

MONTEREY BAY SEA OTTERS

CONSTITUTION

1. NAME

This Association will be known as the
MONTEREY BAY SEA OTTERS.

2. PURPOSE

- The objectives of the club are:
- To promote the active participation in diving for safety, conservation, education and pleasure.
- To provide a network of dive buddies for club members.
- To act as a forum for the exchange of ideas and information for all types of sport diving.
- To encourage education and training concerning the diving environment, safety, and equipment for all skin and scuba divers.
- To encourage and promote the conservation of all marine life and habitats by obeying all Federal, State and local game laws and urging others to do likewise.
- To take an active interest in the sport of skin and scuba diving by stimulating favorable legislation and promulgation of the sport.
- To volunteer services and facilities of the club to civil authorities whenever needed.
- To encourage good sportsmanship and cooperation within the club and with other dive clubs, and to extend courtesy to all users of the ocean.

3. MEMBERS

3.1 Availability of Membership

3.1.1 Membership will be open to everyone, except as specified in 3.1.2.

3.1.2 No person or organization will be eligible for membership who is not in agreement with the objectives and purpose of the club.

3.2 Types of Membership

3.2.1 Active Members

- must be divers, certified by an Agency associated with ANSI or CMAS.
- must be 18 years of age or older.
- have the right to vote.
- have paid their yearly membership dues.
- are willing to take an active part in the club activities, serving either as a club officer or as member of a committee if appointed to such.

3.2.2 Associate Members :

- are non-divers
- or divers under the age of 18.
- are entitled to participate in all club activities.
- cannot vote.

3.2.3 Corporate Members

may designate one person as a voting member.

3.2.4 Founding Members

are all persons who attended the first two conceptual meetings.

3.2.5 Charter Members

are all persons who joined the club during the first year.

3.2.6 Special or Honorary Membership

will be determined and awarded by the Executive Board.

3.3 Resignations

3.3.1 Any member in good standing may withdraw from the club

- after fulfilling all obligations to it - and -
- by giving notice in writing of such intention to the secretary.

3.3.2 Any member who withdraws from the club while in good standing, because of absence from the vicinity for six months or more, shall have the privilege of reinstatement in this club as an active member without the payment of the initiation fee

3.4 Forfeiting Membership

3.4.1 Non-payment of membership dues

Club members will be dropped from the roster if their dues are unpaid for 90 days.

3.4.2 Absence / Non-response

Club members will be dropped from the roster if no contact was made within 6 months.

3.4.3 Violating the Club Constitution

Any member who violates the constitution or the bylaws of this organization, or who causes embarrassment to the club or club members, may be dropped from the membership on a 2/3 vote of the Executive Board, but has the privilege of appearing before the Board to state reasons for not being dropped.

3.4.4 Incompatibility with the club membership at large

as shown through a 2/3 vote of non-confidence by the club members.

3.5 Dues and Fees

The amounts are specified in the Bylaws.

3.5.1 Initiation Fee

- is payable to gain membership.
- must be paid upon acceptance into the club.
- Initiation fees will be donated to the Pacific Grove Ocean Rescue Unit at the end of each fiscal year.

3.5.2 Yearly Membership Dues

- must be paid upon acceptance into the club.
- are payable on the first day of the month of initiation and in January of each following year.

3.5.3 A Reinstatement Fee, equal to the initiation fee, is payable by any member dropped from the roster for non-payment of dues.

3.5.4 Special Assessments

- **may be approved** by a 2/3 vote of members present at a general meeting with 30 days notice to the membership through the club newsletter or special mailing.
- **Delinquent assessments** will be considered in the same manner as delinquent dues

3.5.5 Fee schedule can be changed by 2/3 vote of the members present at a general meeting. 30 days notice with the agenda must be given to the membership through the club newsletter or special mailing.

3.5.6 Dues for organizations which the club affiliates with must be paid with the club dues.

3.5.7 The fiscal year of the club will be from January 1st to December 31st

3.6 Club Property

- 3.6.1** Club property will be managed by the Executive Board and recorded by the Treasurer.
- 3.6.2** In case of disbandment of the club, all club property or the proceeds from its disposition will be donated to the Pacific Grove Ocean Rescue Unit.
- 3.6.3** In case of death, resignation or expulsion of a member, all his/her interests in the property of the club will be forfeited.

4. THE EXECUTIVE BOARD

4.1 Board Members

- 4.1.1** The Executive Board consists of the Officers as determined in Article 5.
- 4.1.2** No club member can hold more than one elected office at a time.

4.2 Election of Officers of the Board

- 4.2.1** Elections will be held in the month of February of each succeeding year.
- 4.2.2** At the regular meeting of members in the month of January of each year, the President will call for **nominations** to be voted upon for all Officers of the Executive Board.
- 4.2.3** A club member need not be present at the meeting to be nominated, but s/he must be notified and formally accept or decline the nomination within 15 days.
- 4.2.4** For elections, the President will appoint two voting members to be the **Election Board**. The club Secretary will act as an observer.
- 4.2.5** A **Quorum** must be present to elect officers.
A quorum will consist of three members of the Executive Board and 30% of the club membership.
- 4.2.6** Elections will be conducted by **secret ballot**.
All Officers will be elected by **majority vote**.
- 4.2.7** When there is **only one candidate** for an office, it will not be necessary to cast a secret ballot for his/her election.
- The candidate may be elected by acclamation,
 - unless a secret ballot is requested by any club member.
 - The club Secretary will conduct the election by acclamation.
- 4.2.8** In case of a tie there will be a re-vote for that office.
- 4.2.9** The newly elected officers will assume their duties at the March board meeting.
They will hold office until the election of successors the following year.

4.3 Removal of a sitting Officer from Office

Any board member may be eliminated from his/her office through a constructive vote of non-confidence.

- 4.3.1** 30 days **notice** with the agenda must be given to the membership through the club newsletter or special mailing.
- 4.3.2** The officer is voted out of his/her office by **electing a new officer** with a 2/3 majority.
- 4.3.3** All rules for a regular election must be followed.
- 4.3.4** If a quorum is not present, a new officer may be elected at the following general club meeting with a 2/3 vote by the members present.

4.4 Vacant Offices

4.4.1 Declaration of Vacant Office

The failure of any officer of the club to attend three consecutive meetings without an adequate or satisfactory explanation, or failure to promptly, properly and efficiently perform the duties of his office constitutes sufficient reason to declare his/her office vacant.

4.4.2 Procedures

2/3 vote of the other Board Members and 2/3 vote of the members present at a general meeting is required to declare an office vacant. An effort has to be made to inform the officer of this declaration.

4.4.3 Filling a Vacant Office

At the first general meeting after the office has been determined to be vacant, the President shall declare the office vacant and call for nominations of candidates and elections following the rules outlined in Section 4.2.

4.4.4 Assumption of Duties

Duties of the vacant office will be assumed by the newly elected officer immediately upon election.

4.5 Voting Rights

Each Officer has one vote on all matters under consideration by the Executive Board.

4.6 Board Meetings

- Regular Board Meetings are called by the President as s/he sees the need.
- Regular Board Meetings are open for all club members to attend. At the discretion of the president, club members are free to speak in an advisory role.
- Special Board Meetings may be called by a majority of Board Members with one weeks notice given in writing to all Board Members, or orally with unanimous consent.

4.7 Distribution of Powers

- The board will have all powers of the club between meetings.
- All actions of the Board may be overruled by a 2/3 vote of the members present at the following properly called meeting.

4.8 Advisers to the Board

A member of the Executive Board may appoint another regular club member to attend board meetings in order to act in a non-voting advisory capacity.

5. THE OFFICERS OF THE EXECUTIVE BOARD

5.1 Officers

5.1.1 The regular officers are:

President, Vice President, Secretary, Treasurer, Safety Officer, Activities Director, and Dive Coordinator.

- These offices should be filled at all times.
- Regular Officers must be active members as described in 3.2.1.

5.1.2 An optional office is that of Executive Adviser to the Board.

- There shall be no more than two Executive Advisers acting in any one term of office.
- It is not mandatory that the Monterey Bay Sea Otters appoint or require an Executive Adviser.
- The decision to appoint an Executive Adviser is the responsibility of the Executive Board for the ensuing term of office.

5.1.3 In the interest of efficient functioning any office, except President, Vice President, and Treasurer, may be shared by two persons.

In that case both persons will be full members of the Executive Board.

5.2 Duties

5.2.1 The President

- presides at all general meetings.
- is the chairman of Executive Board and special meetings, and calls those meetings.
- appoints, with the approval of the Executive Board, all standing committees for the year. S/he appoints special committees to attend special duties as s/he sees fit, with full authority to create or discharge said committees at any time.

5.2.2 The Vice President

- assumes all duties of the president in the absence of the President.
- attends all the meetings of the Executive Board.

5.2.3 The Secretary

- is the guardian of the Constitution and the Bylaws.
- keeps record of the minutes at regular meetings and the Executive Board meetings.
- issues membership cards.

5.2.4 The Treasurer

- keeps a record of paid membership.
- collects initiation fees, donations and special assessments, receives money due the club from all sources.
- keeps the books of the club and makes them available for inspection to members in good standing upon their request at Executive Board meetings.
- presents all bills to the Executive Board.
- authorizes the purchase of mailing matter, the ordering of printed matter, purchase of postage and all such incidental expenses that are necessary in conducting the duties of office for the Board members.
- issues all checks authorized by the majority of the Executive Board. The Treasurer and the President or Vice President will sign checks for withdrawals from the bank.

5.2.5 The Safety Officer:

- oversees club diving activities, ensuring that club dives are done with the utmost consideration of all safety principles by establishing and supervising guidelines and practices to be followed when doing club sanctioned dives.
- educates the membership on state -of-the-art diving techniques and community standards established in the area by
 - giving presentations during club meetings,
 - giving short safety talks during club meetings,
 - writing articles for the newsletter, and
 - observing diving practices and giving feedback to club members.

5.2.6 The Activities Director

- coordinates all club activities and notifies members of such activities.
- establishes and maintains a calendar of events

5.2.7 The Dive Coordinator

- schedules times and locations for club dives.
- maintains a roster of Beach Marshals.
- appoints Beach Marshals for club dives.
- ensures dive site briefings are given in the club newsletter and/or at the dive site.
- maintains the club flag and the Beach Marshal box with the dive roster.

5.2.8 Executive Adviser to the Board

- **Purpose:** The purpose of creating the position of Executive Adviser is to draw on the experience of a past President of the Monterey Bay Sea Otters. In so doing the club can further prosper through active participation of a past president.
- **Duties of the Executive Adviser:** The Executive Adviser will, by implication of title, be an adviser to the Executive Board and lend his/her experience to the furtherance of the club's philosophies. The Executive Adviser will have full privileges as an officer of the Board, including having a full vote. The Executive Adviser will

not be required to serve on any committee, or function, but will be acknowledged if he/she chooses to do so.

- **Qualifications:** In order to be eligible for appointment the person must:
 - a have served at least one full term as President and
 - b another term as any Executive Board member.
 - c have left previous office in good standing.
 - d be a past Executive Board member, recommended by a previous president, if no previous president is willing to serve as Executive Adviser.

- **Method of Appointment:**

- The Executive Adviser will be appointed by the Executive Board.
- His/her appointment must be ratified at the next general meeting through a majority vote by the members present.

- **Appointment**

- An Executive Adviser may be appointed at any time by the Executive Board.
- His/her appointment will end with the term of the other officers of the club.

- **Removal from Office**

The removal of an Executive Adviser from Office during his/her appointed term must follow the rules as outlined in 4.3. Election of a replacement is not necessary in this case.

6. CLUB MEETINGS

6.0.1 General meetings

of the club will be held at 7:00 p.m. on the last Wednesday of each month at a place designated by the President.

6.0.2 Special meetings

- may be called by the President at his/her discretion.
- must be called by the President upon a written request of 5 members that states the objective of the meeting.
- 30 days **notice** with the agenda must be given to the membership through the club newsletter or special mailing.

6.0.3 Executive Board meetings

will be called by the President. Their time and place will be made public to the membership.

6.0.4 Club Dives and Social Events

will be proposed by the Activities Director, the Dive Coordinator, and/or other interested parties and set through discussion in a general meeting. They will be made public to the membership through publication in the newsletter.

7. COMMITTEES

7.0.1 The President will appoint, with the approval of the Executive Board, all standing committees for the year. S/he shall appoint special committees to attend special duties as s/he sees fit, with full authority to create or discharge said committees at any time.

7.0.2 These committees will present a report to the Executive Board and attend both the Board and general meetings. The committee chairman will appoint a substitute to represent the committee in case of an absence.

7.0.3 Types of committees and other positions

The following committees are not a requirement for the Monterey Bay Sea Otters to function, nor are they limited to those shown:

- a. Newsletter Committee
- b. Membership Committee
- c. Education Director
- d. Communications Committee
- e. Public Relations Director
- f. Speaker's Committee
- g. Fund Raising Committee
- h. Photography Committee

8. BYLAWS

- are a supplement to this Constitution.
- formalize the conduct of business of the club.
- are created by the Executive Board.

9. DISBANDMENT OF THE CLUB

- The club will be disbanded upon declaration by the Executive Board after a 3/4 vote of all board members.
- or
- by a majority vote of board members present, following six months without a general meeting.
 - Club property will be disposed of in accordance with 3.6.2.

10. ADOPTION, AMENDMENT AND REPEAL OF THE CONSTITUTION

- 10.1** The Constitution will become effective on its adoption by the vote of 2/3 of the Executive Board Members of this Association, and a vote of 2/3 of a quorum of the membership (as defined in 4.2.5).
- 10.2** The Constitution may be amended or repealed in whole or in part, and adopted by a vote or consent of 2/3 of a quorum of the membership (as defined in 4.2.5).
- 10.3** Amendments have to be consistent with the purposes set forth in Article 2 herein.

11. HISTORY OF THE CLUB AND THIS CONSTITUTION

This club was founded in 1988.
 The first officers were: Kent Curley, President; Ed Cooper, Vice President; Rosa Brittain, Secretary; Ed Denning, Treasurer; Patricia Domingo, Activities Director; and they held office until the March 1989 general meeting.

12. ADOPTION

This amended Constitution was adopted on _____
 Date

by the Executive Board members: _____

Signatures

and a vote of 2/3 of a quorum of the membership (as defined in 4.2.5).

Certified by the club Secretary: _____
 Signature Date