

1 **BYLAWS**  
2 **OF**  
3 **THE PIEDMONT DIVING AND RESCUE ASSOCIATION, INCORPORATED**  
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5 This is to certify that we, the undersigned, do hereby associate ourselves into a nonprofit  
6 corporation, under and by virtue of the laws of the State of North Carolina, as outlined in  
7 Chapter 55A, North Carolina Nonprofit Corporation Act. We do hereby set forth the following  
8 Bylaws:  
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10 **ARTICLE I – NAME**  
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12 The name of the corporation shall be “The Piedmont Diving and Rescue Association,  
13 Incorporated” and is hereinafter referred to as the Association.  
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15 **ARTICLE II – LOCATION**  
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17 The location of the office of the corporation in the State of North Carolina shall be the address  
18 of the Secretary of the Association.  
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20 **ARTICLE III – PURPOSE**  
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22 The objectives and purpose for which this corporation is formed are as follows:

- 23 A. To furnish to its members a means and opportunity for social intercourse, mental  
24 improvement, amusement, recreation, training, and public service scuba diving and in  
25 particular to provide opportunities for skin diving and scuba diving, swimming and all  
26 other water sorts pertaining to skin and scuba diving sports on behalf of its members  
27 and their guests.  
28 B. To promote sportsmanship in connection with a program of water recreation of every  
29 kind, nature, and description.  
30 C. To give its members access to better knowledge and understanding of skin diving and  
31 scuba diving and similar matters and generally to train its members in skin diving and  
32 scuba diving and programs associated therewith.  
33 D. To acquire and maintain a temporary place of meetings for its members and their  
34 invited guests, as well as a place or places for conducting its activities and programs  
35 connected with skin and scuba diving recreation and sports.  
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37 **ARTICLE IV – MEMBERSHIP**  
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39 In order to properly prosecute the objects and purposes as set forth in Article III, the  
40 Corporation shall have full power and authority to purchase, lease, and otherwise acquire, hold  
41 mortgage, convey and otherwise dispose of all kinds of property, both real and personal, both  
42 in this state and in all other states, territories, and dependencies of the United States, and it  
43 shall further have power and authority, and it shall further have power and authority as may be  
44 directed to accept gifts and bequests and to apply the principal and interest as may be directed  
45 by the donor or as the Board of Directors may determine in the absence of such direction. In  
46 order to properly prosecute the objects and purposes above set forth, the Corporation shall  
47 have full power and authority generally to perform all acts which may be deemed necessary or  
48 expedient for the proper and successful prosecution of the objects and purposes for this, the  
49 Corporation created.  
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51 This corporation shall have no capital stock. Participation in its affairs shall be by  
52 individual membership in the Association. The Association will recognize four classes of  
53 membership defined as follows:  
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- 55 1. **Regular Member.** A certified diver, over the age of 18, who pays the initiation fee (where  
56 appropriate) and one year's dues when they join. If that certified diver is below the age  
57 of 18, and is the only certified diver in their household, a parent or guardian will be the  
58 regular member until the certified diver reaches the age of 18.  
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- 60 2. **Family Membership.** Available to the family members of a regular member.  
61 Diving family members pay a special family dues fee and are exempt from  
62 the initiation fee. To qualify as a family member, you must be the spouse or child  
63 of a regular member living in the same household or a child for whom the member  
64 is legally responsible.  
65
- 66 3. **Life Member.** A member who has paid his PDRA dues for life.
  - 67 a. PDRA is authorized to sell up to fifty (50) Life memberships. Life  
68 membership entitles the Life member to credit for PDRA dues obligation  
69 for life. Life memberships cannot be sold or transferred. They are valid  
70 for the original purchaser only or the surviving spouse. Any life memberships  
71 sold after the first 50 will not include the surviving spouse provision.
  - 72 b. The Board of Directors, for future financial needs, may increase  
73 authorized life memberships at not less than \$300.00 each and shall  
74 establish a new reasonable limit on the number of Life memberships at  
75 that time.  
76
- 77 4. **Charter Members.** The three founders of the Piedmont Diving and Rescue  
78 Association and are exempt from dues.  
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#### 80 **ARTICLE V – DIRECTORS**

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82 The Board of Directors of the Association shall be elected by the voting members at the annual  
83 meeting of the General Assembly. The Board of Directors will consist of nine members, with  
84 three members representing each district. The term of office for a director of the Association  
85 shall be three years (except as outlined below). The term of office for a director will be no  
86 more than two consecutive terms. However, if there is a break in service for at least one term,  
87 a member may serve as a director for two consecutive terms an unlimited number of times, as  
88 long as there is at least one term where the member is not holding office between each said  
89 term. If a member of the Board of Directors cannot complete their term of office, the president  
90 shall appoint a replacement member to serve out the remainder of said term.  
91

92 At the first meeting of the General Assembly wherein these revised Bylaws are adopted, the  
93 election of the Board of Directors will take place. For this election only the terms of directors  
94 will be as follows: Three directors will be elected for three-year terms, three directors will be  
95 elected for two-year terms, and three directors will be elected for one-year terms. In the years  
96 following this initial election, three directors will be elected annually for three-year terms. At  
97 the initial election only, the terms of each newly-elected director will be determined by the  
98 number of votes received by each director. The three directors receiving the highest number of  
99 votes in each district will serve three-year terms, the three directors receiving the next highest  
100 number of votes in each district will serve two-year terms, and the three directors receiving the

101 next highest number of votes in each district will serve one-year terms.

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

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#### **ARTICLE VI – GENERAL ASSEMBLY**

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

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

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

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

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

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

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

- 151 A. The Board of Directors is charged with the responsibility of maintaining the Association  
152 on a perpetual basis.
- 153 B. The Board of Directors shall hold meetings from time to time as they so elect and a  
154 meeting of the Board of Directors may be called by any member of the Board of  
155 Directors by giving seven (7) days written notice of such meeting to the other members  
156 of the Board of Directors and by sending a copy of the said notice to the other members  
157 and to the Secretary of the Association.
- 158 C. Each member of the Board of Directors shall have one vote, and a majority vote shall  
159 govern on issues which arise for the Board's consideration.
- 160 D. To constitute a quorum for the Board of Directors, there must be present at least fifty  
161 percent (50%) of the Board's membership present and voting.
- 162 E. Any member of the Board of Directors that misses two consecutive meetings of the  
163 Board of Directors shall forfeit their voting rights on any issues which come before the  
164 Board until such time as the absent member of the Board attends two consecutive  
165 meetings as a non-voting member of the Board.
- 166 F. The Board of Directors shall review any investigatory recommendations of the  
167 Disciplinary Committee. The recommendations of the Disciplinary Committee shall be  
168 affirmed or rejected at the next regular meeting based upon a majority vote of the  
169 Board of Directors present, upon receipt of a disciplinary investigation by the  
170 Disciplinary Committee. Upon receipt of a disciplinary complaint which is affirmed, the  
171 Board of Directors shall have the right to:
- 172 1. Censure any member, member of the Board of Directors or officer;
  - 173 2. Remove any Board of Director or officer from their office pending a vote upon  
174 impeachment by the General Assembly; or
  - 175 3. Cancel any member's membership.
- 176 G. If a member's membership is cancelled, his membership rights shall be cancelled for  
177 such term the Board of Directors deems appropriate.
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#### 179 ARTICLE VIII – LIABILITY OF THE BOARD OF DIRECTORS

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- 181 A. Nothing in the Articles or Bylaws shall impose personal liability on any member of the  
182 Board of Directors, nor upon any officer of the Association, and the officers and Board  
183 members shall be immune from any suits seeking to impose monetary liability, whether  
184 brought on behalf of the Association or any other party or individual.
- 185 B. In addition, the immunity granted herein and recognized in N.C.G.S. 55A-2-02, et seq.,  
186 the officers and Board members shall be fully indemnified by the Association for any  
187 liability and/or costs associated with any attempt to impose liability, such  
188 indemnification to include the reimbursement for any attorney's fees actually generated  
189 in defense of any attempt to impose liability.
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#### 191 **ARTICLE IX – OFFICERS OF THE ASSOCIATION AND THEIR DUTIES**

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193 The General Assembly shall hold its annual meeting on the second Sunday in the month of  
194 October of each year. An alternate General Assembly meeting will be held on the fourth  
195 Sunday in the month of October of each year as needed. The President and Treasurer shall be  
196 elected in even years. The Vice President and Secretary will be elected in odd years. The  
197 officers of the Association shall serve a two-year term. The officers of the Association shall  
198 serve a two-year term. Officers shall assume office on January 1 following their election at the  
199 General Assembly meeting.

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- 201 A. The President shall have the following duties:
- 202 1. To conduct the meetings of the General Assembly and preside over the meetings of
- 203 the Board of Directors.
- 204 2. To appoint committees as he deems necessary from time to time.
- 205 3. To call special meetings of the General Assembly upon seven (7) days written notice
- 206 to all members.
- 207 4. To appoint a successor for any vacancies that occur among the officers, said
- 208 appointments to be confirmed by the Board of Directors at its next meeting.
- 209 5. Set the date of the annual meeting of the General Assembly and the regular
- 210 quarterly meetings of the Board of Directors.
- 211 6. To preside over the impeachment trial of any officer or Board of Director, excepting
- 212 the office of President, who has been impeached by the General Assembly.
- 213 7. The President shall also appoint three members from the board of Directors, at
- 214 random, to review and make recommendations on complaints against any, member
- 215 of the Board of Directors, or officer. This committee shall be known as the
- 216 8. Disciplinary Committee and shall investigate, individually or collectively, and make a
- 217 report to the Board of Directors with recommendations as to whether or not there is
- 218 a factual basis for the discipline of any member, member of the Board of Directors,
- 219 or officer. In the event that the complaint is directed at the President, the Vice
- 220 President shall fill the President's duties of appointing the disciplinary committee.
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- 222 B. The Vice President shall have the following duties:
- 223 1. To assist the President in all matters and to act in the President's absence and to
- 224 assume the powers of the President if for some reason the President ceases to
- 225 perform his duties or resigns.
- 226 2. Act as Parliamentarian.
- 227 3. To preside over the impeachment trial of the President.
- 228
- 229 C. The Secretary shall have the following duties:
- 230 1. To record the minutes of the annual meeting of the General Assembly and the
- 231 meetings of the Board of Directors.
- 232 2. To record the minutes of any impeachment proceedings.
- 233 3. The Secretary shall keep the minutes reflecting the recommendations of the
- 234 Disciplinary Committee and of any disposition of the Disciplinary Committee's
- 235 recommendation undertaken by the Board of Directors. The Secretary shall also
- 236 have the responsibility of notifying any member, member of the Board of Directors,
- 237 or officer whose disciplinary complaint has been sustained of the discipline
- 238 imposed by the Board.
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- 240 D. The Treasurer shall have the following duties:
- 241 1. To maintain the financial records of the Association.
- 242 2. To collect all monies and dues owed to the Association.
- 243 3. To disburse necessary funds of the Association upon the proper authority of the
- 244 Board of Directors.
- 245 4. To maintain a bank account in the name of the Association.
- 246 5. To report upon the financial condition of the Association at every meeting.
- 247 6. To be bonded, with the fee being paid by the Association.
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249 **ARTICLE XI – VOTING RIGHTS, QUALIFICATIONS FOR OFFICERS AND ELECTIONS**

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251 Voting rights and qualifications for officers:  
252 A. Any member in good standing with the Association may be nominated and elected to  
253 any of the offices of the Association.  
254 B. The term of all officers shall be as stated in Article IX.  
255 C. Every member of the Association (over the age of 18) in good standing shall have one vote.  
256 The General Assembly shall be on a “one person one vote” system whereby each individual  
257 member (over the age of 18) may vote on all matters and issues to come before the General  
258 Assembly, including election of officers and directors.  
259 D. A quorum for any meeting of the General Assembly shall be the number of members  
260 in attendance.  
261 E. All business to come before the General Assembly with the exception of Bylaw  
262 amendments and additions shall be considered properly passed if said business receives  
263 a majority vote of the members of the General Assembly.  
264 F. Proposed changes to the Bylaws will be presented to the General Assembly by the Board  
265 of Directors at the annual meeting of the General Assembly or any special called  
266 meeting of the General Assembly. Bylaw amendments or additions must receive at least  
267 two-thirds (2/3) of the vote of the voting members present to be considered properly  
268 passed.  
269 G. Election of officers and Board members should take place at the General Assembly Meeting.  
270 H. An Election Committee consisting of a chairman and two members of the General  
271 Assembly shall be appointed by the President. Nominations for officers and directors  
272 shall be submitted on the “Call for Nominations” form to the election chairman. Said  
273 forms shall be postmarked no later than sixty (60) days prior to the annual meeting of  
274 the General Assembly and must be signed by the nominee.  
275 Members wishing to serve as an officer must run and be elected by all members of the  
276 Association. Members wishing to serve on the Board of Directors must run and be  
277 elected in the district in which they reside. The Election Committee shall be charged  
278 with the supervision of the election. On the day of the election, the Election Committee  
279 shall have a current list of all active members of the Association and shall make sure all  
280 persons voting are current members of the Association. The Election Committee will  
281 have the responsibility of providing the ballots to be used in such election.  
282 1. **Districts.** There shall be three districts within the Association for voting purposes,  
283 North, Central, and South. The states of Virginia, North Carolina, and South Carolina  
284 comprise the Association. Members who live outside these states shall designate on  
285 their application/renewal forms to which district they wish to be assigned.  
286 2. **Residency.** The residence of any member is defined as the physical address they  
287 have listed on their membership application/renewal form at the time said  
288 applications/renewals are submitted to the Executive Secretary. Only physical  
289 addresses will be allowed. No post office box addresses will be accepted. If a  
290 director moves to a different district during his term, he may fill out his term of  
291 office.  
292 I. Absentee voting will be allowed for election of officers and directors. Ballots shall be  
293 posted on the Association website no less than thirty (30) days prior to the annual  
294 meeting of the General Assembly. Members wishing to vote by absentee ballot shall  
295 print the ballot, mark their choices, include their key number, and send it to the election  
296 chairman so that it is postmarked no later than seven (7) days prior to the annual  
297 meeting of the General Assembly. In order to guarantee receipt of said ballot, it is  
298 suggested ballots be sent via Certified Mail/Return Receipt requested. Failure by a  
299 member to write their key number on the ballot will invalidate the ballot and shall not  
300 be counted.

301 J. Oath  
302 Each officer elected by the General Assembly and each member of the Board of Directors  
303 shall take the following Oath of Office administered by the Secretary before being  
304 permitted to assume office:

305 *Having been elected to the office of, I do solemnly swear or affirm that I am mindful of*  
306 *the honor and obligation that such an election confers: That I recognize that such an*  
307 *office is a position of trust and that my personal needs and obligations may not conflict*  
308 *with the needs and obligations of the PDRA, and that I am obligated to my office to put*  
309 *the best interest of the PDRA ahead of the interest of any person, including my own.*  
310 *In accepting this position of trust, I promise to leave my position, having done all I can do*  
311 *to further the interest of the PDRA, leaving the organization in a better condition and in a*  
312 *surer financial condition that when I took office, so help me God.*

313 K. Officers and members of the Board may be impeached by a majority of votes of the  
314 members of the General Assembly present for any of the following reasons:  
315 a. Failure to take the Oath of Office.  
316 b. Conviction of any serious criminal offense or breach of the domestic peace.  
317 c. Misappropriation or misuse of monies or property of the PDRA.  
318 d. Speaking disparagingly about the PDRA or engaging in conduct detrimental to the image  
319 of the PDRA.

320 L. Trial  
321 a. The trial of any officer or Board member impeached by the General Assembly shall  
322 be conducted by the officers remaining, with the Board members serving as the jury.  
323 b. Any officer or Board member impeached shall have the right to employ and be  
324 represented by an attorney employed at his own expense. The General Rules of  
325 Evidence shall be a guide to the proceedings.  
326 c. Conviction or confirmation of the Articles of Impeachment shall be by a two-  
327 third (2/3) vote of the Board members present at the proceedings, assuming  
328 there is at least a quorum present prior to trial. Confirmation shall result in the  
329 removal from office and disqualification from other elected positions in the  
330 PDRA for life if the Articles of Impeachment allege a violation of B or C, and five  
331 (5) years if the alleged violations are Article A or D.

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333 **ARTICLE XII – DONATIONS AND FUNDS**

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

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

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343 Duties of the members of the Association:  
344 A. It shall be the responsibility of each member to acquaint themselves with the Bylaws  
345 and the Rules and Regulations of the Association and all rules on the use of Association  
346 property. Failure of any member to acquaint himself with the above shall not prevent  
347 the Association from imposing disciplinary action against a member.  
348 B. Forfeiture of Membership:  
349 Any member in good standing or guest of any member in good standing shall come under  
350 the jurisdiction of the Bylaws and Rules and Regulations then in existence. Compliance

351 shall become the responsibility of said member, and failure to comply with any Bylaws,  
352 Rules and Regulations shall be grounds for the member to be suspended or expelled  
353 from membership in the Association by the Board of Directors.

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

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A. Any of the Articles of the Bylaws may be amended or revoked or reworded as per  
358 Article XI, Section F.

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B. Any of the Rules and Regulations of the Association can be rewritten, reworded, or  
361 revoked by the Board of Directors at any meeting of the Board of Directors, provided  
362 that a thirty (30) day written notice is submitted to the Board of Directors on any  
363 proposed changes to the Rules and Regulations.

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#### **ARTICLE XV – CHARTER MEMBERS**

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

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

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

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

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Charter Membership and Honorary Membership is to confer all of the rights and privileges set  
373 out in Article IV.4 and no other rights or privileges.

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

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***[End of Document]***

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***[Revised 10/27/24]***