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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 sorts 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

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

45 A. This corporation shall have no capital stock. Participation in its affairs shall be by
46 individual membership in the Association. The Association will recognize four classes of
47 membership defined as follows:
48

49 1. **Regular Member.** A member who pays the initiation fee and one year’s dues when
50 he joins.
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-Treasurer 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-Treasurer shall keep the minutes reflecting the recommendations of
219 the Disciplinary Committee and of any disposition of the Disciplinary Committee's
220 recommendation undertaken by the Board of Directors. The Secretary-Treasurer
221 shall also have the responsibility of notifying any member, member of the Board of
222 Directors, or officer whose disciplinary complaint has been sustained of the
223 discipline imposed by the Board.
224 4. To maintain the financial records of the Association.
225 5. To collect all monies and dues owed to the Association.
226 6. To disburse necessary funds of the Association upon the proper authority of the
227 Board of Directors.
228 7. To maintain a bank account in the name of the Association.
229 8. To report upon the financial condition of the Association at every meeting.
230 9. To be bonded, with the fee being paid by the Association.
231

232 D. The officers of the Association shall be responsible for the day-to-day operation of the
233 Association.

234

ARTICLE X – EXECUTIVE SECRETARY

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

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

- 242
- 243 1. Keep a current list of all members and their addresses. Maintain a temporary file of
244 all membership applications
- 245 2. Order keys and membership cards.
- 246 3. Order new locks for the quarries each year. Issue locks to the Quarry Managers to
247 be changed on a date set by the Board of Directors.
- 248 4. Disperse all keys and membership cards to all members of the PDRA.
- 249 5. Deposit all dues received with membership applications and forward the deposit
250 slips to the Treasurer.
- 251 6. Deposit all dues, fees, and other monies received by the PDRA into the PDRA bank
252 account. Keep the Treasurer informed of the financial condition of the Association
253 and make timely reports to the Treasurer. Assist the Treasurer in preparing a
254 Treasurer's Report for the Board of Directors. Pay all bills, invoices, and debts of the
255 Association. Record all transactions and keep the checking account balanced. Assist
256 the Treasurer and bookkeeper in the preparation of the Association's annual tax
257 report. Assist the budget committee in preparation of the annual budget.
- 258 7. Upon request, provide mailing labels for authorized PDRA business.
- 259 8. The Executive Secretary will be responsible for keeping the PDRA webpage current
260 and post new events in a timely manner.
- 261 9. The Executive Secretary will work closely with the PDRA Instructor Chairman. The
262 Executive Secretary will be the custodian of the instructor files. Files will be
263 maintained on all active and inactive instructors and shall be available for inspection
264 to authorized personnel.

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

266 Voting rights and qualifications for officers:

- 267 A. Any member in good standing with the Association may be nominated and elected to
268 any of the offices of the Association.
- 269
- 270 B. The term of all officers shall be as stated in Article IX.
- 271
- 272 C. Every member of the Association in good standing shall have one vote. The General
273 Assembly shall be on a "one person one vote" system whereby each individual member
274 may vote on all matters and issues to come before the General Assembly, including
275 election of officers and directors.

- 276
277 D. A quorum for any meeting of the General Assembly shall be the number of members in
278 attendance.
279
- 280 E. All business to come before the General Assembly with the exception of Bylaw
281 amendments and additions shall be considered properly passed if said business receives
282 a majority vote of the members of the General Assembly.
283
- 284 F. Proposed changes to the Bylaws will be presented to the General Assembly by the Board
285 of Directors at the annual meeting of the General Assembly or any special called
286 meeting of the General Assembly. Bylaw amendments or additions must receive at least
287 two-thirds (2/3) of the vote of the voting members present to be considered properly
288 passed.
- 289 G. Election of officers should take place at the first meeting of the calendar year having
290 been nominated at the last meeting of the previous year.
- 291 H. An Election Committee consisting of a chairman and two members of the General
292 Assembly shall be appointed by the President. Nominations for officers and directors
293 shall be submitted on the "Call for Nominations" form to the election chairman. Said
294 forms shall be postmarked no later than sixty (60) days prior to the annual meeting of
295 the General Assembly and must have the requisite number of signatures attached.
296 Members wishing to serve as an officer must run and be elected by all members of the
297 Association. Members wishing to serve on the Board of Directors must run and be
298 elected in the district in which they reside. The Election Committee shall be charged
299 with the supervision of the election. On the day of the election, the Election Committee
300 shall have a current list of all active members of the Association and shall make sure all
301 persons voting are current members of the Association. The Election Committee will
302 have the responsibility of providing the ballots to be used in such election.
303
- 304 1. Districts. There shall be three districts within the Association for voting purposes,
305 North, Central, and South. The states of Virginia, North Carolina, and South Carolina
306 comprise the Association. Members who live outside these states shall designate on
307 their application/renewal forms to which district they wish to be assigned.
308
- 309 2. Residency. The residence of any member is defined as the physical address they
310 have listed on their membership application/renewal form at the time said
311 applications/renewals are submitted to the Executive Secretary. Only physical
312 addresses will be allowed. No post office box addresses will be accepted. If a

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

315

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

325 J. Oath

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

329

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

339

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

342

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

348

349 3. Trial

350

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

- 354 b. Any officer or Board member impeached shall have the right to employ and be
355 represented by an attorney employed at his own expense. The General Rules of
356 Evidence shall be a guide to the proceedings.
357
- 358 c. Conviction or confirmation of the Articles of Impeachment shall be by a two-
359 third (2/3) vote of the Board members present at the proceedings, assuming
360 there is at least a quorum present prior to trial. Confirmation shall result in the
361 removal from office and disqualification from other elected positions in the
362 PDRA for life if the Articles of Impeachment allege a violation of B or C, and five
363 (5) years if the alleged violations are Article A or D.

364 **ARTICLE XII – DONATIONS AND FUNDS**

365 Donations from the funds of the Association may from time to time be made under such
366 regulations and conditions as the Association shall authorize to any religious, educational,
367 charitable, or civic organization. No funds or dividends shall be paid to the individual members
368 of the Association except upon dissolution of the Association and then be paid only to the
369 individual members in good standing as of the date of dissolution.

370 **ARTICLE XIII – DUTIES OF THE MEMBERS**

371 Duties of the members of the Association:

- 372 A. It shall be the responsibility of each member to acquaint themselves with the Bylaws
373 and the Rules and Regulations of the Association and all rules on the use of Association
374 property. Failure of any member to acquaint himself with the above shall not prevent
375 the Association from imposing disciplinary action against a member.
376
- 377 B. Forfeiture of Membership:

378 Any member in good standing or guest of any member in good standing shall come under
379 the jurisdiction of the Bylaws and Rules and Regulations then in existence. Compliance shall
380 become the responsibility of said member, and failure to comply with any Bylaws, Rules and
381 Regulations shall be grounds for the member to be suspended or expelled from
382 membership in the Association by the Board of Directors.

383 **ARTICLE XIV – AMENDING BYLAWS, RULES AND REGULATIONS**

- 384 A. Any of the Articles of the Bylaws may be amended or revoked or reworded as per
385 Article XI, Section F.
- 386 B. Any of the Rules and Regulations of the Association can be rewritten, reworded, or
387 revoked by the Board of Directors at any meeting of the Board of Directors, provided

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

390 **ARTICLE XV – CHARTER MEMBERS**

391 The Charter Members of the Association are appointed Honorary Members of the Board of
392 Directors. The three Charter Members of the Piedmont Diving and Rescue Association, Inc.,
393 are:

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

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

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

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

399 **ARTICLE XVI – TRUSTEES**

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

403

404 [End of Document]

405 [Revised 10/11/2015]

406

407