

**BY-LAWS  
OF  
THE NATIONAL ASSOCIATION FOR CAVE DIVING, INC.  
A NON-PROFIT CORPORATION**

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**Article I. INTRODUCTION**

These By-Laws constitute the code of rules adopted by the National Association for Cave Diving, Inc. (also known as the NACD), for the regulation and management of its affairs.

**Section 1.01 Purposes and Powers**

This Corporation will have the purposes or powers as may be stated in its Articles of Incorporation, in these By-Laws, and such powers as are now or may be granted hereafter by law.

**Section 1.02 Primary Purpose**

The primary purpose of the National Association for Cave Diving is to provide educational material and information related to the art of safe cave diving for any and all interested persons.

Pursuant to this purpose, the NACD will:

- (1) establish and maintain guidelines for equipment and techniques appropriate for safe cave diving;
- (2) promote and encourage safety in the sport of cave diving, and diving in general;
- (3) encourage and support education about, and dissemination of, accepted cave diving practices;
- (4) provide for a program of education and advanced training as appropriate for safe cave diving;
- (5) work to achieve cooperation and understanding among the members of the cave diving community, and with the general public;
- (6) encourage and support the conservation of the cave environment, and the natural ecosystems related to it;
- (7) encourage, promote, and support the development of innovative, experimental and/or exploratory cave diving techniques, practices, and equipment.

**Article II. OFFICES AND AGENCY**

**Section 2.01 Principal Office**

The principal place of business of this Corporation shall be maintained within the State of Florida, at any location agreed upon by the Directors of the Corporation. For the convenience of the Members, the NACD shall maintain a permanent mailing address in Gainesville, Florida.

## **Section 2.02            Branch Offices**

In addition, the Corporation may maintain other offices either within or outside of the State of Florida, as its business requires.

## **Article III. MEMBERSHIP**

### **Section 3.01            Definition of Membership**

The members of the National Association for Cave Diving are those persons or other entities having membership rights in accordance with these By-Laws.

### **Section 3.02            Classes of Members**

The NACD shall have two basic classes of Members, which are designated as Voting Members and Non-voting Members. The Voting Members of this Corporation shall be two kinds, Regular Members, and Instructor Members. The Non-voting Members of this Corporation shall consist of all other kinds as may be established from time to time by the Membership Committee with the approval of the Board of Directors.

### **Section 3.03            Membership Certificates**

Certificates of Membership evidencing membership in such classes will be issued by the NACD to its Members.

### **Section 3.04            Qualifications of Members**

The qualifications and rights of the Members of the membership classes of the National Association for Cave Diving, Inc. are as follows:

- (1) Regular Membership shall be open to all persons who have successfully completed an NACD Cave Diver Course or the equivalent, and who shall have made application and paid the prescribed dues.
- (2) Instructor Membership shall be open to those persons who have successfully completed an authorized NACD Instructor Training Course, and who shall have made application and paid the prescribed dues. The Instructor Member shall maintain active NACD Cavern Diver or Cave Diver Instructor status as determined by the International Training Committee.
- (3) Non-voting Membership shall be open to all interested persons and/or other entities which meet the requirements established by the Membership Committee, and who shall have made application and paid the prescribed dues. Non-voting Members shall have the rights and privileges pertaining to their particular membership class as may be granted by the Membership Committee, with the approval of the Board, and such other rights and privileges as may be granted to Members within these By-Laws.
- (4) Voting Members shall have all the rights and privileges accorded Non-voting Members, and in addition shall have the following: (a) the right to vote for election of Directors of the Corporation; (b) the right to vote at all meetings of the general membership; (c) the right to petition to call a meeting of the general membership; and (d) such other rights and privileges as may be granted to them by the Articles of Incorporation or by these By-Laws.

**Section 3.05                    Dues**

The annual dues payable to the NACD by Members of each class will be in such amounts as may be determined from time to time by the Board of Directors.

**Section 3.06                    Assessments**

Membership will be subject to assessment of special dues as may be determined from time to time by the Board of Directors. Such assessment of special dues shall only be applicable to a class or classes of membership, and not to an individual Member.

**Section 3.07                    Arrears**

Any Member in arrears for non-payment of dues shall cease to be a member of NACD upon expiration of the paid membership period, and shall be removed from the membership register, and shall be sent written notice of such action.

**Section 3.08                    Transferability of Membership**

Membership in the NACD is non-transferable and non-assignable. The rights and privileges of a Member, including voting rights, are likewise non-transferable and non-assignable.

**Section 3.09                    Termination of Membership**

Membership in the NACD shall be terminated, or application for membership denied, on any of the following events, and for no other reason:

- (1) receipt by the Board of Directors or the Membership Committee of the written resignation of a Member, executed by such Member or his/her duly authorized attorney-in-fact.
- (2) the death of a Member.
- (3) criminal activity by a Member.
- (4) deliberately committing actions contrary to the Articles of Incorporation, these By-Laws, or the Administrative Policies of the NACD.
- (5) deliberately acting to harm or discredit this Corporation, its Officers or Directors.
- (6) for other cause, inconsistent with membership.

Termination for non-payment shall take place pursuant to Section 3.07 of these By-Laws.

**Section 3.10                    Petition Against Termination**

It shall be the policy of the NACD to notify a Member of termination of membership pursuant to Section 3.09, in writing, and to grant to the Member the right to petition the Board for a hearing at which time the Member may argue against termination of his/her membership.

- (1) A petition against termination must meet the following conditions:
  - (a) be received by the Board of Directors not later than 30 days after notification of termination was sent;
  - (b) must state in concise summary form why the member believes that termination of membership is not warranted; and
  - (c) be supported by at least five Voting Members other than the petitioner, as evidenced by their signatures on the letter of petition.

### **Section 3.11 Disposition of Petition**

The Board of Directors shall reject any such petition for hearing not meeting all the requirements listed in Section 3.10 of these By-Laws. Additionally, the Board of Directors may reject any such petition for hearing by a unanimous vote of those Directors present at any duly-constituted regular meeting of the Board. If a petition for hearing is granted, such hearing shall be held not later than the next regularly scheduled meeting of the Board of Directors at which a quorum is present. The conduct of this hearing will be at the discretion and pleasure of the Presiding Officer, with the consent of the Board of Directors.

### **Section 3.12 Annual General Membership Meeting**

The NACD shall hold a general membership meeting annually at a time and place to be set by the Board of Directors. At least six months shall elapse between such meetings.

### **Section 3.13 Special Meetings of the Membership**

Special meetings of the general membership may be called by the Board of Directors, or on the petition of one-tenth of the Voting Members. The total number of voting-eligible members and procedures for submitting said petition may be obtained from the Secretary/Treasurer by written request of a voting-eligible member.

### **Section 3.14 Special Meetings of the Membership**

Written notice, stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called must be delivered not less than fifteen, nor more than sixty, days before the date of any members' meeting by any means deemed appropriate by the Board of Directors.

### **Section 3.15 Quorum of the Membership**

A simple majority of the Voting Members shall constitute a quorum of the membership at any general membership meeting. In the absence of a quorum of the Members, the Board may act on behalf of the membership. All actions taken by the Board in lieu of a quorum of the Members shall require the assent of two-thirds (2/3) of the Directors of the Corporation.

### **Section 3.16 Action by the Members**

Once a quorum of the membership exists, a simple majority of those Voting Members casting a vote shall be required to pass any motion, except as specified by law, within the Articles of Incorporation, or within these By-Laws.

### **Section 3.17 Members' Voting Rights**

Except for election of Directors of the Corporation, which will take place as specified in Section 4.07 of these By-Laws, Voting Members may vote in person, or by any other reliable means determined by the Board of Directors, before or at lawfully-called and constituted meetings of the membership.

### **Section 3.18 Waiver of Notice**

Attendance or participation of a Member at any meeting of the general membership will constitute a waiver of notice of such meeting except where such Member attends a meeting for

the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully-called or convened.

## **Article IV. DIRECTORS**

### **Section 4.01 Definition of Board of Directors**

The Board of Directors is that group of persons vested with the management and business affairs of the National Association for Cave Diving, Inc. subject to the laws of the United States of America, the laws of the State of Florida, the Articles of Incorporation, and these By-Laws. Parliamentary questions on which the Board of Directors is in disagreement and which are not resolved by recourse to the preceding documents, will be resolved in accordance with any published guide to parliamentary procedure selected by the Board.

### **Section 4.02 Specific Powers of the Board**

In addition to any other powers which it has, the Board of Directors shall have the authority and be empowered to manage all affairs of the Corporation, to approve all appointive offices, to oversee all publications of the NACD, and to set such policy as may be appropriate to coordinate the contents of various publications in various media so as to further the stated purposes of the NACD and to insure the availability and distribution of the published items.

### **Section 4.03 Structure of the Board**

The Board of Directors of the NACD shall be divided into two classes; the names and functions of which are designated as follows:

- (1) Regular Directors, who shall serve as voting members of the Board of Directors, and may delegate certain duties of his/her position to another Member of the NACD with the approval of a majority of the Board.
- (2) Instructor Directors, who shall serve as voting members of the Board of Directors, shall maintain current status as an NACD Instructor, and may delegate certain duties of his/her position to another Member of the NACD with the approval of a majority of the Board. Further, an Instructor Director shall, during their three-year term of office, be required to certify a majority (minimum of 51%) of their overhead environment students as NACD certification cardholders.

### **Section 4.04 Number of Directors**

The number of Directors of this Corporation shall not be less than three at any time. Until further amendment of these By-Laws, the number of Directors shall be as follows: seven Elective Directors, consisting of four Instructor Directors and three Regular Directors.

### **Section 4.05 Qualifications of Directors**

The qualifications for becoming a Director of the NACD are as follows:

- (1) Regular Directors must be Voting Members in good standing for 12 months prior to being eligible for said office.
- (2) Instructor Directors must be Instructor Members in good standing for 12 months prior to being eligible for said office.

(3) Directors shall not be directors, trustees, officers, shareholders, or principals of any organization (other than the NACD) that trains or certifies divers at technical levels.

(4) All Board of Directors members are required to sign the NACD Confidentiality Agreement, and comply with its provisions.

(5) All NACD Board of Directors candidates are required to show a history of volunteering and supporting the NACD during the 12 months prior to being eligible to be nominated or serve on the NACD Board of Directors. The NACD nominating committee will determine eligibility.

#### **Section 4.06 Terms of Directors**

The terms of office of the four Instructor Directors shall be for three (3) years with the elections to provide for staggered terms so that no more than two Instructor Directors will be elected in any one year; the terms of office for the three Regular Directors shall be for three (3) years with the election to provide staggered terms so that no more than one Regular Director will be elected in any one year.

#### **Section 4.07 Election of Directors**

The election of Elective Directors shall take place as follows:

(1) The Nominations Committee Chair, or his designee, will present a slate of at least one candidate for each position to be filled that year. The slate must be presented at the Annual General Membership meeting. Nominations for additional candidates may be made by any Voting Member from the floor at the Annual General Membership meeting.

(2) The Nominations Committee, and any Member proposing a nominee, shall obtain the consent of the candidate to serve if elected.

(3) The slate of nominations shall be prepared in ballot form and circulated to the entire Voting Membership by the General Manager not later than 30 days following the Annual General Membership meeting. Ballots, to be counted as valid, must be returned within the designated period of the date that the ballots were sent to the Members.

(4) The Nominating Committee Chair, will assist the General Manager in the preparation, distribution and counting of the ballots. The results of the election shall be announced to the Members.

(5) The General Manager shall inform the elected candidates of their election. The elected candidates shall take office at the January Board of Directors meeting following the election.

#### **Section 4.08 Removal of Directors**

Any Director may be removed from the Board when such action will serve the best interests of the NACD. Removal of a Director shall require the vote of a majority of the Board of Directors and will be based on the following events:

(1) Termination of membership in the NACD as specified in Section 3.09 of these By-Laws.

(2) Unexcused absence from two or more regular Board meetings during any regular calendar year, or from four or more regular Board meetings during any term of office.

(3) Any other repeated failure to carry out successfully the duties of such Director. Such removal will be without prejudice to any contract rights of the Directors so removed.

(4) The acceptance by the Director of any position which would disqualify him or her under Section 4.05(3).

#### **Section 4.09 Vacancies on the Board of Directors**

Resignation of Directors will become effective immediately or on the date specified in the letter of resignation or, in the event of removal from office, on the date of such removal; and vacancies will be deemed to exist as of such effective date. Any vacancy occurring in the Board of Directors will be filled by a qualified Member appointed by the President with the approval of the Board. The Member designated to fill the vacancy will serve for the unexpired remainder of the term of office of the predecessor in office.

#### **Section 4.10 Regular Meetings of the Board of Directors**

The Board of Directors shall meet at least once per quarter. Regular quarterly meetings are to be held on the second Saturday of January, of April, of July, and of October, except as otherwise stipulated by a majority of the Directors. The time, date, and place of such quarterly meetings will be announced to the membership at least five (5) days prior to the date of each regular meeting.

#### **Section 4.11 Executive Session of the Board of Directors**

Any meeting of the Board of Directors shall be open to attendance by interested Members and invited guests unless the Board moves for Executive Session. Members and observers attending Board meetings do not have any right to address the Board or debate any issue. The privilege to do so may be granted by the Board at its discretion and pleasure. Executive Session meetings shall be restricted to only the Directors and their invited guests.

#### **Section 4.12 Special Meetings of Board of Directors**

Special meetings of the Board of Directors may be called by the Presiding Officer or by a majority of the Directors. The time, date, place and agenda of such meeting shall be announced, in writing to the Directors, and to the Committee and Branch Chairs when appropriate, at least five (5) days in advance of the date of such meeting.

#### **Section 4.13 Quorum**

A simple majority of the Directors will constitute a quorum of the Board of Directors.

#### **Section 4.14 Actions by the Board of Directors**

One a quorum exists, a simple majority of those Directors present shall be required to pass any motion except as specified within the Articles of Incorporation or these By-Laws.

#### **Section 4.15 Transferability of Directorship**

Directorship in the NACD is nontransferable and non-assignable. The rights and privileges of a Director, including voting rights, are likewise nontransferable and non-assignable.

#### **Section 4.16 Absentee Voting by Directors**

While a Director's voting rights are not transferable and non-assignable, a Director may cast his/her vote on any issue on the agenda for any Board meeting by absentee ballot. To execute such an absentee ballot, a Director must submit written notice which states the specific agenda item that the absentee ballot addresses and the Director's vote on those particular items. Such written notice must be submitted to the Presiding Officer not later than the beginning of the meeting at which the absentee ballot is to be cast and prior to the vote on the matter. Such absentee ballot shall be executed by the absent director in any manner authorized by the Board, the Articles of Incorporation, these By-Laws, or Florida law.

#### **Section 4.17 Waiver of Notice**

Attendance of a Director at any meeting of the Board of Directors, or participation therein, will constitute a waiver of notice of such meeting except where such Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully-called or constituted.

### **Article V. OFFICERS**

#### **Section 5.01 Officers**

The officers of the NACD will consist of the following personnel:

- (1) Elective Officers
  - (a) President
  - (b) Vice President
  - (c) Secretary/Treasurer
- (2) Appointive Officers:
  - (a) General Manager
  - (b) Training Director

#### **Section 5.02 Qualifications of Officers**

The qualification for becoming an Officer of NACD are as follows:

- (1) Elective Officers must be Directors of NACD
- (2) Appointive Officers must meet the following qualifications:
  - (a) The General Manager must be a Voting member in good standing, shall not hold Elective Office, and shall not be a Director of NACD.
  - (b) The Training Director must be an Instructor Director in good standing and shall not hold Elective Office.

#### **Section 5.03 Selection of Officers**

The Board of Directors annually selects the President, Vice President, and Secretary/Treasurer from within its ranks. These Officers will supervise the executive functions of the Board. Such selection of Officers will take place at the regular January Board meeting, after the candidate-elects have been installed.



#### **Section 5.04 Appointment of Officers**

The Training Director and the General Manager are appointed annually by the President, with the approval of the Board. Appointment of the Training Director and the General Manager will take place at the regular January Board meeting, after the selection of Officers as described in Section 5.03 of these By-Laws.

#### **Section 5.05 Duties of Officers**

The duties of the several Officers of the NACD are described below:

(1) The President shall be the nominal head of the Corporation; shall report to the Directors at each quarterly meeting, or at any other meeting at the request of the Board; shall distribute to all Directors written agenda for each quarterly meeting at least ten days in advance of such meeting; shall appoint standing and *ad-hoc* committees at his discretion; shall select and appoint the General Manager and the International Training Director, with the approval of the Board; shall be responsible for acquiring operating funds for the NACD through activities approved by the Directors; shall appoint an Instructor Member or Regular Member, as appropriate, to fill any vacancy on the Board, with Board approval, for the remainder of the term of the vacated position; and shall be an *ad hoc* member of all committees. The President is a voting Director of the NACD.

(2) The Vice President shall fulfill the duties of the President when the latter is absent; shall assume the office of the President should that Office become vacant; shall coordinate the organization of the Annual General Membership meeting; shall be responsible for special assignments delegated by the President and/or Board; and shall assume the duties and functions of the Coordinator for all NACD Committees in the absence of an assigned Committee Coordinator. The Vice President is a voting Director of the NACD.

(3) The Secretary/Treasurer shall maintain the records and minutes of the NACD and the Board of Directors, which shall be filed and made available to any Member upon request; shall maintain copies of the records and minutes of any NACD Branches; shall be responsible for all business correspondence of the NACD; shall be the custodian of its Corporate Seal; shall keep records and accounts of the NACD, and of any of its Branches, including all monies received and disbursed; shall present a quarterly Treasury Report for Board review and approval; shall collect the annual dues from the Members and shall maintain the official Membership Register in the absence of a Membership Committee and shall arrange for the issuance of Membership Certificates with the assistance of the Membership Committee. The Secretary/Treasurer is a voting Director of the NACD.

(4) The Training Director shall report to the Board at each quarterly meeting, or any other meeting at the request of the Board; shall be responsible for all training and certification activities through courses approved by the Board, and of all persons enrolled in or making application for such courses; shall be empowered to censure, suspend, or revoke Instructor status of any Instructor Member for cause, subject to the consent of the Board; shall be the Chair of the National Training Committee; shall serve as an executive of the Board; and must be an Instructor Director in good standing. The Training Director is a voting Director of the NACD.

(5) The General Manager shall be responsible for managing and coordinating the business activities of the NACD; shall notify Members of certain NACD business when appropriate; shall be responsible for the editing of the newsletter which will be distributed to all

Members and other Subscribers quarterly, or more frequently as may be determined by the Board, or delegate this duty to another Member with the consent of the Board; shall be responsible for all aspects of service by the NACD to the general public; shall act as Librarian for the NACD, or delegate the duties thereof to another Member; shall Preside at any Board of Directors meeting in the absence of the President and the Vice President; shall serve as an executive of the Board; and may not hold Elective Office except as provided in Section 6.04 of these By-Laws. The General Manager is an Executive Officer of the NACD.

#### **Section 5.06 Prohibition of Multiple Officeholders**

Multiple officeholders, or the practice of having one person hold more than one Office, shall not be permitted by the NACD, except as provided in Section 6.04 or in Section 8.05 of these By-Laws.

#### **Section 5.07 Removal of Officers**

Any officer may be removed from Office when such action will serve the best interests of the NACD. Removal of an Officer shall require the vote of a majority of the Directors, and shall be based on any of the following events:

- (1) Termination of Membership in the NACD as specified in Section 3.09 of these By-Laws.
- (2) Removal from the Board of Directors of the Corporation as specified in Sections 4.08 or 4.09 of these By-Laws.
- (3) Any other repeated failure to execute successfully the duties of his/her office. Such removal will be without prejudice to any contract rights of the Officer so removed.

#### **Section 5.08 Vacancies among the Officers**

Resignation of Officers will become effective immediately or on the date specified in the letter of resignation or, in the event of removal from office, on the date of such removal, and vacancies will be deemed to exist as of such effective date. Any vacancies among the Officers shall be filled as specified in these By-Laws in Sections 5.02 and 5.03. The Member designated to fill the vacant Office will serve for the unexpired remainder of the term of office of the predecessor in office.

### **Article VI. NACD BRANCHES**

#### **Section 6.01 Establishment of the Branches**

A Branch of the NACD may be established by interested Members or Officers, with approval of the Board of Director; or by the Board.

#### **Section 6.02 Branch Chair**

A Branch Chair may be elected by the Branch Members or appointed by the Board. A Branch Chair shall be a Voting Member in good standing of the NACD. Each Branch Chair shall report to the Board at least once per year, on the occasion of the annual general membership meeting, or more frequently at the request of the Board. A Branch Chair shall not act on behalf of the NACD, its Officers or its Directors, except as in directives given by resolution of the Board, or as specified by law or within the Articles of Incorporation, these By-Laws, or specific Administrative Policy.

### **Section 6.03 Branch Operations**

The officers, membership, meeting times and Branch dues, if any, shall be determined by the Branch, with the consent of the Board. Conduct of all operations of a Branch of the NACD shall be in accordance with law, with the Articles of Incorporation, with these By-Laws, and with NACD Administrative Policy. All requirements and limitations of operations as specified in such above-mentioned documents shall apply to any and all Branches of the NACD.

### **Section 6.04 Corporation Officers as Branch Officers**

Any individual may hold a Branch office concurrently with an Office of the Board of Directors of NACD.

### **Section 6.05 Branch Responsibility**

Each Branch shall be responsible to the Board of Directors of the NACD

## **Article VII. INFORMAL ACTION**

### **Section 7.01 Waiver of Notice**

Whenever any notice whatever is required to be given under the provisions of law, the Articles of Incorporation, or these By-Laws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of Members, specify the nature of the business to be transacted.

### **Section 7.02 Action by Consent**

Any action required by law or under the Articles of Incorporation of this Corporation or these By-Laws, or any action which otherwise may be taken at a meeting of either the Members or the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all persons entitled to vote with respect to the subject matter of such consent, or all Directors in office, and filed with the Secretary of the Corporation.

## **Article VIII. COMMITTEES**

### **Section 8.01 Classes of Committees**

Committees which may be established by the Corporation compose two classes, as follows:

- (1) *ad hoc* committees, which are established for a limited time period to address a specific issue or issues; and
- (2) standing committees, which are established for an undetermined length of time and which are expected to have perpetual existence to address ongoing or persistent needs of the Corporation.

### **Section 8.02 Establishment of Committees**

*Ad hoc* committees are established as the need arises by the President, with the consent of the Board; or by the Board. When the specific issue(s) that an *ad hoc* committee was directed to address have been resolved, the committee is dissolved. Standing committees are established by the Board of Directors through enactment of these By-Laws, or by resolution of the Board.

Standing committees will continue to exist until formally dissolved by resolution of the Board of Directors, or by amendment to these By-Laws, as the particular case requires.

### **Section 8.03 Standing Committees**

The following standing committees of the National Association for Cave Diving are established:

- (1) Conservation Committee
- (2) Equipment Technology Committee
- (3) Exploration and Survey Committee
- (4) Membership Committee
- (5) Nominations Committee
- (6) Publications Committee
- (7) Public Relations Committee
- (8) Safety Committee
- (9) Science Committee
- (10) Training Committee

### **Section 8.04 Selection of Committee Chairs**

A Committee Chair may be appointed by the President, with the consent of the Board of Directors; or by the Board.

### **Section 8.05 Qualifications of Committee Chairs**

All Committee Chairs shall be Members in good standing of the NACD. Committee Chairs may hold other Office in the NACD, and may serve on other NACD Committees.

### **Section 8.06 Responsibilities of Committee Chairs**

The Chair of an *ad hoc* or standing committee shall:

- (1) report to the Board of Directors at their regular meeting
  - (a) submit a written report to the Committee Coordinator at least one (1) week prior to the scheduled meeting (preferably electronic submission)
  - (b) notify the Committee Coordinator at least two (2) weeks prior to the scheduled meeting, if unable to attend in person, such that the Committee Coordinator can present the required report to the Board of Directors on the Committee Chair's behalf;
- (2) determine meeting times, dates, and places for his/her committee;
- (3) select and appoint committee members (who may or may not be NACD members) and ensure that all committee members have signed the appropriate confidentiality agreement;
- (4) not act on behalf of the NACD, its Officers or Directors except as in directives given by resolution of the Board, or as specified by law or within the Articles of Incorporation, these By-Laws, or specific Administrative Policy.

### **8.07 Term of Committee Chair**

A Committee Chair will serve at the direction and pleasure of the Board of Directors.

### **8.08 Removal of Committee Chair**

The Chair of an *ad hoc* or standing committee may be placed on probation or removed from his/her position for any of the following reasons:

- (1) failure to provide a written report to the Committee Coordinator at least one (1) week prior to the scheduled meeting;
- (2) failure to appear at a scheduled meeting without complying with Article VIII, Section 8.06(1)(b);
- (3) at the discretion and pleasure of the Board of Directors.

### **Section 8.09 Selection of Committee Coordinator**

A Committee Coordinator may be appointed by the President, with the consent of the Board of Directors, or by the Board.

### **Section 8.10 Qualifications of the Committee Coordinator**

The Committee Coordinator shall be a member in good standing of the NACD. The Committee Coordinator may hold other offices in the NACD. However, the Committee Coordinator may NOT serve on other NACD Committees as listed in Article VIII, Section 8.03 of the By-Laws.

### **Section 8.11 Responsibility of the Committee Coordinator**

The Committee Coordinator shall:

- (1) coordinate the Committee Chair reports that are made to the Board of Directors at their regular quarterly meeting;
- (2) conduct reports to the Board of Directors at their regular meeting in the absence and on behalf of the Committee Chair;
- (3) not act on behalf of the NACD, its Officers or its Directors except as in directives given by resolution of the Board, or as specified by law or within the Articles of Incorporation, these By-Laws, or specific Administrative Policy.

### **Section 8.12 Term of the Committee Coordinator**

The Committee Coordinator will serve at the discretion and pleasure of the Board of Directors.

### **Section 8.13 Removal of the Committee Coordinator**

The Committee Coordinator may be placed on probation or removed from his/her position at the discretion and pleasure of the President OR the Board of Directors.

## **Article IX. ADMINISTRATIVE POLICY**

### **Section 9.01 Policy of the Board**

The Board of Directors will establish and implement administrative policies pursuant to the Nature of the Business of the NACD as specified in Article II of the Articles of Incorporation of the National Association for Cave Diving, Inc.

### **Section 9.02 Committee and Branch Policy**

NACD Standing Committees and NACD Branches will establish administrative policies as appropriate or necessary to the concern of the Committee or Branch, with approval of the Board of Directors. Such policy will be the responsibility of the Branch Chair or the Committee Chair, and shall not supersede any policies established by the Board of Directors.

### **Section 9.03 Implementation of Policy**

No administrative policy shall be implemented without prior consent of the Board of Directors.

### **Section 9.04 Documentation of Policy**

The Vice President shall develop and maintain a complete written list of all Administrative Policies of the NACD, its Branches and Standing Committees. Such list will be distributed to all Directors, Officers, Branch Chairs, and Committee Chairs. If an assigned Committee Coordinator exists, then he/she shall assist the Vice President in carrying out the development and distribution of such written policy list.

### **Section 9.05 Record Keeping**

The General Manager, in his capacity as NACD Librarian, shall maintain at least three copies of the Articles of Incorporation, of these By-Laws, and of NACD Administrative Policy at all times. These documents shall be made available to Members upon request. All new Directors of the Corporation shall be provided with copies of these documents at or before the meeting at which they are installed as Directors.

## **Article X. OPERATIONS**

### **Section 10.01 Fiscal Year**

The fiscal year of the National Association for Cave Diving will be the calendar year.

### **Section 10.02 Execution of Documents**

Except as otherwise provided by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of this Corporation will be signed by the Secretary/Treasurer or by the President. Contracts, leases, or other instruments executed in the name of, and on behalf of, the Corporation will be signed by the Secretary/Treasurer and counter-signed by the President, and will have attached copies of resolutions of the Board of Directors certified by the Secretary authorizing their execution.

### **Section 10.03 Books and Records**

This Corporation will keep complete and correct books and records of account, and will also keep minutes of the proceedings of its Members, Board of Directors, and Directorial Committees. The Corporation will keep a membership register giving the names, addresses, and showing classes and other details of membership of each, and the original or a copy of its By-Laws including amendments to date certified by the Secretary/Treasurer of the Corporation.

### **Section 10.04 Inspection of Books and Records**

All books and records of this Corporation may be inspected by any Member, or his/her agent or attorney, for any proper purpose at any reasonable time on written demand by the Member, under oath, stating such purpose. Said inspection shall take place at the principal office location of the

Corporation, at the location of its Registered Agent, or at any other agreed-to-location, at the discretion of the Board of Directors.

#### **Section 10.05 Non-profit Operations Compensation**

This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its Members, Directors, or Officers. However, the Corporation may pay compensation in a reasonable amount to Members, Officers, or Directors for services rendered.

#### **Section 10.06 Loans to Management**

This Corporation will make no loans to any of its Directors or Officers or to any of its key management or other personnel.

#### **Section 10.07 Members' Property Rights**

No Member of this Corporation may have any vested right, interest, or privilege of, in, or to the assets, functions, affairs, or franchises of the Corporation, or any right, interest, or privilege which may be transferable or inheritable or which will continue if his/her Membership ceases, or while he/she is not in good standing. Terminated Members shall have no property rights to assets of the Corporation.

#### **Section 10.08 Non-profit Purpose**

In addition to that as stated within the NACD Articles of Incorporation, the purposes for which this Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(C)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law. Notwithstanding any other provisions of these By-Laws, the NACD shall not carry on any other activity not permitted to be carried on by an organization exempt from Federal income tax under Section 501(C)(3) of the Internal Revenue Code.

#### **Section 10.09 Dissolution**

On dissolution, assets of this Corporation remaining after the payment or discharge of all liabilities of the Corporation; the return, transfer, or conveyances of assets on conditions requiring same; and the transfer or conveyance of assets received and held subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes shall be distributed as follows in the event of dissolution, the residual assets of the NACD will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(C)(3) and Section 170(C)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public use.

#### **Section 10.10 Secured Transactions**

The Directors of this Corporation may authorize secured transactions or other disposition of corporate assets without approval by the Members.

### **Article XI. AMENDMENTS**

#### **Section 11.01 Amendment of the Articles of Incorporation**

The power to alter, amend, or repeal the Articles of Incorporation of this Corporation is vested in the Members. Such action must be taken as specified in the Articles of Incorporation which provides that the Articles of Incorporation may be amended by a two-thirds (2/3) vote of the Members at the Annual General Membership meeting of the Corporation, provided that any such proposed amendment must have been submitted to any Officer or Director of the NACD in writing at least two weeks prior to such meeting.

**Section 11.02            Modification of By-Laws**

The power to alter, amend, or repeal these By-Laws, or to adopt new By-Laws, insofar as it is allowed by law, is vested in the Board of Directors. Such action must be taken as specified in the Articles of Incorporation which provide that the By-Laws of this Corporation shall be made, altered or rescinded by a majority vote of the Board of Directors present at a regular or special meeting of said Board.

**Article XII.            ADOPTION OF BY-LAWS**

Adoption of these By-Laws by resolution of the Board of Directors shall rescind and repeal any and all By-Laws enacted by previous Boards of Directors of this Corporation.

Last amended February 15, 2016.