

*(per motivi legali lo statuto della NAUI è riportato in lingua originale)*

## **NAUI Bylaws**

### **ARTICLE I**

#### **TERRITORY**

The Association shall be international in nature and the territory of operation shall be as determined by the Board of Directors (the "Board"), to be increased or decreased in scope as the Board shall determine is required.

### **ARTICLE II**

#### **MEMBERSHIP**

Membership in the Association is open to all qualified persons. Membership consists of two types, voting and nonvoting. Members will be regarded as such, and be entitled to the full rights and privileges as accorded by these bylaws and by the Board so long as they maintain membership in good standing.

**SECTION 1. Voting Members.** All members under this section must be eighteen years of age or older. They shall have the right and privilege to vote on any matters as called for in these bylaws, and to hold office as a Director of the Association.

- A. Active Instructors. These are members who have attained the certification status of instructor by completing the requirements then established by the Board to enable them to issue various levels of diving certification as may be provided by this Association and who may issue an Associate Membership to others.
- B. Sustaining Instructors. These are members who have attained the certification status of instructor, but do not meet the requirements established by the Board to issue certifications and as may be further defined in the, or any document that might supersede that manual.

**SECTION 2. Nonvoting Members.** Nonvoting members do not have the right to vote, nor to hold office as a Director of the Association.

- A. Leadership Members. These are members of the Association who have attained the certification status of Skin Diving Instructor, Divemaster, Assistant Instructor, or other leadership titles as approved by the Board and may be granted such authority as may be determined by the Board.
- B. Affiliate Members. Business entities that may be granted membership under such terms and conditions as may be established and approved by the Board.
- C. Honorary Members. The Board may elect honorary members to the Association by a vote of the directors. Such members shall be exempt from the payment of any dues or assessments and shall be entitled to all the privileges that the Association may bestow upon them and no others.
- D. Associate Members. These are members who have applied for dive training with an active instructor, or who have a current NAUI scuba certification and who have met the qualifications as set forth by the Board. This membership status may be revoked, individually or as a full class of membership, at any time by the Board

- E. Other Members. Other levels of non-voting memberships with corresponding prerequisites, rights, benefits, and privileges may be established and approved by vote of the Board.

**SECTION 3.** Lifetime Members. These may be voting or nonvoting members of the Association who have met the financial requirements for Lifetime Membership as established by the Board. These members will be exempt from any future NAUI membership dues requirements. Lifetime members shall not be exempt from other financial requirements or dues.

**SECTION 4.** Confirmation of Instructors and Leadership Membership . An applicant shall be deemed a member upon completion of (1) all prerequisites, (2) payment of all obligations owed the association, (3) application to join the Association and (4) review of all relevant materials by headquarters Training Department and, upon acceptance by the Training Department, issuance of a leadership member number. The Board shall, at the next Board meeting at which membership review is on the agenda, ratify or deny the membership of each new Instructor and/or leadership member.

**SECTION 5.** Fees and Dues.

- A. Certification Fees. The certification fees for all levels of certification and recognition shall be established and approved by the Board following the recommendation for such fees by the President.
- B. Membership Dues. All members, excluding those exempt by the Board or by these bylaws, will be subject to dues to be paid in such amounts and at such times as established by the Board.

**SECTION 6.** Resignation, Suspension or Termination of membership.

- A. Resignation . A member may resign from the Association by providing written notice to the Association at its headquarters offices. Such resignation shall be effective when notification is received at the headquarters offices of the Association, or when received by an Officer of the Association. A person who has resigned is no longer a member of the Association, no longer has any of the rights and privileges of membership, but shall continue to be obligated by any outstanding duties and obligations due to the Association.
- B. Suspension. A person whose membership is suspended, under Paragraphs D and E of this section, is not entitled to the rights and privileges of membership but shall continue to be obligated by the duties and obligations of membership in the Association during the period of suspension.

- C. Termination. A person whose membership is terminated, under Paragraphs D and E of this section, is no longer a member of the Association, and no longer has the rights and privileges of membership, but shall continue to be obligated by any outstanding duties and obligations to the Association.
- D. Vote. A person's membership in the Association may be terminated or suspended, under Paragraph E of this section, by a vote of the Board, upon the finding of one or more of the following:
1. Failure of the member to pay dues, fees or assessments as set by the Board or any outstanding accounts with the Association within 60 days after they become due and payable.
  2. Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications.
  3. The failure of the member to adhere to the NAUI Code of Ethics and the Standards of the Association, as defined in the Association's Standards & Policies or any document that might supersede that manual, or who engaged in conduct materially and seriously prejudicial to the purposes and interests of the Association. For purposes of this paragraph, such prejudicial conduct is deemed to include, but is not limited to, conduct hazardous to the health and safety of divers, whether such divers are students or experienced, or the general public.
- E. Procedure for Expulsion or Suspension . If grounds appear to exist for expulsion or suspension of a person's membership, the Board or its designees shall conduct its procedures for review in accordance with the requirements for such review as set forth in the Association's Standards & Policies, or any document that might supersede that manual.

**SECTION 7. Reinstatement**. A member who has defaulted on his or her responsibility for annual dues, or who has resigned in good standing, may apply to the Membership Committee for reinstatement as per procedures set forth in the Standards & Policies, or any document that might supersede that manual. Upon the completion of necessary requirements that may be established by the Board or its designee, the member seeking reinstatement may be so reinstated.

### **ARTICLE III - BOARD OF DIRECTORS**

**SECTION 1. Function** . The business and property of the Association shall be generally managed and its corporate powers shall be exercised by the Board to the fullest extent allowed by law, subject to any restrictions imposed by law, the articles of incorporation or these bylaws.

**SECTION 2.** Directors. The Board shall be comprised of two types of directors; directors and ex-officio directors. Directors shall have full right to participate in all discussions and vote on any matters requiring their attention as directors. Ex-officio directors may, at the pleasure of the Board, participate in all discussions of the Board. "Ex-officio directors shall not participate in votes of the Board", and may, by vote of the Board, be excluded from meetings or portions of meetings.

**SECTION 3.** Number of Directors

- A. Directors. The number of directors shall be nine.
- B. Ex-Officio Directors. The number of ex-officio directors may vary in number, and shall include the President of NAUI and such other individuals as the Board may from time to time by vote designate. Ex-officio members who are not an officer of NAUI may be removed upon vote of the Board.

**SECTION 4.** Election of Directors and Terms of Office.

- A. Election . The directors shall be elected by the plurality of the voting members responding in a duly called election. Ex-officio directors shall serve by appointment or designation, as applicable.
- B. Term of Office. Elected directors will serve a four year term. No Director shall serve more than two consecutive elected terms. Ex-officio directors shall serve on the Board so long as they retain the position by which they were originally placed on the Board or, in the case of appointed ex-officio members, until such time as they have been removed by the Board.
- C. Qualifications. A nominee must have been an Active Instructor Member or Sustaining Instructor Member for at least three years immediately preceding the election date, be in good standing with the Association and shall be current in their financial obligations to the Association. A nominee, by accepting his nomination, agrees to abide by and adhere to the NAUI Code of Conduct for Board Members and any other agreements that the Board may designate. It is a mandatory obligation of a Board nominee or member, once elected, to adhere to the Code of Conduct for Board members.

**SECTION 5.** Duties and Powers of the Board of Directors. Subject to the provisions and limitations of the California Non-Profit Mutual Benefit Corporation Law and any other applicable laws, and subject to the limitations in the articles of incorporation and these bylaws regarding actions that require the approval of the members, the corporation's activities and affairs shall be managed, and all corporate power shall be exercised, by or under the Board's direction.

**SECTION 6. Absence/Removal.** Members of the Board of NAUI may be removed as a Director by vote upon the occurrence of any of the following events.

- A. Should any member of the Board absent himself or herself without due notice and cause, from any two meetings within a calendar year, duly called pursuant to these bylaws, including electronic conferences and teleconference meetings, the Board, by majority vote of the Board, may declare that seat vacant.
- B. The Board, by majority vote of the Board, may declare vacant the seat of a director who has been declared of unsound mind by final order of the court, or upon final conviction of a felony
- C. Upon passage of a motion, any Director's status as a qualified Board member may be called up for discussion by majority vote for any reason pertaining to that member's ability to function effectively as a director or for any reason deemed by any board member to be in the best interest of NAUI. Upon passage by majority vote of such motion, discussion shall ensue regarding that member's ability to function as a Director and the impact on NAUI of said Director's actions or non-actions, including but not limited to violations of the Code of Conduct of NAUI Board members. After or during such discussion any Director may move for a recall of said board member under discussion. Upon a two-thirds majority vote of the Board in favour of recalling said member, the Director shall be subject to applicable re- call procedures set forth in Article III, Sec. 6.D.3-4.
- D. Any board member may be recalled during any duly held election for the selection of directors properly called as set forth herein as follows:
  - 1. Submission of a petition with signatures of either five (5%) percent of the eligible voting membership of NAUI or 400 voting members of NAUI, whichever is greater. Signatures must be dated and collected within a six month period.
  - 2. In order for the recall election to be held during any given calendar year, the petition for recall must be submitted to NAUI Headquarters prior to July 15 of that year for verification of signatures.
  - 3. Following verification, the President shall ensure that the recall is placed upon the ballot for the next election.
  - 4. A majority vote of the membership voting in favour of the recall shall be required for the Director to be recalled and the Director's seat to be declared vacant.
- E. In the event of any vacancy, the Board shall continue to con- duct business based on the number of directors existing prior to the vacancy. The remaining Board members have the option of selecting a Director by two-thirds vote of the Board to serve until the next regularly scheduled election. At that time a director shall be elected pursuant to the guidelines for the elections of directors as set forth herein in Section 4. A to complete the vacated Director's position and to serve out the remaining years of the term.

**SECTION 7. Resignation/Vacancy.** Any director may resign at any time by giving written notice of such resignation to the Chairman or Vice-Chairman of the Board. Such resignation shall be effective upon receipt by the Chairman or Vice-Chairman. The seat shall be automatically declared vacant by the Chairman or Vice-Chairman who shall notify the other Directors as soon as possible by electronic means. The vacant seat and office may be filled pursuant to Article III, Sec. 6.E.

**SECTION 8. Installation of Directors.** Directors shall be considered installed on January 1 after the election.

#### **ARTICLE IV MEETINGS OF THE BOARD OF DIRECTORS**

**SECTION 1. Annual Meetings.** The annual meeting of the Board shall be held during the first calendar quarter of the year and the date shall be set by the Chairman. The meeting shall be held at the principal office of the corporation or at such other place or places as may be determined by the Chairman. An agenda of the activities to be conducted at the annual meeting shall accompany the mail, facsimile or electronic notice which shall give a minimum of 30 days advance notice of the date and place.

**SECTION 2. Regular Meetings.** The Board may hold regular meetings at such time and place as may be required. Fifteen days notice including a proposed agenda shall be communicated to each member of the Board. Directors may submit agenda items in advance to the Chairman or the Secretary. Meetings may be held in any manner permitted by law and particularly may be held by teleconference or other electronic media

**SECTION 3. Special Meetings.** Special meetings of the Board may be called by the Chairman and any two members of the Board or by a majority of the members of the entire Board. Such a meeting shall be for a limited and specific purpose which shall be noted in the meeting notice. Ten days notice of this special meeting is required. In the alternative, if all members of the Board agree unanimously, notice may be waived. A special meeting may be conducted by means of electronic conferencing. Notwithstanding the notice required above, should a situation arise which, if not urgently addressed by the Board, may result in a detriment to this Corporation, an emergency special meeting may be called by the Chairman alone or three Board members on 48 hour notice.

**SECTION 4.** Annual General Membership Meeting . The Annual General Membership Meeting is to be held at least one time in each calendar year at such time and place as determined by the Board Notice of the meeting shall be provided to the voting membership at least 60 days prior to the meeting. The meeting is open to both voting and non-voting members and any member may submit agenda items to the Secretary or Chairman any time up to 15 days prior to the meeting. An agenda need not be distributed to the members prior to the meeting.

**SECTION 5.** Quorum. A majority of the voting members of the Board shall constitute a quorum for the transaction of business. When the term vote is used in this document it means a majority vote of the quorum after a quorum is present, unless stated otherwise. Such a vote shall be considered the act of the Board at any annual, special or regular meeting unless either a majority of the Board or a two-thirds majority of the Board on the matter under consideration is called for by these bylaws.

**SECTION 6.** Notice. Notice as used herein is defined to include United States Postal mail, courier service, facsimile or electronic means.

**SECTION 7.** Voting. Each member of the Board shall be entitled to only one vote on any issue. No proxy voting shall be allowed.

**SECTION 8.** Order of Business. The order of business at any annual or regular meeting of this Association shall be as set by the Board in established procedures.

## ARTICLE V - OFFICERS

**SECTION 1.** Number . The officers of this Association shall be the Chairman of the Board, the Vice-Chairman, the Secretary, the Treasurer and the President and such other officers with such powers and duties not inconsistent with these bylaws as may be appointed and determined by the Board.

**SECTION 2.** Terms of Office. Officers, except the President, shall be elected by the Board from their own members at the annual meeting. They shall serve for one year and may be re-elected.

**SECTION 3.** Installation, Commencement of Duties. The officers newly elected shall be installed and take office at the conclusion of the meeting at which they were elected or at such other time as the Board may determine.

**SECTION 4. Chairman of the Board.** It shall be the duty of the Chairman to preside at all meetings of the Association or Board. The Chairman shall be an ex-officio member of, and may pre- side over any committee he may wish to except the Elections Committee. The Chairman shall have the authority and power to create committees and appoint or remove the Chairmen of all committees subject to veto by vote of the Board. He shall set the date and time for annual, regular and special meetings. The Chairman shall appoint all election inspectors. He shall have the authority to sign all contracts and any other obligations on behalf of the Association as approved by the Board, shall be authorized to sign all checks and may execute such power as necessary under authority of the organization when the President is unable. Further, the Chairman shall have all powers provided under California law, the Articles of Incorporation, and these bylaws, it being the intention to give the Chair- man the broadest powers allowed under law.

**SECTION 5. Vice Chairman of the Board.** In the absence or inability of the Chairman, the Vice Chairman shall perform all duties of the office of Chairman. He shall, when called upon by the Chairman, assist in conducting the affairs of the Association

**SECTION 6. Secretary of the Board.** The Secretary shall take and keep the minutes of all meetings of the membership, Board and at other meetings as directed by the Chairman. The Secretary will also be charged with the tabulation of any votes by the Board. The Secretary shall insure that all reports and minutes are prepared and distributed in a timely manner as established by the Board. He or she shall have access to the corporate books, and the responsibility of ensuring that they are updated in a timely manner.

**SECTION 7. Treasurer** . The Treasurer shall oversee the maintenance of financial records and shall be responsible to ensure the necessary audits are undertaken and completed. Current financial records shall be kept at all times and reports on the financial status of the Association shall be submitted at all annual and regular meetings of the Board.

**SECTION 8. President.** The President shall be appointed by the Board and need not be a member of this Association. The President is the Chief Operating Officer of the Association and his performance shall be reviewed by the Board. The President shall have delegated to him the authority to transact the daily business affairs of the Association, to bind the Association to contracts within the authority granted by the Board, to employ, discharge and to settle terms of employment of persons employed by this Association. The President shall have such other duties and powers as may be assigned to him by the Board. The President shall serve as an ex-officio non-voting member of the Board.

**SECTION 9. Vacancies in Office.** Should the office of the Chair- man become vacant for any reason, the Vice Chairman shall succeed to the office for the unexpired term. Vacancies in all other elected offices may be filled at the discretion of the Board. Vacancies in all appointed or elected positions may be filled temporarily by the Chairman pending confirmation of the Board

**SECTION 10. Removal of Officers of the Board.** The Board may, by 2/3 vote of the entire Board, remove an officer from the office. Such removal shall not affect his status as a Board member. Any such termination shall be effective upon tabulation of the vote.

## **ARTICLE VI – COMMITTEES**

The Association shall have such committees as shall be necessary to the conduct of the Association’s business and to carry out the Association’s objects and purposes. The Chairman may create new committees as required.

**SECTION 1. Standing Committees.** All members of a standing committee will serve for one year and may be reappointed to any committee. The committees shall have the responsibilities as assigned and defined by the Board. The standing committees shall be as follows:

- A. Elections Committee.
- B. Awards Committee.
- C. Membership Committee.
- D. Planning Committee.
- E. Bylaws and Board Procedures Committee.
- F. Finance Committee.
- G. Training Committee

## **ARTICLE VII - FISCAL AFFAIRS**

**SECTION 1. Fiscal Year.** The fiscal year be a calendar year.

**SECTION 2. Access.** The Board or its duly authorized agent shall at all times have access to the accounts of the Association. The accounts of the Association shall be audited each year as of the last day of December. An annual financial statement shall be available upon request to all members at a nominal charge.

**ARTICLE VIII  
PROPOSED AMENDMENTS**

Proposed amendments to these bylaws shall be presented in writing by any voting member in good standing to the Secretary for consideration by the Board. If approved by the Board, a copy of the proposed amended bylaws shall be distributed to the full membership for consideration, together with a ballot suitable for voting on the proposed change(s). The distribution may be by means of a mailing to the membership, electronic means or printing in a publication of the Association. The ballot shall be returned within 30 days of distribution and counted. A majority vote of the membership voting shall be required for the adoption of any changes. Copies of the bylaws shall be provided to every member or prospective member upon request for a reasonable fee.

**ARTICLE IX  
PARLIAMENTARY AUTHORITY**

**SECTION 1. Rules of Procedure:** Formal meetings of the Association and the Board shall be conducted pursuant to Robert's Rules of Order.

**SECTION 2. Rules of Construction:** When used herein the masculine includes the feminine and the singular includes the plural, unless the context clearly indicates otherwise.

**ARTICLE X - SEAL**

The corporation shall have a seal of such design as may be approved by the Board and in the form of and evidence below:



**ARTICLE XI  
DISTRIBUTION OF ASSETS**

Upon the recommendation of the Board to the membership and an affirmative vote by simple majority of the members who respond to a mail ballot, the Association may be voluntarily dissolved. Upon dissolution, all funds and property of the Association may be disposed of by the Board and in such manner as to be in the best interests of underwater sport diving.