

**BY-LAWS
OF
THE NATIONAL ASSOCIATION FOR CAVE DIVING, INC.
A NON-PROFIT 501(c)(3) CORPORATION**

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, training 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, the open water diving community and with the general public;
- (6) encourage and support the conservation and preservation of the cave environment, and the natural ecosystems related to it;
- (7) encourage, promote, and support the development of safe 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 and international headquarters 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 may maintain a separate mailing address elsewhere in Florida.

Section 2.02 Branch Offices

In addition, the Corporation may maintain other offices either within or outside of the State of Florida, and the United States, 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/Membership Cards

Certificates of Membership and/or Membership Cards evidencing membership in such classes may 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 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.
- (2) Regular Voting Membership shall be open to all persons who have successfully completed the NACD Cave Diver Course or the equivalent, and who shall have made application and paid the prescribed membership dues.
- (3) Instructor Membership shall be open to those persons who have successfully completed an authorized NACD Instructor Training Course or NACD crossover 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. Instructor

Teaching Status will not become active until all required documents are received and approved by the NACD.

- (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.
- (5) Voting class status of members will be verified by presentation of the member's current membership and cave certification card.

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. Dues are to be paid on or before the last day of the renewal period for members to be considered to have sustained continuous membership status. Notice of dues owed may be sent out in the quarter prior to the member's renewal period, but failure to send such notice or the failure of a member to receive such notice shall not excuse, or extend, the required timely payment.

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 within 30 days of the expiration period.

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.

Section 3.19 Current Status of Membership Information

It shall be the responsibility of each Member to advise the NACD of changes in contact information (Mailing Address, email, telephone). As a convenience to its members, the NACD Membership Committee is responsible to maintain current and secure records of membership contact information, as provided by each member. However, in the event of any dispute regarding a member's membership or certification status, or for renewal or reissuance of membership or certification cards, it shall be the responsibility of each member to submit evidence of payment, or qualification for issuance of such membership or certification cards. The NACD may require the submission of evidence of certification including, but not limited to, their initial certification card, a student copy of the certification registration, and/or evidence from their certifying instructor evidencing their certification, and a government issued identification.

Article IV. DIRECTORS

Section 4.01 Definition of Board of Directors

The Board of Directors is that group of persons vested with the administrative 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. Disagreements relating to the running of a meeting or the organization 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. Unless otherwise stated, the International Board of Directors may be referred to as the Board or Board of Directors.

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 seated as a director in order to be eligible to be nominated or serve on the NACD Board of Directors. The NACD nominating committee will determine eligibility.

(6) Directors are permitted to act in an advisory capacity to organizations other than the NACD provided it is not in conflict with Section 4.05 (3) above.

Section 4.06 Terms of Directors

The terms of office of the four Instructor Directors shall be for three (3) years. The elections of such directors shall 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. The election of Regular Directors shall be staggered 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 qualified 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 prior 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) Only the General Manager or President 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 carryout 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. Regular meetings are open to the general Membership and invited guests. 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 with the exception as stipulated in Section 3.18

Section 4.11 Executive Session of the Board of Directors

Any meeting of the Board of Directors may be moved to Executive Session.. 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 or by electronic means 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

Once 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 non-transferable and non-assignable. The rights and privileges of a Director, including voting rights, are likewise non-transferable 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.

Section 4.18 Election to Directorship Positions

As previously stated under Section 4.15, Director positions shall be non-transferable and non-assignable. The rights and privileges of a Director, including voting rights, are likewise non-transferable and non-assignable. Directors shall only occupy positions for which they were nominated and elected by the membership, or duly appointed under Section 4.09 of these by-laws. Prior to becoming the incumbent of an open position or to switch position with another director, directors shall resign their present position, or reach the term limits of their position. Once the director no longer holds office in any position, that director may seek another position or be nominated to a different position pursuant to Section 4.09 of these by-laws. Such actions may require re-election by the membership. Additionally, Directors shall not hold a position to which they are not qualified. Further, Directors terminated from membership under Section 3.09 or removed under Section 4.08 shall not be considered suitable to hold elective office.

Article V. OFFICERS

Section 5.01 Officers

The officers of the NACD may consist of the following personnel, and no other:

- (1) Elective Officers
 - (a) President
 - (b) Vice President
 - (c) Secretary/Treasurer

- (2) Appointive Officers:
 - (a) General Manager
 - (b) Training Director
 - (c) Operations Officer

Section 5.02 Qualifications of Officers

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

- (1) Elective Officers must be Directors of the 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.
 - (c) The Operations Officer must be a member in good standing and shall not hold elective office and shall be accountable to the Board of Directors.

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, General Manager and the Operations Officer are appointed annually by the President, with the approval of the Board. Appointment of the Training Director, the General Manager and the Operations Officer will take place at the regular January Board meeting, unless the position becomes vacant prior to the January Board meeting when the Board may appoint another qualified person to the position until the 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 under Section 4.09, 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 act in the duties and functions as the Coordinator for all NACD Committees as the 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 and/or Membership Cards with the assistance of the Membership Committee. At the direction of the International Training Director, the Secretary/Treasurer may issue Certification Cards. The Secretary/Treasurer is a voting Director of the NACD.

(4) The International 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 International Training Committee; shall serve as an executive of the Board; and must be an Instructor Director in good standing. The International Training Director shall also act as the International Safety Officer in the absence of a Safety Officer. The Training Director is a voting Director of the NACD.

(5) The General Manager in cooperation with the President and Operations 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 newsletters and /or the Journal 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.
- (4) Any act deemed to be considered unethical and unprofessional, as determined by the Board.

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 4.09, 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. Directors terminated from membership under Section 3.09 or removed under Section 4.08 shall not be considered suitable to hold elective office.

Section 5.09 Operations Manager

The Operations Officer is the only paid position of the NACD and may be compensated at a rate in accordance with laws governing 501(c)(3) organizations and as determined by the Board of Directors. All other officers are volunteers and shall not receive compensation

Article VI. NACD BRANCHES

Section 6.01 Establishment of the Branches Outside the State of the State Florida or the United States

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

Section 6.02 Branch Chair

A Branch Chair shall 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 International Board of Directors 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 International Board of Directors, 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 International Board of Directors. 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 International Board of Directors of the NACD.

Section 6.05 Branch Responsibility

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

Section 6.06 Branch Composition and Organization

Each Branch organization shall be comprised of an organizational structure that mirrors the International Board of Directors and which is in accordance with these by-laws.

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.

Committees may be combined under the same Chair, where possible and if like or similar functions allow, subject to membership participation.

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 or as requested at the discretion of the Board
 - (a) submit a written report to the Committee Coordinator at least two (2) weeks 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 who may or may not be voting members) and ensure that all committee members have signed the appropriate confidentiality agreement if deemed required by the Board;
- (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 without term limits.

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 two (2) weeks 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. the NACD Vice-President will assume this function in the absence of an appointed Committee Coordinator.

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. The Secretary/Treasurer will maintain the state and /or federal filings for incorporation and a copy of the Articles of Incorporation, these by-laws and Administrative Policy.

Article X. OPERATIONS

Section 10.01 Fiscal Year

The fiscal year of the National Association for Cave Diving will be the calendar year January 1st to December 31st.

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 (excluding the Operations Manager for work compensated). 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 or members who have expired or cease to be members shall have no property rights to assets of the Corporation and shall return all assets to the NACD immediately. An implicit Trust is hereby established upon the Directors and specifically the International Training Director, and said Directors and International Training Director shall be its Trustees, for all property belonging to the NACD which from time to time may be entrusted to their custody, including cash and negotiable instruments; equipment; corporate, business and individual records; and other assets owned by the NACD.

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 January 11, 2017.