

SEUE BYLAWS

ARTICLE I NAME AND PURPOSE

- 1.1 The name of this organization shall be the South East Underwater Explorers (“SEUE”). These Bylaws provide the basic governing rules of SEUE.
- 1.2 The purpose of SEUE is (1) to promote scientific research, exploration, and conservation of the aquatic environment; (2) to promote interest in the sport of SCUBA diving for the mutual benefit and enjoyment of its Members; and (3) to promote safety in SCUBA diving.
- 1.3 SEUE is organized and operated exclusively for service, educational, social, fraternal, and other non-profit purposes. No part of any earnings of SEUE shall inure to the benefit of any Member or officer of SEUE (other than reimbursement for authorized expenditures).

ARTICLE II MEMBERSHIP AND DUES

- 2.1 No person shall be denied Membership on the basis of race, religion, color, national origin, age, sex, sexual orientation, gender identity/expression, height, weight, or marital status. Nor shall discrimination be applied to persons with disabilities or veterans.
- 2.2 Any Member who conducts themselves in a reckless or careless manner, which endangers themselves and/or others, can be expelled from SEUE by a majority vote of the acting Board.
- 2.3 The Membership shall be composed of EXPLORER and SUPPORT Members.
 - 2.3.1 EXPLORER Members shall consist of individuals who wish to engage in SCUBA diving related activities, have completed a Membership application and liability release form, and paid their annual Membership dues. In addition to the requirements above, EXPLORER Members under the age of eighteen (18) must submit a Membership application and a liability release form, which must be signed by their parents or legal guardian.
 - 2.3.2 SUPPORT Members shall consist of individuals who support the purposes of SEUE but wish to remain excluded and inactive from member-only events (including SCUBA diving activities).

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2.4 Requirements for Membership:

- I. EXPLORER members must have paid current dues.
 - II. EXPLORER Members must have a liability waiver on record signed within the previous twelve (12) months to participate in any SCUBA diving or related activities.
 - III. EXPLORER Members under the age of eighteen (18) must have a liability waiver on record signed by their parents within the last twelve (12) months to participate in any SCUBA diving or related activities.
 - IV. ALL Members shall maintain a positive and supportive attitude towards all Members of the diving community (including non-Members).
 - V. EXPLORER Members shall follow GUE standards as stated in the Global Underwater Explorers “General Training Standards, Policies, and Procedures” when engaging in SCUBA diving activities.
- 2.5 Members shall pay Dues with their application for Membership. Members shall pay Dues annually by July 1. Dues are valid for a one-year period.
- 2.6 New Memberships paid after April 30 will cover the remainder of the year and the following year’s dues. This is not an option for current or past Members.
- 2.7 Membership renewal forms (or a link to online renewal forms) will be distributed to the SEUE membership base each September. Nonpayment of dues will result in automatic termination of EXPLORER Membership. Members may be reinstated upon completion of a new application and payment of dues.

ARTICLE III

MEETINGS, BUSINESS, AND VOTING

- 3.1 Meetings will be held monthly as directed by the Board, unless otherwise determined by the Board, at a central location selected by the Board. The Board will announce meetings via email and Facebook at least ten (10) days in advance. Diving activities may be substituted for regular meetings, but a regular meeting shall be held at least once every three (3) months in order to conduct SEUE business.
- 3.2 A meeting for the election of officers shall be held twice per year. At least twenty (20) days before each election meeting, the Treasurer shall prepare and make a complete list of the Members eligible for upcoming Board positions. The

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Treasurer shall produce and keep the list at the time and place of the annual meeting for the annual meetings entire duration. Any Member who is present may inspect the list. Voting shall be by online ballot unless otherwise determined by majority of the current Board. ballots shall not be required for uncontested offices.

3.3 The Board:

A quorum of the Board shall consist of 51% of the current filled Board positions.

FUNCTIONS: The Board shall:

- a. Govern SEUE in the best interest of the Membership;
- b. Schedule Membership and Board meetings;
- c. Establish Membership dues and other fees;
- d. Recommend amendments to the Bylaws;
- e. Have the power to propose actions and refer questions directly affecting all SEUE Members to the Membership for its approval or disapproval at a Membership meeting;
- f. Approve all appointed positions;
- g. Approve the scheduling of all SEUE trips and social functions;
- h. Have the power with a vote of a simple majority of the entire Board to rescind the actions of any Member taken on behalf of SEUE;
- i. Establish and publish policies which apply to SEUE functions;
- j. Have the power with a vote of two-thirds of the entire Board to remove a Board Member deemed unsuitable as evidenced by their actions or inactions pertaining to SEUE business; and
- k. Appoint a Member to serve the remainder of the term of any Board position that has become vacant.

Any item of SEUE business (except modification of these Bylaws) may be conducted at any regular meeting and may be approved or disapproved by a two-thirds majority of the voting Membership present. Proposals for the modification of these Bylaws must be published via email preceding the regular meeting at least thirty (30) days in advance and may be approved or disapproved by a simple majority of the voting Members present at the regular meeting following the publication.

No business requiring the approval of the voting Members may be conducted at any meeting other than a regular meeting.

3.4 EXPLORER Members shall each have one vote in all business submitted to a vote of the Membership, including the election of officers.

3.5 SUPPORT Members shall not have a vote in any SEUE business submitted to a vote of the Membership.

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- 3.6 Minutes of each regular meeting will be summarized in the email newsletter and will not be read at subsequent regular meetings. Members may submit written objection to the minutes as published. If the objections are deemed substantive by the officers, a correction will be published. The determination by the officers will be final.
- 3.7 Notice of any information concerning SEUE business, activities, or meetings shall consist of an email to all current Members' email address on file and a posting on SEUE Facebook page.

ARTICLE IV ELECTION AND TERM OF OFFICERS

- 4.1 Time: The election of the President and Treasurer shall take place in December of every year. The election of the Director, Secretary and Vice President shall take place in June of every year.
- 4.2 Nominations: The Vice President shall take nominations for the December President and Treasure elections, on or before the November Membership meeting. The President shall take nominations for the Vice President, Secretary, and Director positions on or before the May Membership meeting.
- 4.3 Voting: The voting shall take place in December and June via an online vote. Three (3) Members appointed by the President for the June election or the Vice President for the December election shall count ballots. At least one (1) of the three (3) Members shall not be a Member of the Board.

A simple majority shall be necessary to elect. When there is only one candidate for an office, they may be elected by voice. All officers shall take office immediately following the December and June meeting.

- 4.4 Term Limits: No individual may serve in the same Board position for more than two (2) consecutive years.
- 4.5 Re-election after term limit: Eligibility for re-election to a Board position after a term limit is reached shall require one (1) or more years as a non-board EXPLORER member of SEUE..
- 4.6 Board Appointed Positions: If a Board position is unfilled at any point, Board members may appoint a current EXPLORER member by unanimous vote to serve as an interim Board member. The interim Board member shall fill the vacant position until the next election. An EXPLORER member appointed to as an interim Board member shall not hold that same interim position for more than one consecutive year. The Board may remove an interim Board member at any time by unanimous vote of all elected Board members.

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ARTICLE V OFFICES AND DUTIES OF OFFICERS

- 5.1 The elected officers of SEUE shall consist of a President, Vice President, Treasurer, Secretary, and Director. Together, these officers shall constitute the Executive Board of SEUE. Eligibility for each office is included in the description of duties for the office.
- 5.2 The Executive Board shall appoint a Member to fill the unexpired term of any vacancy that may occur on the Board.
- 5.3 No Board Member may be a current active SCUBA instructor for any agency. However, any Member regardless of affiliation may act as an ADVISOR as deemed necessary by the Officers on the Board.
- 5.4 Each Board member shall fulfill the roles and responsibilities assigned to him or her, as outlined in the attached Exhibits 1 – 5.

ARTICLE VI MISCELLANEOUS

- 6.1 Expenditures: No Member shall expend or agree to expend any SEUE funds without the express consent of the President. No Member shall be reimbursed for expenditures made without the express prior consent of the President.
- 6.2 Liabilities: No Member shall commit SEUE to any liabilities, payments, or debt obligations without the express consent of the President. Any such commitment made on the part of any Member without the express consent of the President will be the sole responsibility of that Member, not SEUE. While the Board may vote to ratify any such commitment after-the-fact and assume responsibility for it, such ratification does not negate this provision in any way.
- 6.3 Dissolution: SEUE may be dissolved upon two-thirds vote of the Members present at a regular meeting, provided notice of a vote to dissolve has been published in the newsletter preceding the meeting. In the event of dissolution of SEUE, any funds remaining after outstanding bills are paid shall be donated to charity. The charity to receive the funds shall be determined by vote, following the vote to dissolve.
- 6.4 Terminology: As used throughout these bylaws

“SEUE” means the Southeast Underwater Explorers,

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“Board” means the Executive Board; and

Any gender-specific reference is intended to apply equally to either gender.

THESE BYLAWS WERE ADOPTED BY THE MEMBERSHIP OF SOUTHEAST UNDERWATER EXPLORERS “SEUE” ON DECEMBER 27, 2018.

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EXHIBIT 1

PRESIDENT

The President Shall:

- a. Preside at all meetings of SEUE;
- b. Be responsible for the program at the Membership meetings;
- c. Keep the Membership informed of reports from Board and committee meetings;
- d. Appoint a Parliamentarian from the existing Board Members as necessary;
- e. Approve all payments made by the TREASURER;
- f. See that the regulations of SEUE are enforced;
- g. Call special meetings of the Membership and Board if required;
- h. Serve as liaison to GUE HQ or appoint a suitable alternative from Membership;
- i. Provide information on SEUE trips and social activities to Secretary as required to support an accurate and current social media site; and
- j. Be an EXPLORER Member for one (1) or more years.

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EXHIBIT 2

VICE PRESIDENT

The Vice President shall:

- a. Act as presiding officer of SEUE in case of the absence or disability of the President;
- b. Facilitate the introduction of new Members and guests to the Membership;
- c. Coordinate with the TREASURER for updated Membership lists each month;
- d. Coordinate with the DIRECTOR to schedule, organize, and implement regular SEUE events throughout the year at a frequency and of a nature to be directed by the Board;
- e. Coordinate with the DIRECTOR to organize EXPLORER only events throughout the year;
- f. Provide information on SEUE trips and social activities to the SECRETARY as required to support an accurate and current social media site;
- g. Perform other duties as assigned by the PRESIDENT; and
- h. Be an EXPLORER Member for one (1) or more years.

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EXHIBIT 3

DIRECTOR

The Director shall:

- a. Maintain Membership email list on Google groups, send out SEUE emails/newsletters;
- b. Maintain SEUE's Social Media presence, which includes regular updates to the SEUE Facebook page and SEUE Instagram page;
- c. Coordinate with VICE PRESIDENT for updated Membership list each month;
- d. Coordinate with the VICE PRESIDENT to organize EXPLORER only events throughout the year;
- e. Provide information on SEUE trips and social activities to the SECRETARY as required to support an accurate and current website; and
- f. Be an EXPLORER Member for one (1) or more years.

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EXHIBIT 4

TREASURER

The Treasurer shall:

- a. Act as the presiding officer of SEUE in the absence of the PRESIDENT, the Vice-President, and the SECRETARY;
- b. Keep accurate records of the financial business of SEUE;
- c. Receive and deposit all SEUE monies in SEUE bank account;
- d. Collect all fees and dues;
- e. Develop, submit for Board approval, and implement a strict receivables policy, which includes mandatory receipts for any cash received and prompt depositing of any funds received into the SEUE bank account;
- f. Adopt and adhere to sound and prudent financial management policies that reduce risk of loss, theft, or other unfortunate occurrences;
- g. Present a financial statement at each Board meeting;
- h. Present the annual financial report at the December Board meeting;
- i. Comply with and coordinate any reasonable request for an audit by the President, Board, or Membership;
- j. Ensure responsible backup of all SEUE financial materials to a cloud-based server or acceptable analogue;
- k. Pay the bills of SEUE with approval by a vote of the Board; and
- l. Be an EXPLORER Member for one (1) or more years.

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EXHIBIT 5

SECRETARY

The Secretary shall:

- a. Act as presiding officer of SEUE in the absence of the President and Vice-President;
- b. Record and preserve minutes of the business portion of the Board and Membership meetings;
- c. Distribute minutes to the Board at least one week in advance of the next Board meeting;
- d. Distribute copies of minutes and other relevant Board material to the Membership at least one week in advance of meetings;
- e. Maintain a file of all SEUE minutes and publications, including the newsletter, to be available for inspection upon advance written request;
- f. Ensure responsible backup of all materials to a cloud-based server or analogue and provide access to Board members;
- g. Be responsible for SEUE correspondence, as designated and directed by the Board;
- h. Issue notices of meetings and agenda as required, with direction from and consultation with the President;
- i. Be an EXPLORER Member for one (1) or more years.