

# CONSTITUTION AND BYLAWS of THE BOEING EMPLOYEES' SCUBA DIVING CLUB

Revised: March 2023

## **PREAMBLE**

We the members of the Boeing Employees' SCUBA Diving Club, Inc., do organize for the mutual recreation and pleasure in SCUBA diving.

## **CONSTITUTION**

### Article I – NAME

#### Section 1: Club Name

We shall be known as the Sea Horse Dive Club.

### Article II – MEMBERSHIP

#### Section 1: Membership Requirements

Club membership shall be open to any persons who satisfy one of the following criteria:

1. Boeing employee, Boeing retiree or former Boeing employee<sup>1</sup> or family member<sup>2</sup>.
2. Current government, customer, vendor and contract personnel stationed at or exclusively serving the Boeing Company, or family members<sup>2</sup>.
3. Club member or former club member in good standing<sup>3</sup> whose qualification status has changed.
4. Individuals who do not qualify under any of the other categories may join as Associate members provided they provide a benefit to the club and are approved by a majority of the Club Officers.

Addendum:

1. To qualify as a former Boeing Employee, you must have left the Boeing Company in good standing and not for cause.
2. Family members include: parents (including in-laws), spouse, domestic partner, sibling or children of a qualified club member.
3. Member or former member in good standing means their membership is current or former members who were not expelled from the club for cause. This applies, for example to members qualified as contractors where Boeing has discontinued doing business with their firm, or family members whose family status has changed due to divorce or other circumstances.

## Section 2: Annual Dues

Membership dues shall be established by the Executive Board. Changes are subject to approval by a vote of the club membership.

## Article III – OFFICERS

### Section 1: Club Officers

The officers of the Boeing Employees' SCUBA Diving Club shall consist of a President, Vice President, Secretary and Treasurer. The Treasurer of the club executive board must be an active Boeing Employee. Eligible candidates for President, Vice President and Secretary of the club executive board may be any full member of the club in good standing.

## Article IV – DUTIES OF OFFICERS

### Section 1: President

The President shall:

1. Preside at all business meetings.
2. Be chairperson of the Executive Board.
3. Call extra business meetings, appoint committees not otherwise provided for and fill pro-tem vacancies as specified.
4. Perform such other duties as the office may require.
5. Perform the duties of the Vice President in their absence.
6. Review the monthly bank statement with the Treasurer.

### Section 2: Vice President

The Vice President shall:

1. Oversee and coordinate the efforts of all major committees.
2. Perform the duties of the President in their absence.

### Section 3: Secretary

The Secretary shall:

1. Keep minutes of all Executive Board and other business meetings.
2. Maintain an up-to-date roster of members.
3. Notify members of all club meetings as specified.
4. Maintain all required documents of the club.

### Section 4: Treasurer

The Treasurer shall:

1. Keep an accurate account of all financial transactions of the organization.
2. Be responsible for all funds of the organization and receive and disburse all money subject to the will of the Executive Board.
3. Disbursements shall be made by means of check or electronic transfer as authorized by the Executive Board. All disbursements will be recorded in the monthly financial statements and reviewed by the President..
4. Maintain accounts and render monthly financial statements of the organization.
5. Review the monthly bank statements with the President.
6. Review the financial records with an officer or club member upon request.

## Section 5: Boeing Recreation Advisor

The Boeing Company shall provide a Recreation Advisor who shall serve as an ex-officio member of the Executive Board.

# Article V – ELECTION OF OFFICERS

## Section 1: Elected Positions

The offices of President, Vice President, Secretary and Treasurer shall be filled by election at the first regular meeting in January.

## Section 2: Nominations

Any full club member in good standing may nominate themselves for any of the elective offices, with the exception of Treasurer. In order to qualify as a candidate for Treasurer, the candidate must also be an active Boeing employee. Nomination is achieved by notifying the club Secretary in writing one week prior to the October club meeting.

## Section 3: Eligibility

No person is eligible to hold office that is not a full club member in good standing.

## Section 4: Term Limits

The length of a term in office is one year. No person is eligible to hold more than one elective office at a time. No person shall be retained in office more than two consecutive terms, except in cases where no qualified member can be found to replace them.

## Section 5: Voting

All elections shall be by secret ballot. Electronic voting may be permitted provided measures are in place to assure the sanctity of the election is not compromised.

## Section 6: Filling Vacancies

Office vacancies of the President, Vice President, Secretary or Treasurer must be filled within 60 days of vacancy either by appointment by the Executive Board or special election.

## Section 7: Compensation

No officer or trustee shall receive any salary or wages by reason of office.

## Section 8: Multiple Offices

No member is eligible to hold more than one elective office at a time.

## Section 9: Elected Officer Vacancies

Vacancies of any elected office other than President shall be filled by appointment by the President. A Presidential vacancy will be filled by the Vice President, a special election will then be held to fill the Vice President position.

# Article VI – COMMITTEES AND BOARDS

## Section 1.

There shall be an Executive Board that governs the club and makes decisions regarding operation of the club, such as activities and expenditures.

## Section 2.

The Executive Board is made up of the 4 elected officers and at-large members who have volunteered to take on significant club responsibilities and actively participate in Board and club activities, e.g., board meetings, club meetings and events.

## Section 3.

Any full member in good standing may volunteer for the Board by notifying any elected officer of their desire to serve. Membership on the Board is approved by a majority vote of elected Club Officers.

## Section 4.

Members may be removed from the Board by a majority vote of elected Club Officers. Criteria for removal include (but are not limited to):

- Club membership has expired or been revoked.
- Unable or unwilling to meet the requirements for participation, per Section 2.
- Conduct that creates an unprofessional or hostile atmosphere for other Board members or club members.

# Article VII – MEETINGS

## Section 1: Club Meetings

1. Regular club meetings shall be held on the fourth Thursday of each month, unless otherwise scheduled.
2. Special meetings may be called at any time as determined by the President.
3. All meetings will be conducted in compliance with Roberts Rules of Order.

## Article VIII – AMENDMENTS

### Section 1: Proposal of Amendments

This constitution may be amended by the submission, in writing of a proposed amendment at any regular or special meeting of the organization.

### Section 2: Consideration of Amendments

Amendments are approved by a vote of the membership. A two-thirds majority of the members voting shall be required to adopt an amendment.

### Section 3: Notice of Meeting to Consider Amendments

Written notice of the meeting shall be given three weeks prior to the meeting at which the amendment is voted upon. Written notice of the meeting can be in the form of email.

# BYLAWS

## Article I – QUORUM

### Section 1: Quorum Required for Club Actions

A quorum shall consist of 25% of the full membership.

## Article II – GENERAL PROVISIONS

### Section 1: Property and Equipment Ownership

Property or equipment purchased by the Boeing Employees' Scuba Diving Club with Boeing Employees' Scuba Diving Club funds shall be considered club property and not the property of any individual member or group of members.

### Section 2: Budgeting

The fiscal year for the Boeing Employees' Scuba Diving Club shall be from January 1st to December 31st, inclusive. All budgeting and financial accounting shall be rendered on this basis. The club annual budget shall be reviewed and approved by the membership at a regular meeting in the fourth quarter.

All non-budgeted expenses more than \$500 shall require approval of the Executive Board.

### Section 3: Member Notification and Voting

Elections and other club member voting and written notices may be distributed or conducted in person or by electronic methods, as approved by the Executive Board. Any such expenses shall be disclosed to the membership within 45 days of its occurrence.