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**BYLAWS  
OF  
THE PIEDMONT DIVING AND RESCUE ASSOCIATION, INCORPORATED**

This is to certify that we, the undersigned, do hereby associate ourselves into a nonprofit corporation, under and by virtue of the laws of the State of North Carolina, as outlined in Chapter 55A, North Carolina Nonprofit Corporation Act. We do hereby set forth the following Bylaws:

**ARTICLE I – NAME**

The name of the corporation shall be “The Piedmont Diving and Rescue Association, Incorporated” and is hereinafter referred to as the Association.

**ARTICLE II – LOCATION**

The location of the office of the corporation in the State of North Carolina shall be the address of the Secretary of the Association.

**ARTICLE III – PURPOSE**

The objectives and purpose for which this corporation is formed are as follows:

- A. To furnish to its members a means and opportunity for social intercourse, mental improvement, amusement, recreation, training, and public service scuba diving and in particular to provide opportunities for skin diving and scuba diving, swimming and all other water sports pertaining to skin and scuba diving sports on behalf of its members and their guests.
- B. To promote sportsmanship in connection with a program of water recreation of every kind, nature, and description.
- C. To give its members access to better knowledge and understanding of skin diving and scuba diving and similar matters and generally to train its members in skin diving and scuba diving and programs associated therewith.
- D. To acquire and maintain a temporary place of meetings for its members and their invited guests, as well as a place or places for conducting its activities and programs connected with skin and scuba diving recreation and sports.

**ARTICLE IV – MEMBERSHIP**

In order to properly prosecute the objects and purposes as set forth in Article III, the Corporation shall have full power and authority to purchase, lease, and otherwise acquire, hold mortgage, convey and otherwise dispose of all kinds of property, both real and personal, both

36 in this state and in all other states, territories, and dependencies of the United States, and it  
37 shall further have power and authority, and it shall further have power and authority as may be  
38 directed to accept gifts and bequests and to apply the principal and interest as may be directed  
39 by the donor or as the Board of Directors may determine in the absence of such direction. In  
40 order to properly prosecute the objects and purposes above set forth, the Corporation shall  
41 have full power and authority generally to perform all acts which may be deemed necessary or  
42 expedient for the proper and successful prosecution of the objects and purposes for this, the  
43 Corporation created.

44 A. This corporation shall have no capital stock. Participation in its affairs shall be by  
45 individual membership in the Association. The Association will recognize four classes of  
46 membership defined as follows:  
47

- 48 1. **Regular Member.** A member who pays the initiation fee and one year’s dues when  
49 he joins. In the event he joins after the first quarter of a given year, he will pay the  
50 initiation fee and prorated dues fees.  
51
- 52 2. **Family Membership.** Available to the family members of a regular member. A  
53 family member will not pay unless he/she is a diver. Diving family members pay a  
54 special family dues fee and are exempt from the initiation fee. To qualify as a family  
55 member, you must be the spouse or child of a regular member living in the same  
56 household or a child for whom the member is legally responsible.  
57
- 58 3. **Life Member.** A member who has paid his PDRA dues for life.  
59
  - 60 a. PDRA is authorized to sell up to fifty (50) Life memberships. Life  
61 membership entitles the Life member to credit for PDRA dues obligation  
62 for life. Life memberships cannot be sold or transferred. They are valid  
63 for the original purchaser only or the surviving spouse.  
64
  - 65 b. The Board of Directors, for future financial needs, may increase  
66 authorized life memberships at not less than \$300.00 each and shall  
67 establish a new reasonable limit on the number of Life memberships at  
68 that time.  
69
- 70 4. **Charter Members.** The three founders of the Piedmont Diving and Rescue  
71 Association and are exempt from dues.

72 **ARTICLE V – DIRECTORS**

73 The Board of Directors of the Association shall be elected by the voting members at the annual  
74 meeting of the General Assembly. The Board of Directors will consist of nine members, with  
75 three members representing each district. The term of office for a director of the Association  
76 shall be three years (except as outlined below). The term of office for a director will be no

77 more than two consecutive terms. However, if there is a break in service for at least one term,  
78 a member may serve as a director for two consecutive terms an unlimited number of times, as  
79 long as there is at least one term where the member is not holding office between each said  
80 term. If a member of the Board of Directors cannot complete their term of office, the president  
81 shall appoint a replacement member to serve out the remainder of said term.

82 At the first meeting of the General Assembly wherein these revised Bylaws are adopted, the  
83 election of the Board of Directors will take place. For this election only the terms of directors  
84 will be as follows: Three directors will be elected for three-year terms, three directors will be  
85 elected for two-year terms, and three directors will be elected for one-year terms. In the years  
86 following this initial election, three directors will be elected annually for three-year terms. At  
87 the initial election only, the terms of each newly-elected director will be determined by the  
88 number of votes received by each director. The three directors receiving the highest number of  
89 votes in each district will serve three-year terms, the three directors receiving the next highest  
90 number of votes in each district will serve two-year terms, and the three directors receiving the  
91 next highest number of votes in each district will serve one-year terms.

92 The Association shall be governed by its Board of Directors. The president of the Association  
93 will preside over the Board of Directors meetings but will have no vote except to break a tie  
94 when an issue before the Board of Directors results in a tie vote. The vice president, secretary,  
95 and treasurer will attend the meetings of the Board of Directors but will have no vote. The vice  
96 president, secretary, and treasurer shall not serve in any other capacity than their elected  
97 office. They may not hold more than one elected position within the Association at any given  
98 time.

99 **ARTICLE VI – GENERAL ASSEMBLY**

100 All members in good standing with the Association will be members of the General Assembly.  
101 The General Assembly will hold an annual meeting to elect the officers and Board of Directors  
102 of the Association.

103 The General Assembly will also approve of amendments or additions to the Bylaws, approve the  
104 annual budget, set dues, and approve the purchase or sale of real property. This business of  
105 the General Assembly can take place at the annual meeting of the General Assembly or at a  
106 special meeting of the General Assembly as long as thirty (30) days' notice is given to the  
107 members.

108 **ARTICLE VII – POWER OF THE BOARD OF DIRECTORS**

109 The Board of Directors shall have full and supreme power to manage and direct the Association.  
110 The Board of Directors will have the responsibility of handling all of the business affairs of the  
111 Association, to elect or appoint agents of the corporation, hire employees, define their duties,  
112 and fix their compensation. The Board of Directors may:

- 113 1. Approve all instructor permits.  
114 2. Set the fee for annual instructor permits.  
115 3. Handle disciplinary problems.  
116 4. Set the requirements for use of the Association property by members, instructors,  
117 and guests.  
118 5. Amend, delete, modify, or reword the Rules and Regulations of the Association.  
119 6. Handle any other business that is not specifically reserved for the General Assembly.

120 The Board of Directors will prepare for approval by a vote of the General Assembly at the  
121 annual meeting or special called meeting the following items:

- 122 1. Any changes or amendments to the Bylaws.  
123 2. The annual budget of the Association.  
124 3. All requests for dues increases or decreases.  
125 4. All requests for purchase of sale of real property.

126 In order to inform the members of the General Assembly of proposed changes in the Bylaws,  
127 budget, dues increases or decreases, or the sale or purchase of real property, these items must  
128 be published on the PDRA website or other official notice and sent out at least thirty (30) days  
129 prior to a vote by the General Assembly.

- 130 A. The Board of Directors is charged with the responsibility of maintaining the Association  
131 on a perpetual basis.  
132  
133 B. The Board of Directors shall hold meetings from time to time as they so elect and a  
134 meeting of the Board of Directors may be called by any member of the Board of  
135 Directors by giving seven (7) days written notice of such meeting to the other members  
136 of the Board of Directors and by sending a copy of the said notice to the other members  
137 and to the Secretary of the Association.  
138  
139 C. Each member of the Board of Directors shall have one vote, and a majority vote shall  
140 govern on issues which arise for the Board's consideration.  
141  
142 D. To constitute a quorum for the Board of Directors, there must be present at least fifty  
143 percent (50%) of the Board's membership present and voting.  
144  
145 E. Any member of the Board of Directors that misses two consecutive meetings of the  
146 Board of Directors shall forfeit their voting rights on any issues which come before the  
147 Board until such time as the absent member of the Board attends two consecutive  
148 meetings as a non-voting member of the Board.  
149  
150 F. The Board of Directors shall review any investigatory recommendations of the  
151 Disciplinary Committee. The recommendations of the Disciplinary Committee shall be  
152 affirmed or rejected at the next regular meeting based upon a majority vote of the  
153 Board of Directors present, upon receipt of a disciplinary investigation by the

154 Disciplinary Committee. Upon receipt of a disciplinary complaint which is affirmed, the  
155 Board of Directors shall have the right to:

- 156
- 157 1. Censure any member, member of the Board of Directors or officer;
  - 158 2. Remove any Board of Director or officer from their office pending a vote upon  
159 impeachment by the General Assembly; or
  - 160 3. Cancel any member’s membership.

161

162 G. If a member’s membership is cancelled, his membership rights shall be cancelled for  
163 such term the Board of Directors deems appropriate.

164 **ARTICLE VIII – LIABILITY OF THE BOARD OF DIRECTORS**

165 A. Nothing in the Articles or Bylaws shall impose personal liability on any member of the  
166 Board of Directors, nor upon any officer of the Association, and the officers and Board  
167 members shall be immune from any suits seeking to impose monetary liability, whether  
168 brought on behalf of the Association or any other party or individual.

169

170 B. In addition, the immunity granted herein and recognized in N.C.G.S. 55A-2-02, et seq.,  
171 the officers and Board members shall be fully indemnified by the Association for any  
172 liability and/or costs associated with any attempt to impose liability, such  
173 indemnification to include the reimbursement for any attorney’s fees actually generated  
174 in defense of any attempt to impose liability.

175 **ARTICLE IX – OFFICERS OF THE ASSOCIATION AND THEIR DUTIES**

176 The General Assembly shall hold its annual meeting on the second Sunday in the month of  
177 October of each year. An alternate General Assembly meeting will be held on the fourth  
178 Sunday in the month of October of each year as needed. The President and Secretary shall be  
179 elected in even years. The Vice President and Treasurer will be elected in odd years. The  
180 officers of the Association shall serve a two-year term. The officers of the Association shall  
181 serve a two-year term. Officers shall assume office on January 1 following their election at the  
182 General Assembly meeting.

183 A. The President shall have the following duties:

- 184
- 185 1. To conduct the meetings of the General Assembly and preside over the meetings of  
186 the Board of Directors.
  - 187 2. To appoint committees as he deems necessary from time to time.
  - 188 3. To call special meetings of the General Assembly upon seven (7) days written notice  
189 to all members.
  - 190 4. To appoint a successor for any vacancies that occur among the officers, said  
191 appointments to be confirmed by the Board of Directors at its next meeting.
  - 192 5. Set the date of the annual meeting of the General Assembly and the regular  
193 quarterly meetings of the Board of Directors.

- 194 6. To preside over the impeachment trial of any officer or Board of Director, excepting  
195 the office of President, who has been impeached by the General Assembly.  
196 7. The President shall also appoint three members from the board of Directors, at  
197 random, to review and make recommendations on complaints against any, member  
198 of the Board of Directors, or officer. This committee shall be known as the  
199 Disciplinary Committee and shall investigate, individually or collectively, and make a  
200 report to the Board of Directors with recommendations as to whether or not there is  
201 a factual basis for the discipline of any member, member of the Board of Directors,  
202 or officer. In the event that the complaint is directed at the President, the Vice  
203 President shall fill the President's duties of appointing the disciplinary committee.  
204

205 B. The Vice President shall have the following duties:  
206

- 207 1. To assist the President in all matters and to act in the President's absence and to  
208 assume the powers of the President if for some reason the President ceases to  
209 perform his duties or resigns.  
210 2. Act as Parliamentarian.  
211 3. To preside over the impeachment trial of the President.  
212

213 C. The Secretary shall have the following duties:  
214

- 215 1. To record the minutes of the annual meeting of the General Assembly and the  
216 meetings of the Board of Directors.  
217 2. To record the minutes of any impeachment proceedings.  
218 3. The Secretary shall keep the minutes reflecting the recommendations of the  
219 Disciplinary Committee and of any disposition of the Disciplinary Committee's  
220 recommendation undertaken by the Board of Directors. The Secretary shall also  
221 have the responsibility of notifying any member, member of the Board of Directors,  
222 or officer whose disciplinary complaint has been sustained of the discipline imposed  
223 by the Board.  
224

225 D. The Treasurer shall have the following duties:  
226

- 227 1. The Treasurer shall maintain the financial records of the Association.  
228 2. To collect all monies and dues owed to the Association.  
229 3. To disburse necessary funds of the Association upon the proper authority of the  
230 Board of Directors.  
231 4. To maintain a bank account in the name of the Association.  
232 5. To report upon the financial condition of the Association at every meeting.  
233 6. To be bonded, with the fee being paid by the Association.  
234

235 E. The officers of the Association shall be responsible for the day-to-day operation of the  
236 Association.

237

**ARTICLE X – EXECUTIVE SECRETARY**

238 The Association shall have an Executive Secretary. Said Executive Secretary shall be appointed  
239 by the Board of Directors and shall serve at the pleasure of the Board of Directors. The  
240 Executive Secretary will be a contract employee and will be compensated at a rate agreed upon  
241 by the Board of Directors. The Executive Secretary shall attend all meetings of the Board of  
242 Directors. The Executive Secretary will report to the President of the PDRA.

243 A. The duties of the Executive Secretary shall include, but are not limited to, the following  
244 duties:

- 245
- 246 1. Keep a current list of all members and their addresses. Maintain a temporary file of
- 247 all membership applications
- 248 2. Order keys and membership cards.
- 249 3. Order new locks for the quarries each year. Issue locks to the Quarry Managers to
- 250 be changed on a date set by the Board of Directors.
- 251 4. Disperse all keys and membership cards to all members of the PDRA.
- 252 5. Deposit all dues received with membership applications and forward the deposit
- 253 slips to the Treasurer.
- 254 6. Deposit all dues, fees, and other monies received by the PDRA into the PDRA bank
- 255 account. Keep the Treasurer informed of the financial condition of the Association
- 256 and make timely reports to the Treasurer. Assist the Treasurer in preparing a
- 257 Treasurer’s Report for the Board of Directors. Pay all bills, invoices, and debts of the
- 258 Association. Record all transactions and keep the checking account balanced. Assist
- 259 the Treasurer and bookkeeper in the preparation of the Association’s annual tax
- 260 report. Assist the budget committee in preparation of the annual budget.
- 261 7. Upon request, provide mailing labels for authorized PDRA business.
- 262 8. The Executive Secretary will be responsible for keeping the PDRA webpage current
- 263 and post new events in a timely manner.
- 264 9. The Executive Secretary will work closely with the PDRA Instructor Chairman. The
- 265 Executive Secretary will be the custodian of the instructor files. Files will be
- 266 maintained on all active and inactive instructors and shall be available for inspection
- 267 to authorized personnel.

268 **ARTICLE XI – VOTING RIGHTS, QUALIFICATIONS FOR OFFICERS AND ELECTIONS**

269 Voting rights and qualifications for officers:

- 270 A. Any member in good standing with the Association may be nominated and elected to
- 271 any of the offices of the Association.
- 272
- 273 B. The term of all officers shall be as stated in Article IX.
- 274
- 275 C. Every member of the Association in good standing shall have one vote. The General
- 276 Assembly shall be on a “one person one vote” system whereby each individual member

277 may vote on all matters and issues to come before the General Assembly, including  
278 election of officers and directors.  
279

280 D. A quorum for any meeting of the General Assembly shall be the number of members in  
281 attendance.  
282

283 E. All business to come before the General Assembly with the exception of Bylaw  
284 amendments and additions shall be considered properly passed if said business receives  
285 a majority vote of the members of the General Assembly.  
286

287 F. Proposed changes to the Bylaws will be presented to the General Assembly by the Board  
288 of Directors at the annual meeting of the General Assembly or any special called  
289 meeting of the General Assembly. Bylaw amendments or additions must receive at least  
290 two-thirds (2/3) of the vote of the voting members present to be considered properly  
291 passed.

292 G. Election of officers should take place at the first meeting of the calendar year having  
293 been nominated at the last meeting of the previous year.

294 H. An Election Committee consisting of a chairman and two members of the General  
295 Assembly shall be appointed by the President. Nominations for officers and directors  
296 shall be submitted on the "Call for Nominations" form to the election chairman. Said  
297 forms shall be postmarked no later than sixty (60) days prior to the annual meeting of  
298 the General Assembly and must have the requisite number of signatures attached.  
299 Members wishing to serve as an officer must run and be elected by all members of the  
300 Association. Members wishing to serve on the Board of Directors must run and be  
301 elected in the district in which they reside. The Election Committee shall be charged  
302 with the supervision of the election. On the day of the election, the Election Committee  
303 shall have a current list of all active members of the Association and shall make sure all  
304 persons voting are current members of the Association. The Election Committee will  
305 have the responsibility of providing the ballots to be used in such election.  
306

307 1. Districts. There shall be three districts within the Association for voting purposes,  
308 North, Central, and South. The states of Virginia, North Carolina, and South Carolina  
309 comprise the Association. Members who live outside these states shall designate on  
310 their application/renewal forms to which district they wish to be assigned.  
311

312 2. Residency. The residence of any member is defined as the physical address they  
313 have listed on their membership application/renewal form at the time said  
314 applications/renewals are submitted to the Executive Secretary. Only physical  
315 addresses will be allowed. No post office box addresses will be accepted. If a



316 director moves to a different district during his term, he may fill out his term of  
317 office.

318  
319 I. Absentee voting will be allowed for election of officers and directors. Ballots shall be  
320 posted on the Association website no less than thirty (30) days prior to the annual  
321 meeting of the General Assembly. Members wishing to vote by absentee ballot shall  
322 print the ballot, mark their choices, include their key number, and send it to the election  
323 chairman so that it is postmarked no later than seven (7) days prior to the annual  
324 meeting of the General Assembly. In order to guarantee receipt of said ballot, it is  
325 suggested ballots be sent via Certified Mail/Return Receipt requested. Failure by a  
326 member to write their key number on the ballot will invalidate the ballot and shall not  
327 be counted.

328 J. Oath

329 1. Each officer elected by the General Assembly and each member of the Board of  
330 Directors shall take the following Oath of Office administered by the Secretary  
331 before being permitted to assume office:

332  
333 *Having been elected to the office of \_\_\_\_\_, I do solemnly swear*  
334 *or affirm that I am mindful of the honor and obligation that such an election confers:*  
335 *That I recognize that such an office is a position of trust and that my personal needs*  
336 *and obligations may not conflict with the needs and obligations of the PDRA, and*  
337 *that I am obligated to my office to put the best interest of the PDRA ahead of the*  
338 *interest of any club or person, including my own. In accepting this position of trust, I*  
339 *promise to leave my position, having done all I can do to further the interest of the*  
340 *PDRA, leaving the organization in a better condition and in a surer financial condition*  
341 *that when I took office, so help me God.*

342  
343 2. Officers and members of the Board may be impeached by a majority of votes of the  
344 members of the General Assembly present for any of the following reasons:

- 345  
346 a. Failure to take the Oath of Office.  
347 b. Conviction of any serious criminal offense or breach of the domestic peace.  
348 c. Misappropriation or misuse of monies or property of the PDRA.  
349 d. Speaking disparagingly about the PDRA or engaging in conduct detrimental to  
350 the image of the PDRA.

351  
352 3. Trial

- 353  
354 a. The trial of any officer or Board member impeached by the General Assembly  
355 shall be conducted by the officers remaining, with the Board members serving as  
356 the jury.



391 that a thirty (30) day written notice is submitted to the Board of Directors on any  
392 proposed changes to the Rules and Regulations.

393 **ARTICLE XV – CHARTER MEMBERS**

394 The Charter Members of the Association are appointed Honorary Members of the Board of  
395 Directors. The three Charter Members of the Piedmont Diving and Rescue Association, Inc.,  
396 are:

397 Arnold Pugh, 3827 US Hwy. 64 East, Asheboro, NC 27203

398 Larry Bradley, 5004 Forest Oaks Drive, Greensboro, NC 27203

399 Clyde Wilson, 1204 N. Elam Avenue, Greensboro, NC 27408

400 Charter Membership and Honorary Membership is to confer all of the rights and privileges set  
401 out in Article IV, A(4) and no other rights or privileges.

402 **ARTICLE XVI – TRUSTEES**

403 The Board of Directors shall name Trustees from time to time to officially own, hold title to, and  
404 to manage real estate owned by the Association. No liability or responsibility is assumed with  
405 the title of Trustee, and the Trustees shall serve at the direction and pleasure of the Board.

406

407 [End of Document]

408 [Last revised 10/28/2012]

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