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

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

1. **Regular Member.** A certified diver, over the age of 18, who pays the initiation fee (where appropriate) and one year's dues when they join. If that certified diver is below the age of 18, and is the only certified diver in their household, a parent or guardian will be the regular member until the certified diver reaches the age of 18.

2. **Family Membership.** Available to the family members of a regular member. Diving family members pay a special family dues fee and are exempt from the initiation fee. To qualify as a family member, an individual must be the legal spouse or minor child of a regular member living in the same household.

3. **Life Member.** A member who has paid their PDRA dues for life.
   a. PDRA is authorized to sell up to fifty (50) Life memberships. Life membership entitles the Life member to credit for PDRA dues obligation for life. Life memberships cannot be sold or transferred. They are valid for the original purchaser only or the surviving spouse. Any life memberships sold after the first 50 will not include the surviving spouse provision.
   b. The Board of Directors, for future financial needs, may increase authorized life memberships at not less than $300.00 each and shall establish a new reasonable limit on the number of Life memberships at that time.

4. **Charter Members.** The three founders of the Piedmont Diving and Rescue Association and are exempt from dues.

## ARTICLE V – DIRECTORS

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

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

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

## ARTICLE VI – GENERAL ASSEMBLY

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

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

## ARTICLE VII – POWER OF THE BOARD OF DIRECTORS

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

1. Address disciplinary matters in a fair, consistent, and timely manner, ensuring that all issues are managed in accordance with established policies and the associations standards of conduct.
2. Set the requirements for use of the Association property by members, instructors, and guests.
3. Amend, delete, modify, or reword the Rules and Regulations of the Association.
4. Handle any other business that is not specifically reserved for the General Assembly.

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:

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

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.

A. The Board of Directors is charged with the responsibility of maintaining the Association on a perpetual basis.
B. The Board of Directors shall hold meetings from time to time as they so elect and a meeting of the Board of Directors may be called by any member of the Board of Directors by giving seven (7) days written notice of such meeting to the other members of the Board of Directors and by sending a copy of the said notice to the other members and to the Secretary of the Association.
C. Each member of the Board of Directors shall have one vote, and a majority vote shall govern on issues which arise for the Board's consideration.
D. To constitute a quorum for the Board of Directors, there must be present at least fifty percent (50%) of the Board's membership present and voting.
E. Any member of the Board of Directors that misses two consecutive meetings of the Board of Directors shall forfeit their voting rights on any issues which come before the Board until such time as the absent member of the Board attends two consecutive meetings as a non-voting member of the Board.
F. The Board of Directors shall review any investigatory recommendations of the Disciplinary Committee. The recommendations of the Disciplinary Committee shall be affirmed or rejected at the next regular meeting based upon a majority vote of the Board of Directors present, upon receipt of a disciplinary investigation by the Disciplinary Committee. Upon receipt of a disciplinary complaint which is affirmed, the Board of Directors shall have the right to:
    1. Censure any member, member of the Board of Directors or officer;
    2. Remove any Board of Director or officer from their office pending a vote upon impeachment by the General Assembly; or
    3. Cancel any member's membership.
G. If a member's membership is cancelled, their membership rights shall be cancelled for such term the Board of Directors deems appropriate.

## ARTICLE VIII – LIABILITY OF THE BOARD OF DIRECTORS

A. Nothing in the Articles or Bylaws shall impose personal liability on any member of the Board of Directors, nor upon any officer of the Association, and the officers and Board members shall be immune from any suits seeking to impose monetary liability, whether brought on behalf of the Association or any other party or individual.
B. In addition, the immunity granted herein and recognized in N.C.G.S. 55A-2-02, et seq., the officers and Board members shall be fully indemnified by the Association for any liability and/or costs associated with any attempt to impose liability, such indemnification to include the reimbursement for any attorney's fees actually generated in defense of any attempt to impose liability.

## ARTICLE IX – OFFICERS OF THE ASSOCIATION AND THEIR DUTIES

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

A. The President shall have the following duties:
   1. To conduct the meetings of the General Assembly and preside over the meetings of the Board of Directors.
   2. To appoint committees as deemed necessary from time to time.
   3. To call special meetings of the General Assembly upon seven (7) days written notice to all members.
   4. To appoint a successor for any vacancies that occur among the officers, said appointments to be confirmed by the Board of Directors at its next meeting.
   5. Set the date of the annual meeting of the General Assembly and the regular quarterly meetings of the Board of Directors.
   6. To preside over the impeachment trial of any officer or Board of Director, excepting the office of President, who has been impeached by the General Assembly.
   7. The President shall also appoint three members from the Board of Directors, at random, to review and make recommendations on complaints against any member, member of the Board of Directors, or officer. This committee shall be known as the Disciplinary Committee and shall investigate, individually or collectively, and make a report to the Board of Directors with recommendations as to whether or not there is a factual basis for the discipline of any member, member of the Board of Directors, or officer. In the event that the complaint is directed at the President, the Vice President shall fill the President's duties of appointing the disciplinary committee.

B. The Vice President shall have the following duties:
   1. To assist the President in all matters and to act in the President's absence and to assume the powers of the President if for some reason the President ceases to perform their duties or resigns.
   2. Act as Parliamentarian.
   3. To preside over the impeachment trial of the President.

C. The Secretary shall have the following duties:
   1. To record the minutes of the annual meeting of the General Assembly and the meetings of the Board of Directors.
   2. To record the minutes of any impeachment proceedings.
   3. The Secretary shall keep the minutes reflecting the recommendations of the Disciplinary Committee and of any disposition of the Disciplinary Committee's recommendation undertaken by the Board of Directors. The Secretary shall also have the responsibility of notifying any member, member of the Board of Directors, or officer whose disciplinary complaint has been sustained of the discipline imposed by the Board.

D. The Treasurer shall have the following duties:
   1. To maintain the financial records of the Association.
   2. To collect all monies and dues owed to the Association.
   3. To disburse necessary funds of the Association upon the proper authority of the Board of Directors.
   4. To maintain a bank account in the name of the Association.
   5. To report upon the financial condition of the Association at every meeting.
   6. To be bonded, with the fee being paid by the Association.

## ARTICLE XI – VOTING RIGHTS, QUALIFICATIONS FOR OFFICERS AND ELECTIONS

Voting rights and qualifications for officers:

A. Any member in good standing with the Association may be nominated and elected to any of the offices of the Association.

B. The term of all officers shall be as stated in Article IX.

C. Every member of the Association (over the age of 18) in good standing shall have one vote. The General Assembly shall be on a "one person one vote" system whereby each individual member (over the age of 18) may vote on all matters and issues to come before the General Assembly, including election of officers and directors.

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

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

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

G. Election of officers and Board members should take place at the General Assembly Meeting.

H. An Election Committee consisting of a chairman and two members of the General Assembly shall be appointed by the President. Nominations for officers and directors shall be submitted on the "Call for Nominations" form to the election chairman. Said forms shall be postmarked no later than sixty (60) days prior to the annual meeting of the General Assembly and must be signed by the nominee.

   Members wishing to serve as an officer must run and be elected by all members of the Association. Members wishing to serve on the Board of Directors must run and be elected in the district in which they reside. The Election Committee shall be charged with the supervision of the election. On the day of the election, the Election Committee shall have a current list of all active members of the Association and shall make sure all persons voting are current members of the Association. The Election Committee will have the responsibility of providing the ballots to be used in such election.

   1. **Districts.** There shall be three districts within the Association for voting purposes, North, Central, and South. The states of Virginia, North Carolina, and South Carolina comprise the Association. Members who live outside these states shall designate on their application/renewal forms to which district they wish to be assigned.
   2. **Residency.** The residence of any member is defined as the physical address they have listed on their membership application/renewal form at the time said applications/renewals are submitted. Only physical addresses will be allowed. No post office box addresses will be accepted. A director who relocates to a different district during their term may continue to serve for the duration of that term.

I. Absentee voting will be allowed for election of officers and directors. Ballots shall be posted on the Association website no less than thirty (30) days prior to the annual meeting of the General Assembly. Members wishing to vote by absentee ballot shall print the ballot, mark their choices, include their key number, and send it to the election chairman so that it is postmarked no later than seven (7) days prior to the annual meeting of the General Assembly. In order to guarantee receipt of said ballot, it is suggested ballots be sent via Certified Mail/Return Receipt requested. Failure by a

member to write their key number on the ballot will invalidate the ballot and shall not be counted.

J. Oath

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

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

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

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

## ARTICLE XII – DONATIONS AND FUNDS

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

## ARTICLE XIII – DUTIES OF THE MEMBERS

Duties of the members of the Association:

A. It shall be the responsibility of each member to acquaint themselves with the Bylaws and the Rules and Regulations of the Association and all rules on the use of Association property. Failure of any member to acquaint himself with the above shall not prevent the Association from imposing disciplinary action against a member.

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

## ARTICLE XIV – AMENDING BYLAWS, RULES AND REGULATIONS

A. Any of the Articles of the Bylaws may be amended or revoked or reworded as per Article XI, Section F.
B. Any of the Rules and Regulations of the Association can be rewritten, reworded, or revoked by the Board of Directors at any meeting of the Board of Directors, provided that a thirty (30) day written notice is submitted to the Board of Directors on any proposed changes to the Rules and Regulations.

## ARTICLE XV – CHARTER MEMBERS

The Charter Members of the Association are appointed Honorary Members of the Board of Directors. The three Charter Members of the Piedmont Diving and Rescue Association, Inc., are:
Arnold Pugh, 3827 US Hwy. 64 East, Asheboro, NC 27203
Larry Bradley, 5004 Forest Oaks Drive, Greensboro, NC 27203
Clyde Wilson, 1204 N. Elam Avenue, Greensboro, NC 27408
Charter Membership and Honorary Membership is to confer all of the rights and privileges set 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 to manage real estate owned by the Association. No liability or responsibility is assumed with the title of Trustee, and the Trustees shall serve at the direction and pleasure of the Board.

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***[Revised 10/25/26]***