

NORTH SHORE FROGMEN'S CLUB

Bylaws

Approved Version April 14, 2016

ARTICLE 1 NAME AND LOGO

1.1. The name of the organization is the North Shore Frogmen's Club, Inc., with its principal office located at the address of the current President. If the President is not a resident of Massachusetts, the Club will designate the Massachusetts residence of another Officer as the principal office location of the Club.

1.2. The North Shore Frogmen's Club, Inc., was incorporated May 8, 1958 under the laws of the Commonwealth of Massachusetts. The Club is a not for profit organization.

1.3. The Club logo is the caricature of a green frog wearing a diver's facemask, dual hose regulator, and scuba tank superimposed on a red dive flag with the words "North Shore Frogmen" and a copyright mark (©) to indicate the logo copyright status. The logo will be used on all official Club documents where appropriate; alternate logos may be used only with the written permission of the President. The use of the logo will not preclude the use of any other graphics in conjunction with Club activities.

1.4. The Club shall maintain "North Shore Frogmen" as its trademark; the Club will copyright its logo.

ARTICLE 2. PURPOSE

2.1. Promote education of diving and the marine environment, promote safety in diving, promote environmental responsibility while diving, and contribute the skills of the Club membership for community benefit when needed and appropriate. Activities employed to achieve these goals include lectures, discussions, group outings, meet ups for diving, and providing a positive social environment for persons interested in diving. 2.2 All Members, whether Regular, Life, Associate, Junior or Honorary shall comply with the policies of the venues where the Club may meet, including those laws and policies related to the consumption of alcoholic beverages.

ARTICLE 3. AFFILIATION

3.1. The Club may affiliate itself from time to time with other organizations in order to support and encourage the sport of skin and scuba diving.

ARTICLE 4. OFFICERS

4.1. The governing officers of the Club shall consist of a Board of Directors comprised of a minimum of 6 and up to eight (8) members as follows:

4.1.1. Four current officers consisting of a President, Vice President, Secretary, and Treasurer. These officers shall be elected by a majority vote of the regular membership in accordance with ARTICLE 13. Their term of office shall be for one year commencing with the New Business

portion of the last scheduled Club meeting in December and ending with the conclusion of the Old Business portion of the last scheduled Club meeting in December of the following year.

4.1.2. Four Consulting Directors consisting of the Presidents and Vice Presidents of the previous two years. Their term of office shall be for the two years immediately following their term of office as Current Officers.

4.1.3. If the number of eligible officers serving on the Board of Directors is less than 8, the current President may nominate a past officer(s) to fill the vacancy(ies). The nominated past officer(s) shall be ratified by a majority vote at a regular Club meeting. 4.2. No person shall be eligible to hold an elective office in the Club until such person has been a Regular Member in good standing for a period of one (1) year.

4.3. Vacancies in any current office shall be filled by a special election to be held in conformance with the general provisions of ARTICLE 13 and within a reasonable time, but no longer than 6 weeks, following the occurrence of the vacancy. Until such time as the vacancy is filled the Board of Directors shall select a Consulting Director to temporarily fill the position.

4.4. During their term of office the Current Officers shall not be required to pay dues or any other fees in conjunction with Club activities.

4.5. The President shall appoint a qualified Regular Member to serve as a dive coordinator for each Club dive.

ARTICLE 5. REGULAR MEMBERS

5.1. Any diver with Open Water or equivalent (or higher) certification from a nationally or internationally recognized diver training organization, who demonstrates interest in Club membership, may submit an application for membership. Such application is to be made on a form furnished for that purpose. All applicants shall be required to provide a) a signed application indicating that they have read and agree to comply with the Club Bylaws; b) sign the Club Assumption of Risk, Release and Hold Harmless Agreement; c) and provide a copy of his or her diving certification card.

5.2. All applicants for membership must receive a nomination from the Membership Committee or a Regular Member in good standing prior to consideration by the Club.

5.3. The minimum age for Regular membership shall be 18 years.

5.4 An applicant shall become a Regular Member upon an affirmative majority vote at a regularly scheduled Club meeting and payment of applicable dues.

ARTICLE 6. ASSOCIATE MEMBERS

6.1. Associate Membership may be applied for by persons who are interested in the sport of scuba diving.

6.2. Such persons must complete the application form provided for that purpose. All applicants shall be required to provide a) a signed application indicating that they have read and agree to comply with the Club Bylaws; b) and sign the Club Assumption of Risk, Release and Hold Harmless Agreement. Applicants shall submit the completed form to the Membership Committee.

6.3. Associate Members shall not be eligible to hold elective office or vote but may participate in the business proceedings and social activities of the Club.

6.4. Associate Members will be included on the Clubs mail list and will receive all regular Club notifications.

6.5. Eligibility shall include, but not be limited to the following:

6.5.1. Non-certified family members, and other non-certified persons who are interested in diving but for some reason cannot dive.

6.5.2. Regular Members who have moved out of the geographical area.

6.6. The minimum age for Associate Membership shall be the same as Paragraph 5.3.

6.7. Any Regular Member who enters active military service will be granted, with no dues obligation, Associate Member status.

ARTICLE 7. LIFE MEMBERS

7.1. Any member who has been a Club Member in good standing, whether as, or in combination as, a Regular, Junior or Associate Member, for a cumulative period of 25 years will be awarded Life Member status. Exceptions to this policy shall be subject to Board of Director approval and majority vote of voting Members at a Club business meeting. 7.2. In recognition for the many years of contribution to the Club, Life Members will not be required to pay membership dues.

7.3. Life Members receive all rights and privileges of Regular Members, including voting.

ARTICLE 8 JUNIOR MEMBERS

8.1. Junior Members are Family Members who are certified divers. They have the rights and privileges of Associate Members; their application process is the same as Regular Members. Junior Members must be accompanied by a parent or legal guardian at all Club events.

ARTICLE 9. HONORARY MEMBERS

9.1. The President may, without a vote of the Membership, award an Honorary Membership for that calendar year, without cost, to a nonmember who performs a significant service to the Club. If the person submits an application for membership in accordance with ARTICLE 5 or 6, the person may, upon vote of the Members, become a Regular or Associate Member, with his or her dues waived for the calendar year.

ARTICLE 10. FAMILY MEMBERSHIPS

10.1. The Club recognizes Family Memberships consisting of a couple or parent(s) and children of parents under the age of 18, all residing in the same household. At least one parent shall be a Regular Member; the children are Junior Members. Dues for Family Membership are defined in ARTICLE 12.

ARTICLE 11. MEETINGS

11.1. Meetings will be held at a time, place, and frequency selected by a vote of the Regular and Life Members but the frequency shall not be less than one meeting each month.

11.2. Ten (10) Regular Members in good standing, including one member of the Board of Directors, shall constitute a quorum for the conduct and transaction of business at a regular meeting.

11.3. Voting privileges at all meetings shall be restricted to Regular and Life Members in good standing. Voting by proxy is permitted in accordance with ARTICLE 19. Officers are permitted to vote with the exception of the President, who will vote only to break a tie.

11.4. A Member in good standing is a person whose dues are fully paid, whose other obligations to the Club are fulfilled, and who is not under suspension from the Club. During the period from January 1st through March 1st a Member is in good standing if dues were fully paid in the prior year.

ARTICLE 12. DUES

12.1. The annual dues for Regular Members shall be established by the Board of Directors and ratified by a majority vote of the Club membership and shall be for the period January 1st through December 31st of the given year.

12.2. Dues for Associate Members and Junior Members shall be equal to one half of the Regular Member dues.

12.3. Annual membership dues for Family Memberships is at the full rate for the Member with the highest membership rate and half rate for each additional Member, according to membership type.

12.4. Dues are due and payable on January 1st of each calendar year. If a member's dues are not received by March 1st, such member will be considered non-active, and shall forfeit all rights and privileges of the Club. Exceptions may be made on an individual basis if a request for such exception is submitted in writing, and accepted by the Board of Directors. Restoration of a Member's active status requires payment of the full year's dues. Non-payment of dues for a full year requires reapplication for Club Membership.

12.5. A new Member's dues will be prorated for the year commencing with the month following that in which the applicant is accepted for membership and ending on December 31st of that given year. Dues for a new Member will be due in full, as prorated for the current year, upon acceptance into the Club.

ARTICLE 13. NOMINATIONS AND ELECTIONS

13.1. Nominations for elective office will be opened with the first regular Club meeting in November and will be closed one week before elections.

13.2. Elections will be held during the first regular Club meeting in December, except in years in which November has five Thursdays, in which case elections will be held at the last meeting in November.

13.3. A notice of the forthcoming election date will be sent to all Regular and Life Members in good standing at least ten days prior to the election. The notice shall include the election date, time, and location and will list the candidates by name and the office they seek as known at the time of the notice.

13.4. Ballots shall be prepared by the Board of Directors prior to the election date.

13.5. One ballot shall be provided to each Regular and Life Member attending the meeting during which the elections are to be held. Proxy voting in the election of officers is not permitted.

13.6. Any ballot with a write-in candidate shall be considered invalid in its entirety and will not be counted.

ARTICLE 14 BOARD OF DIRECTORS

14.1. The current President shall serve as the Chairman of the Board and will preside over any and all meetings of the Board of Directors (BoD).

14.2. It shall be the duty of the BoD to take charge of, and have control and management of, all business and properties of the Club as set forth in these Bylaws.

14.3. A majority of the BoD shall constitute a quorum.

14.4. The BoD shall meet as often as the needs of the Club require. They may fix the time and manner of giving notice of such meetings, and unless otherwise specified in the notice, any and all business may be transacted at any meeting of the Board of Directors.

14.5. The BoD shall make all appropriations, contract bills found necessary, and supervise all changes for the betterment of the Club. The BoD shall approve all bills and commitments entailed by the appointed committees and shall enforce all Bylaws and the Rules and Regulations of the Club.

14.6. In all cases, a two-thirds majority vote of the voting membership at any regular Club meeting will supersede any decision of the BoD.

14.7. The BoD shall have and retain current account credentials for site access and maintenance to all websites or social networking sites that use the North Shore Frogmen name or promote Club activities.

14.7.1. The BoD shall be advised as to the content of the sites and may limit, restrict or eliminate material not in the best interests of the Club.

14.7.2. The BoD may make the credentials available to the Webmaster, members of the IT Committee or outside parties who need to maintain the sites or provide content.

ARTICLE 15. DUTIES OF OFFICERS

15.1. The President, in conjunction with the Board of Officers, shall have the direction and control of the affairs of the North Shore Frogmen's Club, Inc. and he/she may direct such orders as are not in conflict with the Bylaws. The President is expected to promote activities that benefit the Club. He/she shall approve Club expenditures as defined in para 18.5.

15.2. The Vice President shall assist the President when called upon to do so, and, in the absence of the President, the Vice president shall assume and exercise the same powers and duties as the President. The Vice President shall keep a permanent record of all Club property and the location of such property and have it readily available when needed for any Club function. The records of such Club property will be turned over to each succeeding Vice President.

15.3. The Secretary shall mail notices of special meetings, handle correspondence when directed, and keep accurate and permanent records of the minutes of all meetings held by the Club.

15.4. The Treasurer shall issue notices of dues payable and be responsible for the collection thereof, keep an accurate financial accounting of all business and social transactions, issue checks on behalf of the Club when countersigned, deposit all funds in the Club bank account, and shall

report in detail at the meetings, and at other such times, as directed, relative to the financial conditions of the Club. The Treasurer's records shall be audited upon the termination of his/her office by the President and Vice President.

15.5 The Officers shall meet during January and agree upon who shall be responsible for:

- 1) filing of applicable federal and state tax documents
- 2) filing of Massachusetts not-for-profit documentation
- 3) payment of fees to maintain the Club name trademark.
- 4) review of Bylaws; proposal of revision as needed

15.6. It shall be the duty of all officers, at the end of their term, to transfer all files, records, correspondence, etc., to the newly elected officers of the Club within a period of seven (7) days from the change of officers.

ARTICLE 16. COMMITTEES

16.1. The Standing Committees of the Club will be: Membership Committee, Program Committee, Newsletter Committee and IT Committee.

16.2. Other committees may be appointed, from time to time, by the President, from the membership. These committees will be dissolved by the President at the conclusion of the task(s) or at the conclusion of the President's term of office.

16.3. All expenses incurred by a committee require preapproval by the Board of Directors, and all such expenses must be itemized and accounted for and reported to the Club membership at a regular meeting by the Treasurer.

16.4. The President and Vice President shall be ex-officio members of all committees.

16.5 The Membership Committee shall be composed of a minimum of three Regular Members appointed by the President. The committee will take and process all membership applications in accordance with these Bylaws and will recommend positive or negative action on the application to the Club membership at a regular business meeting.

16.6. The Program Committee shall be composed of a minimum of two members and shall coordinate, schedule, and publicize all Club-sponsored activities.

16.7. The Newsletter Committee shall consist of a minimum of two members and shall be responsible for the creation, editing, and publishing of the Club's monthly newsletter. The newsletter's name will be "Air Bubbles".

16.8. It shall be the duty of all committees, at the end of their term, to transfer all files, records, correspondence, etc., to the newly elected officers of the Club within a period of seven (7) days from the change of officers.

16.9. Materials to be archived will be transferred to the Club Historian who will be appointed by the President. The Club Historian shall maintain an archive of Club files in the "cloud" with access provided to the Officers and the BoD. The Historian shall define a process for transition of custody of the archive in the "cloud" upon change of roles.

16.10. The IT Committee shall consist of the Webmaster, who shall serve as the Chair of the Committee, and a minimum of two Members. The IT Committee shall be responsible for IT matters for the Club (e.g. creation, editing and posting of material on the website, social media

sites and Officer email alias). The IT Committee shall oversee social media postings for inappropriate material. The IT Committee shall oversee the Historian's archival storage.

ARTICLE 17 CLUB DIVES

17.1. All Club Members and guests who participate in a Club sponsored dive must conform to all Club rules and regulations.

17.2. The Dive Coordinator will coordinate Club dives, serving as a point of contact for time, location and logistics or cancellation of Club dives.

17.4. All Club Members who bring guests to a Club dive are responsible for their guest's actions.

17.5. Each diver will ensure that he or she has all the necessary equipment for the dive.

17.6. The Club recognizes the rules and regulations of Massachusetts as they relate to diving. Failure of members to comply with these rules shall subject the offender to corrective action including suspension or dismissal from the Club.

17.7. While the Club promotes dive safety, all divers shall be responsible for their own actions and safety, and will dive within the limit of their knowledge, abilities and training

ARTICLE 18. FINANCE

18.1. The Treasurer is responsible for the proper handling of all the Club's financial activities.

18.2. The Treasurer will collect all dues and any other funds relating to Club activities and report the financial condition during each regular Club meeting.

18.3 Treasurer shall provide, by the last business meeting in January, a concise annual summary statement of the Club finances. This statement is to be reviewed by the other Officers to determine the financial status of the club so that planning of activities for the coming year can be accomplished.

18.4 The Treasurer shall prepare a report of the financial status of the Club and make this report available at one of the scheduled meetings in the month following each quarter. The Treasurer shall provide a copy to Members as requested.

18.5. Any accounts payable received by the Treasurer will be honored immediately or at the next scheduled meeting. The Treasurer is authorized to expend Club funds as follows:

Amount	Approval
\$25 or less	Treasurer
More than \$25, up to \$200	Treasurer and President (or delegate)
More than \$200	Majority vote in Meeting

President and Treasurer agreement on payment may be by both signatures on the check or by electronic communication. Expenditures shall be reported by the Treasurer in the Club meeting following such expenditure.

18.6. Any expenditure greater than \$200.00 must be approved by majority vote at a Club meeting.

18.7 Any vote on financial matters which requires a vote of the Club membership and involves a sum greater than \$1000 must first be approved by the Board of Directors then announced to the membership at least 5 days prior to the vote: the announcement may be via email. The results of such vote shall be distributed to the membership via email within 2 days of the vote.

ARTICLE 19. PROXY VOTING

19.1. All Regular and Life Members in good standing, as of the date of the meeting, may vote by proxy except as noted (in these Bylaws) for specific votes.

19.2 Regular and Life Members may empower an Officer to vote on their behalf based upon the judgment of said Officer after hearing the discussion pro and con on the topic to be voted. The proxy shall be documented (e.g. printed email or written and signed delegation) for inspection at the meeting.

19.3 A proxy vote may be withdrawn by the person who submitted it, if he/she appears in person at the scheduled meeting.

ARTICLE 20 COMMERCIAL USE

20.1 The resources of the Club shall not be used for any commercial purpose unless authorized by a vote of the Members; resources include the Club name, logo, Buddy List, Club property and any other items owned or created by, or on behalf of, the Club.

ARTICLE 21. CONFLICT OF PROCEDURE

21.1. In the event of a conflict in these Bylaws, or in the event that a situation arises which is not specifically covered in these Bylaws, then Robert's Rules of Order shall determine the parliamentary procedures to be followed for resolution of the conflict.

ARTICLE 22. OFFENSES, PENALTIES, AND PROCEDURES

22.1 A charge may be lodged against any Member of the Club for violation of any of the Rules and Regulations of the Club.

22.2. All charges must be in writing and signed by not less than three (3) Members in good standing, unless lodged by the President whose signature alone shall be sufficient.

22.3. Should any Member be found to be in violation of the Bylaws or Rules and Regulations of the Club or of any State or Federal Marine Fisheries Laws as they relate to diving activities, the member will automatically be suspended from the Club pending an investigation to be conducted by the BoD in accordance with the following sections.

22.4. Charges based on any of the grounds enumerated herein before shall be instituted by setting forth in writing and in clear and concise language the facts alleged to constitute a violation, and filing the same with the President. Charges against the President shall be filed with the Vice President. A copy of the charges shall be placed in the U.S. Mail, registered, and a return-receipt requested of the person charged.

22.5. All charges shall be heard before the BoD who shall sit as a Judicial Commission and who shall have sole and final authority to decide and properly dispose of any and all charges referred for hearing. A member of the Board of Directors, selected by the Board of Directors shall act as legal counsel and trial attorney for the Board of Directors at such hearings.

22.6. The accused shall have the right to be represented by counsel of the accused's choosing provided such is a Regular or Life Member in good standing. The Prosecution and Defense may present such evidence as they may wish, subject to the commonly accepted rules of evidence in the civil courts of Massachusetts.

22.7. The Board of Directors shall fix a time, date, and place of hearings on charges filed with them, and they shall notify all parties concerned by regular mail.

22.8. All cases shall be heard beginning not more than 21 days after notice of the filing of charges has been placed in the U.S. Mail with return receipt requested. For good cause, the Board of Directors may grant an extension of the hearing date of not more than fifteen (15) days.

22.9. A finding of guilt on any charges lodged under the provisions of these Bylaws shall authorize the Board of Directors hearing the case to impose a sentence of reprimand, financial fines, suspension from all privileges and authority for a period of time, or expulsion from membership. When the defendant has been found guilty of appropriating money, securities, or any other property of the North Shore Frogmen's Club, Inc. the accused shall be ordered to make restitution in kind or money within fifteen days from the date of finding of guilt. Thereafter the Board of Directors is authorized to refer the matter to a local law enforcement agency for attention.

ARTICLE 23. AMENDMENTS

23.1. These Bylaws, or any provision therein may be revised, repealed, or amended by a two-thirds vote of the Members at a regular business meeting after said revised, repealed, or amended provision has been referred to the Bylaws Committee for their perusal and recommendation, provided the proposed revision, repeal or amendment is forwarded in writing, by postal or email, to each Regular and Life Member of the Club at least ten (10) days prior to the date of the meeting where changes are to be discussed and voted upon.