

CONSTITUTION OF THE SAGINAW UNDERWATER EXPLORERS

ARTICLE I. PURPOSES OF THE CLUB ARE:

- A. To provide non-profit, social activities, and entertainment through underwater sports; the general improvement, advancement of skin and scuba diving, and other underwater sports.
- B. Promote safety and educational programs designed to instruct members and others in the proper use of diving equipment and skills for safe skin and scuba diving.
- C. Promote conservation of all forms of marine environment, artifacts and natural resources.

ARTICLE II. OFFICES

The club shall maintain a registered office and registered agent in the State of Michigan.

ARTICLE III. MEMBERSHIP

SECTION 1. MEMBERSHIP APPLICATION

All prospective members must complete the Saginaw Underwater Explorers Membership Application, An affirmative vote of 3/4 of the members present at the meeting and payment of the dues is necessary to elect the applicant.

SECTION 2. MEMBERSHIP CLASSIFICATIONS:

- A. GENERAL MEMBERSHIP - Open to families, including children living at home to age 18, and full-time students or individuals over the age of 16 interested in club objectives and activities. One membership card will be issued for a general membership, not one per person.
- B. HONORARY - May be elected only by a unanimous vote of all members present at a regular or special meeting. Honorary members shall not pay dues, hold office or serve on standing committees.
- C. LIFETIME - This classification is reserved for members who have given the dive community/club meritorious service. These members shall not pay dues, and can be voted in by a 2/3rd-majority member vote.
- D. CHARTER - Charter members of the club are those who attended the organizational meeting. A list of charter members shall be made a permanent part of the club records.

SECTION 3. VOTING RIGHTS:

Only members in good standing shall be entitled to run for offices in the club and vote on business submitted to the membership. Each membership card is entitled to a single vote.

SECTION 4. PROXY VOTE:

A proxy vote may be submitted in writing to the club president by a member in good standing who is unable to attend a membership or special meeting.

SECTION 5. TERMINATION OF MEMBERSHIP:

The Board of Directors may suspend or expel a member for cause after an appropriate hearing. Violation of any of the following items may constitute grounds for suspension or expulsion:

- A. Federal, State or local laws.
- B. The Constitution of the Saginaw Underwater Explorers

SECTION 6. RESIGNATIONS:

Members may resign at any time by written statement filed with the Secretary.

SECTION 7. REINSTATEMENT:

Upon written request signed by the former member and filed with the Secretary, the club may, by an affirmative vote of 3/4 of its members present at a membership meeting, reinstate a former member subject to the Constitution of the Saginaw Underwater Explorers.

SECTION 8. RESTRICTIONS ON MEMBERS:

Only divers holding a nationally recognized certification card will be allowed to dive on club dives or fill a scuba tank. Use of air cards are for members only.

ARTICLE IV. MEETING OF MEMBERS

SECTION 1. MEMBERSHIP MEETINGS:

Meetings shall be planned at least monthly, weather permitting.

SECTION 2. SPECIAL MEETINGS:

Special meetings of the membership may be called by the President, Board of Directors or not less than 1/4 of the members having voting rights who sign and file a request for such meeting with the secretary.

SECTION 3. LOCATION OF MEETING:

The Board of Directors may designate any location in the Tri-City area as the site for the membership, Board or special meeting

SECTION 4. NOTICE OF MEETINGS:

Members shall be notified of meeting dates, times, and locations in advance by publication in the club newsletter, email, website or by other means.

SECTION 5. MEMBERSHIP QUORUM:

Ten percent (10%) of the voting members constitute a quorum. Business may be transacted at a membership meeting only when a quorum is present. If a quorum is not present at any meeting a majority of the members present may adjourn the meeting.

ARTICLE V. BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS:

Affairs of the club shall be managed by its Board of Directors who shall have the power and authority expressly conferred upon it by the Constitution.

SECTION 2. ELECTION OF BOARD MEMBERS:

Board Members will be elected at the February membership meeting. Elected board members will assume their positions at the close of the February meeting. To

assume office, candidates must receive a majority of the total number of votes cast in the election and be members in good standing.

SECTION 3. NUMBER, TENURE, AND QUALIFICATIONS:

- a. Officers of the club shall be President, Vice President, Secretary, and Treasurer.
- b. The Board of Directors consists of the club's four officers plus the Compressor Chairman, Member at Large and the Newsletter Editor. The Compressor Chairman must have served a minimum of one year on the compressor committee. Members may hold no more than one office at a time.
- c. The directors will hold office until their successor has been elected or appointed. All club properties are to be turned over to the successor.
- d. All officers must be members in good standing with the organization and must have been a member for at least 1 year prior to serving as an officer. The President must have served on the Board of Directors for at least one term before being elected to the post of President.

SECTION 4. BOARD MEETINGS:

Board meetings shall be held at the call of the president. A board meeting may be held at the request of two members of the board. A minimum of two days notice is required. All board members must be notified of such meeting.

SECTION 5. BOARD QUORUM:

A majority of the Board of Directors constitutes a quorum. If a quorum is not present at any meeting a majority of members present may adjourn the meeting.

SECTION 6. VACANCIES:

Vacancies in the Board of Directors shall be filled by a special election of the general membership. Officers elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION 7. REMOVAL FROM OFFICE:

Removing a Board Member from office requires a 3/4 vote of the membership at a monthly meeting.

ARTICLE VI. DUTIES OF OFFICERS / BOARD MEMBERS

SECTION 1. PRESIDENT

Duties include but are not limited to:

- a. The president is the Chief Executive Officer of the club.
- b. Presides at all membership and board meetings.
- c. Acts as chairman of the Board of Directors.
- d. Enforces Constitution and any other club rules.
- e. Performs duties as prescribed by the Board of Directors.
- f. Appoints temporary committees as deemed necessary.
- g. Documents club's assets and updates annually.

SECTION 2. VICE PRESIDENT:

Duties include but are not limited to:

- a. Performs the duties of the President in their absence or in the event of their

- inability or refusal to act.
- b. Miscellaneous duties as assigned by the Board of Directors.
- c. Ex-officio member of all committees.

SECTION 3. SECRETARY:

Duties include but are not limited to:

- a. Maintains minutes of membership and Board meetings.
- b. Sees that notices are duly given in accordance with the provisions of the constitution or as required by law
- c. Miscellaneous duties as assigned by the Board of Directors.
- d. Shall head a yearly audit of the financial books at the end of the fiscal year.

SECTION 4. TREASURER:

Duties include but are not limited to:

- a. Maintain incorporation paperwork.
- b. Maintains membership applications.
- c. Has responsibility for the funds and securities of the club.
- d. Keep monthly and annual books and accounts of the club showing receipts and disbursements.
- e. Maintains a list of current membership dues paid.
- f. Maintains and sells the club's air cards for fills, and scuba tank visual inspection's (VIP's).
- g. Miscellaneous duties as assigned by the Board of Directors.

SECTION 5. NEWSLETTER EDITOR:

Duties include but are not limited to:

- a. Maintains current club mailing list.
- b. Edits and distributes monthly club newsletter.
- c. Distributes other information pertinent to club activities.
- d. Miscellaneous duties as assigned by the Board of Directors.

SECTION 6. COMPRESSOR CHAIRPERSON:

Duties include but are not limited to:

- a. Responsible for air compressor.
- b. Assembles and chairs the compressor committee.
- c. Organizes and communicates air fill schedule to membership.
- d. Sells air cards for air fills and VIP's.
- e. Develops and documents training program for committee members.
- f. Develops and documents preventative maintenance and spare parts program.
- g. Documents and analyzes air usage by membership.
- h. Communicates to Board any problems with the compressor system.
- i. Miscellaneous duties as assigned by the Board of Directors.

SECTION 7. BOARD MEMBER AT LARGE:

Duties include but are not limited to:

- a. Contacting new members to gather biographical information for the newsletter and forwarding the information to the Newsletter Editor.
- b. Contacts new members regarding club activities.
- c. Assist the board by acting as a substitute for the Secretary or the Newsletter Editor.
- d. Miscellaneous duties as assigned by the Board of Directors.

SECTION 8. OBLIGATIONS

Officers and directors shall do their best to attend all board and membership meetings and are responsible to find alternates from current board to fulfill their obligations in their absence.

ARTICLE VII. CHECKS, DEPOSITS, AND FUNDS

SECTION 1. CHECKS, DRAFTS, ETC.:

All checks, drafts or other orders for payment in the name of the club shall be signed by the Treasurer or President. The amount of money that the board can spend, without prior approval of the membership, shall be set annually by the membership on or before the December membership meeting. If the amount is not changed the previous amount remains the effect. (Note: the 1999 amount is \$100.00)

SECTION 2. DEPOSITS:

All funds of the club shall be deposited in a timely manner in the appropriate account. Membership dues and miscellaneous revenue are to be deposited in the general fund. Revenue generated from air card sales are to be deposited into the compressor fund. At the end of the fiscal year 25% of funds generated by air card sales for the year will be transferred to the general fund.

SECTION 3. GIFTS:

The Board of Directors may accept, on behalf of the club, contributions, gifts, bequests, or devices for the general purpose or for any special purpose of the club.

ARTICLE VIII. FISCAL YEAR

The fiscal year of the club begins on the first day of January and ends on the last day of December each year.

ARTICLE IX. FEES

SECTION 1. ANNUAL FEES:

The dues shall be set for the following year by the Board of Directors, and approved by the general membership, no later than December's membership meeting. If the amount is not changed, the previous amount remains in effect. The dues are payable upon the first day of the fiscal year. (Note: 2010 dues are \$25.00) If membership renewals are paid by the first general membership meeting of the year, a \$5 discount may be applied. Membership fees for new members, joining in the last quarter of any year, will include membership to the end of the next fiscal year.

ARTICLE X. MEMBERS CALLED TO ACTIVE MILITARY SERVICE

Members called to active duty military service will be carried as a member in good standing until the end of the club's fiscal year after the date of discharge from military service.

ARTICLE XI. AMENDMENTS TO CONSTITUTION

Constitution may be amended, modified, repealed or adopted at any membership or special meeting of the club by a majority vote of the members present, provided at least 30 days written notice is given in the official or special club publication or posting of the intention to revise said constitution.

ARTICLE XII. IN THE EVENT THE CLUB DISSOLVES

In the event the club dissolves, all assets shall be liquidated, debts encumbered by the club paid, then remaining assets shall be donated to a scuba related organization to be determined at the time. A Michigan organization is preferred.

ARTICLE XIII. OFFICIAL CONSTITUTION DECLARATION

Upon ratification by the membership, this Constitution becomes the official Constitution of the Saginaw Underwater Explorers and all previous Constitutions become null and void.

Adopted June 8, 2010