

# BYLAWS OF

# *The Tritons*



## Latest Revision

- 1 – 11/24/14
- 2 – 04/23/96
- 3 – 02/22/05
- 4 – 08/27/13
- 5 – 03/24/09
- 6 – 02/22/05
- 7 – 03/27/07
- 8 – 11/24/14
- 9 – 07/26/92
- 10 – 11/28/89

## **ARTICLE I**

### **NAME**

The name of this organization shall be THE TRITONS.

## **ARTICLE II**

### **PURPOSE**

The purpose of this organization shall be to engage safely in the sport of skin and SCUBA diving, to educate, and to promote the interest of its members and others in this sport, and to actively promote the preservation and protection of the underwater world.

## **ARTICLE III**

### **MEMBERSHIP**

#### **Section 1.** Classification of Membership

- A. Associate members
  - 1. Receive all notices.
  - 2. Can participate in all Triton functions.
  - 3. Can be appointed to committees and boards in accordance with these Bylaws.
  - 4. Cannot be an officer of the organization.
  - 5. Cannot vote at any regular or special meetings.
- B. Full active members
  - 1. Receive all notices.
  - 2. Can participate in all Triton functions.
  - 3. Can be appointed to committees and boards in accordance with these Bylaws.
  - 4. Can be an officer of the organization.
  - 5. Can vote at any regular or special meetings.
- C. Full inactive members
  - 1. Do not receive any notices.
  - 2. Cannot participate in any Triton functions.
  - 3. Cannot be appointed to committees and boards.
  - 4. Cannot be an officer of the organization.
  - 5. Cannot vote at any regular or special meetings.
- D. Suspended members
  - 1. Receive all notices.
  - 2. Cannot participate in any Triton functions.
  - 3. Cannot perform the duties of a committee or board member.
  - 4. Cannot perform the duties of an officer.
  - 5. Cannot vote at any regular or special meetings.

Last Amended 04/23/96

#### **Section 2.** Membership Policies

- A. Associate members
  1. Associate members must:
    - a. Be twenty-one (21) years of age or over.
    - b. Have a nationally recognized SCUBA diver's certification (PADI, NAUI, YMCA, NASDS, SSI, or other as approved by the Board of Education).
    - c. Pay initiation fees, dues, and special assessments.
    - d. Submit a signed Information form.
    - e. Be recommended by the Membership Committee.
  2. Associate membership shall be limited to a period of twelve (12) months. The Membership Committee can extend this period in cases of special circumstances.
  3. Full active membership may be granted if:
    - a. The associate member fulfills the requirements of the Membership Standing Rules.
    - b. Previous Notice\* of membership vote is given.
    - c. There is a vote of the full active members present in which no more than two (2) full active members vote against acceptance. Negative votes will be called first. The reasons for a negative vote **MUST** be stated during the vote. Any full active member intending to cast a negative vote should state reasonable cause to the Membership Committee prior to the meeting.
- B. Full Active members
  1. A full active member must have a signed Information form on file.
  2. A full active member must pay dues and special assessments.
- C. Full Inactive members
  1. Any full active member may become a full inactive member by written notification to the Board of Directors.
  2. A full inactive member does not pay dues and special assessments.
  3. A full inactive member may request to be reinstated to full active membership. Reinstatement shall be granted only after:
    - a. A signed Information form is submitted.
    - b. Current diving knowledge and ability is demonstrated.
    - c. Recommendation by the Membership Committee.
    - d. Previous Notice\* of full active membership reinstatement vote is given.
    - e. A two-thirds (2/3) vote for the motion to reinstate full active membership.
    - f. Payment of dues, and special assessments.
- D. Suspended members
  1. A suspended member must pay dues and special assessments.
  2. A suspended member becomes a full active member if the cause of suspension is corrected.

Last Amended 02/22/05

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\* See ARTICLE V, Section 5.

### Section 3. Termination of Membership

- A. Members may be terminated by individual written resignation to the Board of directors.
- B. Members that are on Suspended Status for non-payment of dues or special assessments, after at least one year, may have their membership terminated by the Board of Directors, without approval of the full active members.
- C. Membership may be terminated for conduct detrimental to the purpose of the organization or for any conduct tending to give the Tritons or the sport a bad reputation. Termination of membership shall be ordered only after:
  - 1. Two or more full active members must present a signed letter to the Board of Directors requesting an investigation of actions, by a full active member or associate member, that may provide reasons for considering membership termination.
  - 2. The Board of Directors shall review the letter. If there is substance to the letter, they shall suspend the membership privileges of the member in question and appoint a special committee to investigate and report to the Board of Directors at a Board meeting and to the membership at a regular meeting.
  - 3. If there is cause for termination of membership, the special committee shall publish Previous Notice\* of a motion to terminate membership.
  - 4. A two-thirds (2/3) vote for the motion will terminate membership.

### Section 4. Dues, Fees, and Special Assessments

- A. The fiscal year of the organization shall be from October 1st through September 30th.
- B. The associate member initiation fee shall be ten dollars (\$10.00).
- C. The dues shall be three dollars and fifty cents (\$4.00) per month per individual or five dollars and twenty-five cents (\$6.00) per month per married couple, payable annually during the month of October. The initial dues notice shall be sent in the month of September. Members who have not paid their dues by November 1st shall be sent one reminder notice by the Treasurer stating that if their dues are not received by the December Board of Directors meeting, their membership status shall be changed to Suspended and be subject to Article III, Section 3, Paragraph B.
- D. A two-thirds (2/3) vote shall be necessary to make a special assessment providing Previous Notice\* has been given.

Last Amended 08/27/13

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\* See **ARTICLE V**, Section 5.

## **ARTICLE IV**

### **OFFICERS**

Section 1. The officers of this organization shall be President, Vice-President, Secretary, Treasurer, First Director, and Second Director. These officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority.

Section 2. The President, Secretary, and First Director shall be elected at the even numbered year annual meetings. The Vice-President, Treasurer, and Second Director shall be elected at the odd numbered year annual meetings. Any vacancies, occurring due to current officers being elected to another office at mid-term, shall be filled by election at the same annual meeting.

Section 3. All officers shall be elected by a majority vote. Proxy votes are limited to the election of officers. A full active member may vote a maximum of three (3) proxies.

Section 4. The officers shall be elected by secret ballot to serve for two (2) years or until their successors are elected, and their term of office shall begin at the close of the meeting at which they are elected.

Section 5. No member shall hold more than one (1) office at any time, or serve more than four (4) consecutive terms on the Board of Directors, or serve more than two (2) consecutive terms in the same office.

Section 6. Officers may be removed from office by a two-thirds (2/3) vote providing Previous Notice\* has been given.

Section 7. Vacancies occurring in any of the offices shall be filled at the next regular meeting by election providing Previous Notice\* has been given. The Board of Directors will nominate candidates to fill the vacancy and nominations can be made at the regular meeting. Any vacancy filled for a half term or greater shall be considered a full term.

## **ARTICLE V**

### **MEETINGS**

Section 1. Regular meetings shall be held on the fourth Tuesday of each month unless otherwise ordered by the members or by the Board of Directors.

Section 2. Special meetings may be called by the President or by the Board of Directors, and shall be called upon written request to the President by three (3) full active members. Previous Notice\* must be given.

Section 3. The annual meeting shall be held in March.

Section 4. Twenty-five percent (25%) of the full active members shall constitute a quorum at any regular or special meeting, except that where Previous Notice\* is given a quorum shall consist of the membership attending the meeting.

Section 5. Previous Notice\* shall be written or electronic notification, stating precisely the motion and the time and location of the meeting at which it is to be considered, distributed or postmarked to all full active members at least seven (7) days before the meeting.

Last Amended 03/24/09

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\* See **ARTICLE V, Section 5.**

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

Section 1. The President, Vice-President, Secretary, Treasurer, and two (2) Directors shall constitute the Board of Directors. The Past-President, for the year following his term, shall be a non-voting advisory member of this Board.

Section 2. The regular meetings of the Board of Directors shall be held on the second Tuesday of each month unless otherwise ordered by this Board. Special meetings of the Board of Directors may be called by the President, and shall be called upon the written request of three (3) Board members. Attendance by anyone other than the directors is by invitation only.

Section 3. The Board of Directors shall have general supervision of the affairs of the organization between its regular meetings. Except for financial decisions the Board of Directors shall be subject to the orders of the organization and none of its acts shall conflict with acts taken by the organization.

Section 4. The Board of Directors shall have sole power in making financial decisions for the organization except as limited by ARTICLE III, Section 4. of these Bylaws. All financial decisions must be approved by a majority vote at a Board of Directors meeting. Only the President, Vice-President, Secretary, and Treasurer shall be authorized to sign checks or sign/countersign vouchers. All vouchers must have two signatures. All funds dispersed must have a properly signed voucher. All funds paid to the organization shall be deposited with the Treasurer.

#### Section 5. Committee Liaison

- A. The President shall be responsible for reporting activities of the Bylaws and Rules Committee to the Board of Directors.
- B. The Vice-President shall be responsible for reporting activities of the Marshall S. Howard Memorial Fund to the Board of Directors.
- C. The Secretary shall be responsible for reporting activities of the Publicity Committee to the Board of Directors
- D. The two Directors shall be responsible for reporting activities of the Equipment, Events, Membership, and Safety Committees to the Board of Directors. Each Director shall be responsible for two committees. The two Directors, with Board approval, shall determine between themselves which two committees they represent.
- E. The Audit and Nominating Committees are independent of Board Supervision. They report their activities directly to the membership.
- F. The Board of Education, thru the Director of Training, reports directly to the Board of Directors.

Last Amended 02/22/05

## **ARTICLE VII**

### **BOARD OF EDUCATION**

Section 1. A Board of Education of at least three full active members shall be appointed by the President with the approval of the Board of Directors. The chairman of this Board shall be known as the Director of Training and is a certified instructor and a current member of a national certifying agency but is not required to have current teaching status. This Board shall commence its duties starting July 1st and serve for one (1) year or until its successors are appointed. The President shall be an ex-officio member of this Board.

Section 2. The regular meetings of the Board of Education should be held quarterly. Special meetings of the Board of Education may be called by the Director of Training or by a member of the Board of Education. Attendance by anyone other than members of the Board of Education is by invitation only.

Section 3. The Board of Education shall supervise all teaching activities of the organization and shall have sole responsibility and control of all teaching policy matters, teaching activities, and teaching personnel.

Section 4. All educational activities of this organization shall be conducted within the specific standards and procedures of the certifying organization.

Section 5. The Board of Education shall submit an annual budget request to the Board of Directors during August for inclusion in the overall annual budget of the organization. The Board of Education shall have responsibility for operating within the approved budget. All funds paid to the organization for training activities shall be deposited with the Treasurer.

Section 6. The operating procedures of the Board of Education shall be defined in the Training Directives issued by the Board of Education.

## **ARTICLE VIII**

### **COMMITTEES**

Section 1. All committees shall be appointed by the President with the approval of the Board of Directors. All committees except the Nominating Committee shall be appointed promptly after the annual meeting and shall serve until their successors are appointed. The chairperson of every committee shall be a full active member. The majority of committee members of every committee shall be full active members. The President shall be an ex-officio member of every committee except the Nominating Committee.

Last Amended 03/27/07

Section 2. An Auditing Committee of three (3) full active or associate members shall audit the Treasurer's accounts and the Marshall S. Howard Memorial Fund and report to the membership in writing at the annual meeting.

Section 3. A Bylaws and Rules Committee of three (3) full active or associate members shall maintain, publish, and distribute current copies of the Bylaws and the Standing Rules of this organization and shall advise the Board of Directors, the Board of Education, the committees, and the members concerning the Bylaws and the Standing Rules of this organization.

Section 4. An Equipment Committee of at least three (3) full active or associate members shall supervise and maintain all equipment of the organization except the safety equipment.

Section 5. An Events Committee of at least three (3) full active members shall supervise all official events of the organization except teaching activities. This committee shall submit a preliminary list of events for the next fiscal year to be published in the July Triton Trib and presented at the regular July meeting. A final list of events for the next fiscal year shall be adopted at the regular September meeting.

Section 6. A Membership Committee of at least three (3) full active members shall maintain membership records, screen associate member applications, and make membership recommendations to the organization.

Section 7. A Nominating Committee of three (3) full active members, a majority of who are not officers shall be appointed by the President three months before the annual meeting. The committee shall select and present a slate of officers one month before the annual meeting, publish Previous Notice\* of the elections and the slate of officers, and conduct the elections at the annual meeting. The committee shall serve until the annual election of officers is completed.

Section 8. A Safety Committee of at least three (3) full active members shall make recommendations to the organization on safety procedures and maintain the safety equipment of the organization.

Section 9. A Publicity Committee of at least two (2) full active or associate members shall be responsible for publicizing Triton activities as approved by the Board of Directors.

Last Amended 11/24/14

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\* See ARTICLE V, Section 5.



## **ARTICLE IX**

### **MARSHALL S. HOWARD MEMORIAL FUND**

Section 1. The Fund was established in the memory of Marshall S. Howard and his efforts to improve SCUBA instruction through SCUBA instructor certification. Scholarship grants from the Fund shall be used to promote the development and certification of Triton members as SCUBA instructors.

Section 2. The Board of Directors shall act as executors of the Fund. The Vice-President shall maintain Fund records. All money donated to or earned by the Fund shall be kept in a bank account separate from the general funds of the organization.

Section 3. Expenditures from the Fund are to be used to compensate selected Triton candidates for participation in nationally recognized SCUBA instructor development courses and/or other required instructor certifications used for advancement of Triton members. Approved expenditures are limited to fees and tuitions, required reading materials, required instructional materials, and necessary air fills. Transportation, meals, lodging, and required personal diving equipment are not reimbursable costs.

Section 4. Selection of candidates will be made from applications submitted to the Board of Education. Selection criteria is described in the Fund Standing Rules

Section 5. Recipients of funds will be chosen by the Board of Directors from applicants who have been recommended by the Board of Education.

## **ARTICLE X**

### **TRITON AWARDS**

Triton Awards and procedures for selecting recipients shall be as designated in the Awards Standing Rules. Changes to these standing rules may be made at any meeting, however they become effective at the close of the meeting following the annual meeting.

Last Amended 07/26/92

**ARTICLE XI**  
**STANDING RULES OF THE TRITONS**

Section 1. Standing Rules can be adopted by a majority vote of the full active members of the organization present at any regular or special meeting without Previous Notice\* and remain in effect until rescinded or amended.

Section 2. Standing Rules shall be grouped by the organization activity to which they apply.

Section 3. The Standing Rules shall govern the organization in all cases to which they apply. The Standing Rules shall not conflict with these Bylaws.

**ARTICLE XII**  
**PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the organization in all cases to which they apply. Any rules in conflict with these Bylaws shall not govern the organization.

**ARTICLE XIII**  
**AMENDMENT OF BYLAWS**

These Bylaws may be amended by presenting the proposed amendment to the Bylaws and Rules Committee for review. The committee shall publish Previous Notice\* and submit the proposed amendment in writing at a regular meeting within forty-five (45) days. A two-thirds (2/3) vote for the amendment shall be necessary to adopt the amendment.

Last Amended 11/28/89

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\* See **ARTICLE V, Section 5.**