election will be held in accordance with the election procedures established by the Board of Directors. Each Board member

shall receive one ballot and shall have a number of votes equal to the number of openings to be filled. Board members whose expiring terms are resulting in the vacancy are not eligible to vote. The nominees receiving the largest number of votes shall be elected to those vacancies that exist.

Section 6: Terms. All Board members shall serve three-year terms but are eligible for re-election. The first Board will include members with one and two-year terms to begin staggered terms.

Section 7: Quorum. A quorum must be attended by at least forty percent of the Board members before business can be transacted or motions made or passed.

Section 8: Notice. An official Board meeting requires that each Board member receive written notice ten days in advance.

Section 9: Officers and Duties. There shall be four officers of the Board consisting of a President, Vice-President, Secretary, and Treasurer. The Board at the Annual Board Meeting shall elect the officers. 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 and Treasurer.

The **Vice-President** will chair committees on special subjects as designated by the Board.

The **Secretary** 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 **Treasurer** shall make a report at each Board meeting. Treasurer shall chair 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 10: Vacancies. When a vacancy on the Board exists, nominations for new members may be received 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. All vacancies will be filled only to the end of the particular Board member's term.

Section 11: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if he or she has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining Board members.

Section 12: Special Meetings. Special meetings of the Board shall be called upon the request of the President or one-third of the Board. The Secretary shall send out notices of special meetings to each Board member ten days in advance.

ARTICLE IV - COMMITTEES

Section 1: The Board may create committees as needed, such as community outreach, education, and program development. There shall be three standing committees - Executive, Finance and Fundraising. The Board President appoints all committee chairs. Committee Chairs must be members of the Board.

Section 2: The four officers shall serve as the members of the Executive Committee. The Executive Committee shall review the performance of the Committee Chairs. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: Finance Committee. The Treasurer is chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures and annual budget. The Board must approve the budget, and all expenditures must be within the budget. The Board or the Executive Committee must approve any major change in the budget. The fiscal year shall be the calendar year. Quarterly reports are required to be submitted to the Board showing income and expenditures. The financial records of ADSDF are public information and shall be made available to the public upon written request.

Section 4: Fundraising Committee. The President shall appoint the chair of the Fundraising Committee. The Fundraising Committee is responsible for overseeing development and implementation of the Fundraising Plan as well as identifying and soliciting funds from external sources of support.

ARTICLE V - DIRECTOR AND STAFF

Section 1: Executive Director. If and when the Board deems it necessary, an Executive Director shall be hired. The Executive Director has day-to-day responsibility for the ADSDF, including carrying out the ADSDF's goals and Board policy. The Executive Director will attend all Board meetings, report on the progress of the ADSDF, answer questions of Board members and carry out the duties described in the job description. The Board can designate other duties as necessary.

ARTICLE VI - AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

Adoption Date: May 24, 2009

Revision History: 05/09