

**BYLAWS OF THE
U.S. ARMY DIVER'S ASSOCIATION
Revision 5, 2 April, 2011**

ARTICLE I - NAME

This Association shall be known as the U.S. Army Diver's Association, hereafter referred as the Association.

ARTICLE II - PURPOSE

The purpose of this Association shall be to preserve the camaraderie and history of past and present soldiers of the United States Army diving community MOS 00B, 21D, ASI 5V or those past or future classifications or codes used to denote Engineer Diver occupations or specialties by:

1. Documenting and recording historical information of Army divers and diving.
2. Providing social and recreational activities for its members.
3. Establishing and implementing activities to perpetuate the memory of deceased veterans and comfort their survivors.
4. Raising and managing of funds to support the activities of the Association.

The Association is organized exclusively for the purposes stated above as a not-for-profit association. It shall be so conducted that no part of its income and earnings shall inure to the benefit of any member, director, officer or other individual. Upon dissolution, any assets of the Association shall be distributed to an organization enjoying an exempt status under *IRC 501(c)* of the Internal Revenue Code or successor statutory authority.

ARTICLE III- MEMBERSHIP

1. **MEMBERSHIP.** Membership is a privilege and not a right, and is contingent on compliance with these by-laws.

2. **MEMBERSHIP TYPES.**

A. **WAR VETERAN** - Those persons who serve or have served in the U.S. Army in the MOS 00B, 21D, ASI 5V, or those past or future classifications or codes used to denote Engineer Diver occupations or specialties, and during a period of war. Each war veteran member in good standing in accordance with these bylaws shall have one vote.

B. **VETERAN** - Those persons who serve or have served in the U.S. Army in the MOS 00B, 21D, ASI 5V, or those past or future classifications or codes used to denote Engineer Diver occupations or specialties. Each veteran member in good standing in accordance with these bylaws shall have one vote.

C. **ASSOCIATE** - Those persons who do not meet the criteria of A-B above, but are war veterans, veterans, cadets, spouses of members in criteria A-B, widows or widowers of members in criteria A-B, and in some way associated with Army diving, such as Army non-diver personnel

assigned to or supporting Army diving organizations, or divers of other services. Associate members shall have no vote.

D. HONORARY - Those persons who do not meeting criteria A-C, but by election of the Board of Officers (hereafter referred to as "the Board") may be appointed as honorary members. Honorary members will not be required to pay dues and shall have no vote.

3. MEMBERSHIP COMPOSITION. The association will maintain at least 75% of the membership from criteria A and B above, and at least 97.5% of combined criteria A-C.

4. MEMBERSHIP AND FEES

A. Membership fees of this Association will be set by the Board I.A.W. Article V Paragraph 2E.

B Membership will not be denied because of race, color, sex, religion, ethnic background or national origin and will be open to all to share in its purposes, provided they meet the requirements specified in Section 2 above.

C. The Board may assess additional application or administrative fees if deemed appropriate.

5. APPLICATION FOR MEMBERSHIP

A. Applicants will complete and submit an application form to the Membership Officer for review and subsequent action for membership, in accordance with these by-laws.

B. Each applicant shall be provided access to a copy of the Association's by-laws upon acceptance as members and payment of any applicable fees as set by the Board.

ARTICLE IV - MEMBERSHIP MEETINGS

1. PLACE AND TIME OF MEETINGS. The annual meeting of members shall be held at such other time as the Board shall fix, in order to elect Officers and to transact other business that may come before the meeting. If the election of Officers is not held on the designated day, the election shall be held at a meeting of members as soon thereafter as is convenient. Upon due notice, special meetings of the members shall be held at such other time and place as the Board shall authorize.

2. SPECIAL MEETINGS. Meetings of members may be called for any purpose by the President upon the request of 10% or more members, (these members must be entitled to vote).

3. NOTICE OF MEETINGS. Written notice stating where and when the meeting will be held and, in case of a special meeting, its purpose, shall be delivered not less than 15 days before the date of the meeting to each member of record entitled to vote at the meeting. Delivery shall be made personally, by mail, or email. If mailed, such notice shall be deemed to be delivered when deposited with full postage in an official U.S. mail depository and addressed to the member at his address as it appears in the member books of the Association.

4. **RECORD OF MEMBERS.** The officer or agent in charge of the membership books shall make a complete record of the members entitled to vote at each meeting or any adjournment of such meeting. The list shall be in alphabetical order and shall contain the current status of each member. The list shall be produced at the meeting and may be inspected by any member during the meeting.

5. **CLOSING OF MEMBERSHIP BOOKS.** In order to determine which members are entitled to notice of or to vote at any meeting or adjournment thereof, or to make a listing of members for any other purpose, the board may provide that the membership books be closed for a period not to exceed twenty days. Such books shall be closed for at least ten days immediately before such meeting.

6. **QUORUM.** A majority of the members present or represented by proxy and entitled to vote shall constitute a quorum at such meetings.

7. **VOTING RIGHTS.** At any regular or special meeting of members, each member entitled to vote shall be entitled to one vote upon each matter submitted to a vote.

8. **PROXIES.** At any meeting of members, a member may vote in person or may be represented by a proxy executed by the member or by his or her authorized attorney in fact. Such proxy shall be filed with the secretary of the Association before the meeting is called to order.

9. **ORDER OF BUSINESS.** The order of business at all meetings of the members, shall be as follows:

- A. Call to Order.
- B. Roll Call.
- C. Reading of the minutes of the preceding meeting.
- D. Reports of Officers.
- E. Reports of Committees.
- F. Election of Directors.
- G. Special Orders - Important business previously designated for consideration at this meeting.
- H. Old business.
- I. New business.
- J. Announcements.
- K. Adjournment.

10. **ACTION BY MEMBERS WITHOUT A MEETING.** Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if consent in writing agreeing to the proposed action, shall be signed by the majority of the members entitled to vote upon the subject matter.

ARTICLE V- BOARD OF OFFICERS

1. **NUMBER, ELECTION AND TENURE OF OFFICERS.** The minimum number of Officers of the Association shall be Six (6) a President, Vice-President, Secretary, Treasurer, Membership Secretary, and Historical Officer. Officer nominees must be voting members in good standing and will be elected by nomination and majority vote of its members. Other Officers may be elected, appointed or approved by the board. The same person may hold any two or more offices, except those of President, vice-

President, and secretary, except as defined in Article VI Paragraphs 3 and 4. Officers shall hold office for a period of two (2) years; However, each officer shall hold office until a successor has been duly elected, until his death, or until he resigns or has been removed from office by a vote of the board.

2. GENERAL POWERS. The business and affairs of the Association shall be managed by its Officers. The powers and duties of the Board shall consist of, but not be limited to the following:

A. Carry out the purposes of the Association in accordance with the by-laws.

B. Devise and carry into execution such measures as they deem proper and expedient to promote the purposes of the Association for the benefit of the Association and its members.

C. Call and hold regular and special meetings of the membership and Officers at such times and place as they deem proper.

D. Appoint all committees special or standing.

E. Fix a schedule of fees and dues for membership.

F. Audit bills and disburse funds in accordance with these by-laws.

G. Receive, hold, invest and re-invest any funds of the Association.

H. Accept on behalf of the Association gifts of money, securities, or other property on such terms as the Board of Officers shall approve upon the advice of legal counsel, if necessary.

I. Make an annual report to the membership at the annual meeting giving a brief account of its stewardship, aid, and recommendations for the future.

J. Enter into negotiations, employ agents, or make purchases in the name of the Association, contract for, lease, or purchase property or facilities for the use of the Association.

K. Establish rules of conduct for members and a disciplinary code which will become part of these by-laws.

L. Set up regulations for the use of the Association's property and equipment.

M. Accept or reject for cause; suspend, expel or discipline members in accordance with Article XVI, Section 3.

N. Appoint honorary members, bestow commendation, notice of appreciation, awards, or other honors as from time to time they deem proper.

3. REGULAR MEETINGS. Regular meetings of the Officers shall be held at a time and place agreed upon by the Officers. Official notification will be provided by the secretary for regular Officer meetings. The Officers may resolve to hold other special meetings without notice.

4. SPECIAL MEETINGS. Special meetings of the Officers may be called by or at the request of the President or any Officer(s). The person or persons authorized to call such special meetings may

determine where they shall be held.

5. NOTICE OF SPECIAL MEETING. Notice of a special meeting shall be given at least five days previously by notice delivered personally, mailed to each Officer at his given address, or delivered by confirmed email. Attendance of an Officer at a meeting shall constitute a waiver of notice of the meeting, except when an Officer attends a meeting in order to object to the transaction of any business because the meeting has not been lawfully called or convened.

6. QUORUM. A majority of the authorized number of Officers shall constitute a quorum for the transaction of business at any meeting of the Board. In the event of resignation, serious illness, death, or other justifiable vacancy of an Officer, the majority of remaining Officers shall constitute a quorum. If less than a majority is present at a meeting, a majority of the Officers present may adjourn the meeting without further notice.

7. ORDER OF BUSINESS. The order of business at all meetings of the Board, shall be as follows:

- A. Call to Order.
- B. Roll Call.
- C. Reading of the minutes of the previous meeting.
- D. Reports of Officers.
- E. Reports of Committees.
- F. Old business.
- G. New business.
- H. Announcements.
- I. Adjournment.

8. MANNER OF ACTING. When a majority of the Officers act at a meeting at which a quorum is present, their action will be recognized as the action of the Officers.

9. ACTION WITHOUT A MEETING. An action by the Board may be taken without a meeting if consent in writing agreeing to the action to be taken, shall be signed by all of its Officers.

10. FILLING OF VACANCIES. An Officer vacancy occurring by reason of death, ill health, resignation, or otherwise, will be filled without undue delay by a vote of a majority of the Officers remaining. An Officer elected to fill such vacancy shall be elected for the unexpired term in office of his predecessor.

11. REMOVAL OF OFFICERS. Any or all of the Officers may be removed for cause by vote of the members or by action of the other Officers. Officers may be removed without cause only by vote of the members. Should an Officer be absent from three (3) consecutive meetings of the Officers without sending communication to the President or Secretary, stating the reasons for absence, or if the communication sent is found unacceptable by the other Officers, that Officer's seat may be declared vacant by the President and the Officers may forthwith proceed to fill the vacancy by special election. The member so deposed will not lose membership in the Association and may use the right of appeal as outlined in Article XVI, Section 4.

12. RESIGNATION. An Officer may resign at any time by giving written notice to the President, Vice-President, or Secretary of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the officer, and the acceptance of the resignation shall not be necessary to make it effective.

13. COMPENSATION. No Officer or member of committees, whether executive, ordinary, or standing will receive any salary or compensation for services rendered to the Association unless previously contracted for by action of the Officers. Such action shall require a majority vote of all authorized Officers.

14. PRESUMPTION OF AGREEMENT. An Officer who is present at a meeting at which action is taken on an Association matter shall be presumed to have agreed to the decision reached unless he shall request that his dissent be entered in the minutes of the meeting or files his written dissent with the secretary of the Association within two days after the meeting adjourns. An Officer who has voted in favor of such action shall have no right to such dissent.

ARTICLE VI OFFICERS DUTIES

1. PRESIDENT. The President shall be the principal executive officer of the Association but shall be subject to the control of the board. The President shall supervise and control business activities of the Association. He or his appointed deputy shall preside over all meetings of members and the Board of Officers as Chairman. With the Vice-President, Secretary or any other officer so authorized by the board, he may sign contracts, or other instruments which the board has authorized to be executed, except when the Board otherwise authorizes or law otherwise requires.

2. VICE-PRESIDENT. In event of the absence, incapacity or death of the President, the Vice-President shall perform the duties of the President. When acting as the President, he shall have the powers of and be subject to the restrictions upon the President. In general, the Vice-President shall perform such duties as the President or board may assign to him. .

3. SECRETARY. In the absent of the President and Vice-President, shall act as the Chairman of any regular or special meetings of the board or membership. Shall carry into execution all orders, votes and resolutions of the Association when so directed. Shall with the President and Vice-President prepare the agenda for all regular and special meetings of the membership or the Board of Officers; shall be keeper of the records and Seal of the Association. Shall record and read the minutes of all regular and special meetings of its members and Board of Officers; shall be responsible for notifying all members that special meetings are to be held, and upon due notice given by said secretary shall be responsible for all correspondence and official notification of the Association;. Shall in the vacancy of the presidency and Vice-President serve as the acting President until such time that the vacancy is filled or the term of office has been terminated.

4. TREASURER. Shall keep an account of all monies received and expended for the use of the Association and shall make disbursements only upon vouchers approved in writing by the Board; shall deposit all funds received in banking institutions approved by the Board; shall make a report of the financial status of the Association at all regular meetings of the Association or when called upon by the President or Board; shall in the absence of the President, Vice-President, and Secretary, act as Chairman of any regular or special meeting of the membership.

The funds, books, vouchers and records in the hands of the Treasurer shall at all times be under the supervision of and subject to inspection by the Board. A financial statement will be provided to the Board at their regularly scheduled meetings. Upon expiration of the Treasurer's term of office, or upon leaving the office for any reason, all books, monies, records and vouchers or any other property of the Association shall be delivered personally to either the successor to that office or to the President. There shall be an audit of the books of the Association at least once a year as of December 31st; and a special audit will be made whenever so ordered by the Board. This audit shall be conducted by the Board, Certified Public Accountant, or as otherwise directed by the Board. Funds may be drawn only with the signature of the Treasurer or another officer of the Association.

5. **MEMBERSHIP SECRETARY.** The Membership Secretary shall keep an up to date record of members with addresses of each member. Sign with the President or Vice-President certificates for membership of the Association. Shall at the direction of the President record and collect fees, dues, and other accounts receivable or other monies, and transfer said funds to the Treasurer; Shall do all other things necessary and incumbent to the office of Membership Secretary.

6. **HISTORICAL OFFICER.** The Historical Officer shall be the keeper of all Association historical records, excluding the official records kept by the Secretary and Treasurer; shall ensure that historical records are safeguarded, and that duplicates of these records are kept in a safe secure place; shall ensure that all major events are recorded to the best of his/her ability and continue to solicit and record past historical events.

ARTICLE VII – ARMY LIAISON

1. **ARMY LIAISON POSITIONS.** At the discretion of the active duty diving companies or organizations, an active duty diver or divers shall be appointed to represent active duty divers within their units at all officer meetings and other events as deemed necessary.

2. **DUTIES.** Duties shall include but not be limited to:

- A. Act as the primary contact between active duty divers and the board.
- B. Represent the overall interests of active duty divers and units.
- C. Provide active duty unit and personnel information to the board as deemed necessary.

3. **RIGHTS.** This position does not carry an active vote in board decisions, unless this member is also an elected member of the Board of Officers. In such case, this person or persons shall be bound by all of the articles of these by-laws.

4. **LEAD ARMY LIAISON POSITION.** One of the above appointed personnel will be voted on by the board to serve as the “Lead Army Liaison”. In addition to the duties listed in Paragraph (8.1.) above; the lead liaison will be required to coordinate actions and represent the other liaisons when necessary. The position of lead liaison will not be restricted to any geographic location, but must be an active duty diver in an authorized diver position by Army TOE or TDA.

ARTICLE VIII- COMMITTEES

1. The Special Committees of this Association shall be, but not limited to:

<u>Committee</u>	<u>Reports To</u>
Membership	Membership Secretary
Reunion	Vice President
Fund Raising	Treasurer
Nominating	Secretary
Historical	Historical Officer

Reports will be submitted to the Board at their regular scheduled meeting.

2. The Special Committees of this Association will be appointed by the Board from time to time as the need arises. Upon completion of the business assigned to it, the committee will present its final report and be dissolved by the Board.

ARTICLE IX- PARLIAMENTARY AUTHORITY

In the absence of rules in these by-laws to the contrary, all proceedings of this Association, by the Board, and all Committees shall be conducted in accordance with Robert's Rules of Order Revised, 75th or later edition.

ARTICLE X - CONTRACTS AND BANKING ARRANGEMENTS

1. **CONTRACTS.** The Officers may authorize one or more officers or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. The authority thus granted may be general or may be confined to specific circumstances.
2. **LOANS.** The Association shall contract no loans or issue any evidences of indebtedness in its name unless a resolution of the board so authorizes.
3. **PAYMENT OF ASSOCIATION FUNDS.** All checks, drafts or other orders for the payment of money, notes or other evidences of Association's indebtedness shall be signed only by officers or agents designated by the Officers.
4. **DEPOSITS IN CHECKING AND SAVINGS ACCOUNTS.** Funds of the Association shall be deposited to the credit of the Association in such banks or savings accounts or invested in such other ways as the board may direct.

ARTICLE XI- FISCAL YEAR

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December in each year.

ARTICLE XII - ASSOCIATION SEAL

The Board shall provide an Association seal. It shall be circular in form and have inscribed on it the

name of the Association, the state of Association, and the words "Association Seal."

ARTICLE XIII - WAIVER OF NOTICE

When a notice is required to be given to any member or Officer of the Association under the provisions of these by-laws, a waiver in writing signed by the person or persons entitled to such notice, whether before or after the time of the meeting, will be deemed equivalent to the giving of such notice.

ARTICLE XIV - AMENDMENTS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a vote of the members representing a majority, at any annual members meeting, any special members meeting, or via the internet when the proposed amendments or new by-law changes have been posted to the Association's website. A notification of the proposed amendment or changes will be sent out in a notice of such meeting for electronic approval.

ARTICLE XV- DISSOLUTION

On liquidation or dissolution of this Association all properties and assets of this Association remaining, after paying or providing for all debts and obligations, shall be distributed and paid over to such fund, foundation, or corporation organized and operated as a tax exempt organization under United States Internal Revenue Code or successor statutory authority.

ARTICLE XVI- GENERAL

1. This Association shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

2. **MEMBER LISTS.** No member shall provide, convey, or otherwise transfer any lists of members of this Association, their address or other personal information, whether for profit or not, to anyone who is not a member of this Association. Any lists of members obtained from this Association's elected officials will be used for personal contact purposes only.

3. **CAUSE FOR DISCIPLINE, SUSPENSION, OR EXPULSION.**

- A. Failure to pay any assessed fees within the times specified in these by-laws.
- B. Racial or ethical discrimination against other members of this Association.
- C. Violent or illegal acts against other members of this Association or their families.
- D. Acts of a criminal nature against this Association.
- E. Convictions of sabotage or espionage against the United States.

4. **MEMBER APPEALS.** In case of suspension, expulsion, or disciplinary action, a member will have the right to appeal at a special meeting of the membership, which shall be called by the President solely for that purpose within one (1) month following the receipt of that appeal in writing by the Board. A quorum being present, a two third (2/3) vote of the present voting members in good standing shall be

required in order to reverse the action of the Board; the Chairman and the appellant abstaining. No absentee votes will be valid.

ARTICLE XVII - STATE LAWS

In any instance in which the by-laws of this Association conflict with the laws of the state in which the Association conducts its business, the procedures prescribed by statute shall prevail.

These by-laws are approved and effective as of: _____

President

Signature

Vice-President

Signature