

South Florida Underwater Photography Society, Inc.

BY-LAWS

ARTICLE I: MEMBERSHIP

Section 1: Membership in the South Florida Underwater Photography Society (hereinafter referred to as "SFUPS" and/or "Club") is open to anyone who will abide by the laws of the Club and who expresses a desire and willingness to be dedicated to the purpose herein stated. Participants in Club-sponsored dives must be certified by an internationally-recognized certification agency. Recommended, but not required to be a member, is DAN Insurance (Divers Alert Network) or a similar form of dive insurance.

Section 2: Regular membership shall be conferred upon all persons applying for membership after the date of ratification of the constitution. Regular membership will be entitled to one vote for each member present at the time of any general membership meeting and to any and all other rights and privileges according to the By-Laws, provided they are not in arrears or delinquent in their dues.

Section 3: Club members shall never needlessly, wantonly, or uselessly kill or destroy marine or freshwater wildlife, provided that nothing herein shall prohibit the taking, spearfishing, or otherwise hunting of wildlife as permitted by applicable fish and game laws and in a manner calculated not to endanger persons or property.

Section 4: A Guest distribution list will be maintained for those persons who wish to be notified of Club meetings and activities but do not wish to be a full member for whatever reason (i.e., past members who are no longer diving or doing underwater photography, people who live out of the area and will rarely attend a meeting, etc.). Guests will not be eligible to participate or vote in the monthly photo contests, will not have access to the members-only sections of the website, and will not have access to the club directory.

ARTICLE II: NEW MEMBERS

Section 1: Application for membership shall be made in writing on an application form approved by the Board of Directors and shall be signed by the applicant and his/her legal guardian if the applicant is a minor. Both the application and signature are electronic, performed on the website.

Section 2: The applicant shall be provided with a copy of the Constitution and By-Laws of the Club and his/her signature on the application shall constitute certification that:

- a) The applicant has read and agrees to abide by the Club's Constitution and By-Laws
- b) The applicant, personal representatives, guardians or heirs will not hold the Club or any of its officers and members liable for damages for any loss or injury suffered while participating in a Club function

ARTICLE III: DUES AND FINANCIAL RESPONSIBILITIES OF MEMBERS

Section 1: Annual dues shall be due and payable by January 1 and may be paid online by credit card or by mailing a check to the Membership Director. Dues are considered delinquent if not paid by the end of February. Delinquent members shall automatically be deemed inactive and their gallery (if any) will be removed from the website.

Section 2: The Board of Directors shall determine the amount of the annual dues.

Section 3: Members of a family eligible for the family membership shall include persons residing in the same household and/or children of a Club member. Other cases of family membership eligibility shall be determined by the Board of Directors on an individual basis.

Section 4: Members shall be responsible for all expenses incurred by the Club due to their negligence. This includes, but is not limited to, broken equipment (except normal wear) and returned check charges and fees incurred as a result.

Section 5: DiveTrips

Generally, members will book directly with the dive operator and be subject to the operator's payment and cancellation policies. Payment in full secures the spot.

In the event that the Club charters the entire boat, payment will be made directly to the Club to hold a spot. The Club will post a cancel-by date for every dive. If a participant cancels after that date they will not be entitled to a refund from the Club for the cost of their spot unless the spot is filled. The Club may also implement a 72-hour cancellation policy and release unsold spots back to the dive operator to fill. If a participant cancels after that date they also will not be entitled to a refund from the Club for the cost of their spot unless the spot is filled. If a participant books any spots turned back to the operator, they will then be booking directly with the operator and be subject to the operator's pricing, payment and cancellation policies.

All dives organized by the Club are for Club members and their guests. Guests will be subject to the same payment and cancellation policies as members.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: The affairs of the Club are to be governed by the Board of Directors (hereinafter referred to as the "Board"), except as specified in the By-Laws.

Section 2: The Board shall be comprised of all elected and appointed officers.

Section 3: Each member of the Board shall be entitled to one vote. Interns are not permitted to vote. Regarding Board votes, only those officers present at the Board meeting shall be counted as voting.

Section 4: The Board shall govern the Club in accordance with its Constitution and By-Laws.

Section 5: The Board shall serve as a nominating committee.

Section 6: Neither the President, nor any other Board member, may add or appoint a new Board member without discussion at a Board meeting and majority Board approval.

ARTICLE V: ELECTIONS AND ELECTED OFFICERS

Section 1: The following officers shall be elected by the membership:

1. President
2. Vice President
3. Treasurer
4. Newsletter Editor
5. Membership Director
6. Webmaster
7. Audio/Video
8. Social Media Director
9. Director at Large

Section 2: Board Nominations

Nominations from the floor shall be accepted at the October general membership meeting. The Board will then hold an October Board meeting to discuss the candidates and create the slate of qualified candidates for presentation at the November general membership meeting. This slate shall be presented to the membership in the November Newsletter. At the November general membership meeting the Board shall present the 'Nominees of Board officers' to the members for a general vote and approval of the slate.

Section 3: Elections shall be conducted by a show of hands. Those candidates receiving a majority of the votes at the November general membership meeting shall be deemed elected. If a member cannot attend the general membership meeting, an absentee ballot may be mailed in advance of the vote. In the absence of either of the above, a member's non-response will be considered an abstention. There shall be no voting by proxy.

Section 4: Installation of officers-elect shall take place in January.

Section 5: Elected officers shall serve for one-year terms and may succeed themselves.

Section 6: Vacancies on the Board occurring in mid-term shall be filled for the remainder of the term by appointment of the President with the approval and confirmation by the elected officers of the Board of Directors.

Section 7: In the event there exists a vacancy on the Board for which there is no person available to fill the position, the President may reassign the duties of said position to other Board members as necessary until an appointee becomes available or the Vice President may fill in until such time as a replacement is agreed upon by the Board.

Section 8: All announcements of nominations, elections, candidates and vacancies on the Board shall be made in the Club newsletter and also at the general membership meetings.

Section 9: In the absence of the President at Board meetings, the succession to lead the meeting will be Vice President, Treasurer, Membership Director.

Section 10: In the absence of the President at general membership meetings, the order of succession to lead the meeting will be Vice President, Social Media Director, Membership Director.

ARTICLE VI: APPOINTED OFFICERS

Section 1: The President, with the approval and confirmation of the elected officers, shall appoint additional officers as deemed appropriate by the Board.

Section 2: Appointed officers may be removed by a majority vote of the Board.

ARTICLE VII: DUTIES OF BOARD MEMBERS

Section 1: President

- a. Promotes SFUPS to Club members and public audiences.
- b. Exercises overall leadership of the Club's activities.
- c. Calls, presides at, and is responsible for the Agenda of all general membership and Board meetings
 - i. This agenda to be added to the Agenda & Minutes folder on the Board's Google Drive.
 - ii. Only Board members have access to this Drive.
 - iii. No Board member shall share this Drive or any of its folders with a non-Board member.
 - iv. The information on this drive is considered confidential. To violate this trust would be grounds for immediate dismissal from the Board.
- d. Ensures that all officers and committees exercise their responsibilities in accordance with the Constitution and By-Laws.
- e. Represents the Club as its official spokesperson in all media and public relations events or assigns a designee to act in this capacity.
- f. Arranges the scheduling of programs and guest speakers for general membership meetings.
- g. Communicates with guest speakers to ensure/confirm availability of any tools they require for their presentation to the membership at the general membership meeting.
- h. Arranges for Club meeting facilities.
- i. Writes a monthly newsletter message informing the membership of current Club activities and introducing guest speakers.
- j. Responds to all club mail and email.
- k. Makes recommendations in areas of need.
- l. Coordinates with appropriate Board members for the printed materials needed for club publicity.
- m. Assists in orchestrating public outreach efforts around the topic of underwater photography.
- n. The President may delegate any of these duties as necessary.

Section 2: Vice President

- a. Assists the President with the vision to promote SFUPS to club members and public audiences.
- b. Coordinates procurement of annual club member awards, having award trophies made, including that for the Club Photographer of the Year.
- c. Records the minutes of all Board meetings and makes those minutes available for the Board upon request
 - i. Minutes should be added to the "Agenda & Minutes" folder on the Board's Google Drive
- d. Assists the President in procuring guest speakers working in tandem with the Sponsors and Speakers Director and in any other capacity related to activities for the general membership meetings.
- e. Recommends Club-sponsored dive trips.
- f. May make recommendations for venues for Club exhibitions, subject to Board approval, and assists with special SFUPS program engagements.
- g. May replace anyone leaving the board mid- year as deemed necessary by the Board.
- h. Plans and coordinates all Club diving and social activities.
- i. Engages members in awareness of events, environmental initiatives and other underwater wildlife-related advocacy projects related to underwater photography.

Section 3: Treasurer

- a. Collects and/or records monies paid to the Club.
 - I. Exception: Dues payments received as cash or check are deposited by the Membership Director
- b. Disburses money payable from the Club or controls the disbursements made by other Board members with the Club's debit card.
- c. Coordinates procuring club-branded merchandise such as T-shirts and hats for raffle winners and Club shirt purchases as requested by the Board. (i.e., for special events, any club member representing the Club at an Event may qualify for a SFUPS collared shirt. The Treasurer will place the order, purchase and deliver.)
- d. Maintains accounting records of all deposits and disbursements to the bank account, including, but not limited to reconciling the bank statements to the financial records on a regular basis.
- e. Maintains the financial records of the Club and makes same available for inspection.
- f. Prepares and distributes financial reports prior to each Board meeting for discussion at the Board meeting, prepares the year-end financial reports and budget.
- g. Prepares the annual tax return and annual corporate filing.
- h. Manages the Club's holiday party, including coordinating details with the hosting venue.
- i. Sells raffle tickets at the general membership meetings, and maintains an inventory of the items donated by Club sponsors for the raffles.
- j. Coordinates the annual billing of sponsors.

Section 4: Newsletter Editor

- a. Coordinates gathering the news, including but not limited to the President's message, the classifieds, members in the news, sponsors' activities, outside photo contests, new members, and the events calendar.
- b. Produces a newsletter with the above items at least once a month.
- c. Distributes the newsletter to Club members and guests using the distribution lists provided by the Membership Director.

Section 5: Membership Director

- a. Facilitates the process to sign up, document and enable a new member to join the Club which will give them access to the members-only pages on the website, along with entering contests and voting.
- b. Maintains the Membership Works records containing all membership data (applications, etc.).
- c. Coordinates the renewal reminder notices at the end of the year and marks members as inactive when appropriate.
- d. Prepares an annual report of non-renewing/inactive members for the Board and notifies the Webmaster to remove their galleries from the website.
- e. Maintains the Club distribution lists used to send notices to club members, Board members, sponsors or guests.
- f. Prepares and distributes membership reports for all Board meetings.
- g. Prepares badges for all members and transports the badge display case to each general membership meeting.
- h. Documents in an Excel file the count of members and guests attending each general membership meeting. This file is stored on the Board's Google Drive.
- i. Produces membership cards or brochures authorized by the Board.
- j. Prepares the membership directory and places it on the website in the members-only section.
- k. Promotes club hospitality by greeting guests and members at general membership meetings.
- l. Manages any dues payments paid via check, including depositing them in the bank and notifying the Treasurer.
- m. Responds to any inquiries regarding membership activities.

Section 6: Webmaster

- a. Is responsible for putting information on the Club's website that is provided by other Board or Club members.
- b. Maintains and monitors the website on a regular basis, including website hosting and updating the various plugins.
- c. Solicits members for galleries (both video and photo) and refreshes the photographer of the month using one of the available photo/video galleries.
- d. Sets up any events on the website to facilitate sign-up and payments. This includes, but is not limited to, club-sponsored dives, the annual holiday party, and any special educational seminars.
- e. Maintains the calendar of club activities and sponsors' events.
- f. Maintains the WPVoting Contest plugin (or something with equivalent function) to manage the Club's monthly photo contest and any other photo contests deemed appropriate by the Board with the agreement of the Webmaster.
- g. Maintains and updates the "enter and vote" page for the monthly contests to ensure there are three months available for entries at all times.
- h. Maintains the contest categories in the WPVoting Contest plugin, to ensure the correct month is open for voting at the applicable time.
- i. Monitors the monthly contest entries and votes to ensure compliance with the rules.
- j. Posts the annual listing of the monthly contest subjects.
- k. Posts the winners of the monthly photo contest.
- l. Tallies the points each year to determine the Photographer of the Year.
- m. Updates the Blog posts of major activities and maintains an active order on the home page.
- n. Installs and maintains a plugin such as Membership Works which provides a membership database and online payment options for dues and events.

Section 7: Audio/Video

- a. Maintains Club-owned audio/visual equipment and requisitions other equipment needed for general membership meetings.
- b. Coordinates Club photo/video competitions, including the monthly and On-the-Day contests. This includes distributing timely notes reminding members to submit images and subsequently to vote.
- c. Verifies permission from guest speakers to record their programs, and if permission has been granted, edits and posts the presentation on the Club's website in the members-only section.
- d. Records and posts Tips & Techniques presentations on the website.

Section 8: Social Media Director

- a. Facilitates the administration of member and guest interactions on the SFUPS Facebook page, Meetup page and Instagram.
 - I. Approves/denies requests to join
 - II. Monitors all sites and removes any inappropriate material submitted to the sites
 - III. Drives members', guests' and sponsors' involvement through creative communications and activities
 - IV. Communicates SFUPS events and activities and drives information sharing
- b. Assists the Vice President to engage members in awareness of events, environmental initiatives and other underwater wildlife-related advocacy projects related to underwater photography.
- c. Develops awareness of new tools, systems and platforms and drives members' engagement.
- d. Advises and recommends to the Board on social media platforms and strategies to increase global engagement.
- e. Educates and trains members on social media platforms.
- f. Acts as the Club's official photographer at club meetings and social outings/events.

Section 9: Director at Large

- a. Performs duties as needed.

Section 10: Board Responsibilities as a Group

- a. Create the annual list of topics for the monthly photo contests.
- b. Provide tie-breaking votes in the case of contest ties.
- c. Review the financial reports provided by the Treasurer at Board meetings. This includes reviewing and approving budgeted expenses, bank balances and expenditures.
- d. Approve expense requests from Board members in advance for purchases needed for the general membership meetings and events; i.e., banners, business cards, T-shirts, software purchases, web applications/plugin-hosting, audio visual equipment replacements, and any other costs that need to be expended for the benefit of the Club.
- e. Manage special activities to support the Club venues or major events (such as the Blue Wild Photo contest), as these events may need more than one person.
- f. Review and determine the amount of the annual dues each year in October.

ARTICLE VIII: ATTENDANCE OF OFFICERS AT BOARD MEETINGS

Section 1: Any officer missing two Board meetings in a row may be notified by the President that unless he/she attends the next meeting his/her office will be considered vacant, with the exception being extenuating circumstances of severe illness or other matters of a non-recurring nature.

Section 2: The Board shall decide whether to excuse an absence as provided in Section 1 of this article, and in the absence of an approved resolution excusing the third consecutive absence, the office shall be deemed vacant at the conclusion of the Board meeting after the third absence. This automatic procedure for forfeiture of office shall apply whether or not a warning notice was given.

ARTICLE IX: REMOVAL OF MEMBERS AND OFFICERS

Section 1: Membership may be revoked by a three-fourths vote of the Board under the following circumstances:

- a. Upon a complaint of misconduct of a member which might reflect unfavorably on the Club as a whole
- b. Upon the infraction of any diving rule or any willful act endangering or causing harm to another person during a Club-sponsored dive

Section 2: Non-payment of Club dues results in automatic forfeiture of membership as per Article III, Section 1.

Section 3: Any reapplication for membership by a removed member is subject to the approval of the Board.

Section 4: Impeachment charges of an elected officer must be presented in writing to the Board by the President. Impeachment proceedings will be held at the Board meeting and a two-thirds vote of the Board will be needed for removal of an officer. If the impeachment proceedings are against the President, the Vice President will preside. There shall be no voting by proxy.

ARTICLE X: COMMITTEES

Section 1: The President may appoint a committee chairperson to oversee special activities such as an international photography contest or booth representation at any events.

Section 2: Any Chairperson of a committee shall be appointed by the President and confirmed/approved by the Board.

Section 3: Committee members shall be appointed by the Committee Chairperson and approved by the Board.

Section 4: There shall be no minimum number of members on any committee. The Board may determine the maximum membership of any committee. The Board may remove a committee chairman or abolish a committee after it has been created.

ARTICLE XI: MEETINGS

Section 1: General membership meetings will be held on the second Tuesday of each month unless the Board determines that any particular meeting will conflict with a holiday or a club function, in which case the meeting will be held on the following Tuesday. In the event the meeting will conflict with the availability of a guest speaker, the Board may change the time or date of a meeting to accommodate a speaker.

Section 2: No smoking will be allowed during the business and program functions of any indoor general membership meeting.

Section 3: All members are responsible for maintaining appropriate and courteous conduct during general membership meetings.

Section 4: Members are responsible for the conduct of their guests at general membership meetings. The Board reserves the right to censure or remove a guest or member that is displaying improper conduct.

Section 5: The Board will meet on a quarterly basis at a site and on a day of the month as determined by the Board.

Section 6: Members are welcome to attend Board meetings.

Section 7: Special meetings of the Board may be called by the President, or four members of the Board, on at least three days' notice.

Section 8: A quorum for Board meetings shall consist of six officers.

Section 9: A quorum for general membership meetings shall consist of 20 members or 1/3 of the total membership, whichever is less.

Section 10: Once a quorum is established, it shall not be deemed broken by the absence of members or officers before adjournment.

ARTICLE XII: EXPENDITURES

Section 1: No Club funds shall be expended or committed without prior authorization, by vote of the Board. No reimbursement by the Club shall be made to any person for any unauthorized expenditures made.

Section 2: Notwithstanding the provisions in Section 1 of this Article, the appropriate officers shall be authorized to make those routine expenditures (e.g. cost of the meeting room) considered necessary in the normal functioning of the Club, without giving prior notice. The Board shall determine which expenses shall be considered routine, reasonable in amount and which officers shall be authorized to make them.

Section 3: A budget shall be prepared and approved by the Board in advance for those Club expenses or activities not considered routine by the provisions of Section 2 of this article. The Board shall determine which officers or members shall be authorized to make such expenditures. In no event shall any officer or member expend or commit to expend any Club funds, nor receive reimbursement for any out-of-pocket expenses made which exceed 20% of the amount budget for the purpose(s) described herein, without prior approval of the Board.

Section 4: Reimbursement shall be made to those persons for out-of-pocket expenses made on the Club's behalf, for the purposes of, and within the described limits of, Section 2 and 3 of this article. Any request for reimbursement by a member shall be accompanied by appropriate documentation (e.g. sales receipts, canceled checks, expense logs, etc.) clearly evidencing the expense and the purpose for which it was made.

ARTICLE XIII: FISCAL YEAR

The Club shall operate on a fiscal year basis, which shall coincide with the calendar year.

ARTICLE XIV: AMENDING THE CONSTITUTION AND BY-LAWS

Section 1: The Constitution and its By-Laws may be amended, altered or rescinded by a two-thirds vote of the Board.

Section 2: The Board shall notify the membership of the changes to the Constitution or By-Laws in the club newsletter preceding the next general membership meeting.

South Florida Underwater Photography Society, Inc.

BY-LAWS AMENDMENT #1 - CODE OF CONDUCT

GRIEVANCES OR SUGGESTIONS: The intent of this section shall serve to provide members/Board members with the proper procedure to voice their grievances to the Board members. Members who may have a grievance or suggestion shall follow proper protocol as outlined. A grievance or suggestion regarding Club policy, procedure, or fellow members shall be made to the Club President in writing or electronic mail (aka email) by the person with the grievance or suggestion (hereby indicated as "Petitioner."). The grievance or suggestion must clearly and predominately indicate "grievance or suggestion" on Petitioner's letter. The President shall respond to Petitioner and Board members within 15 days of receipt with a decision and plan of action if any. The Vice President's function shall be to record for the club's records, dates in which the correspondences transpired and to preserve it in the Board-member's-only Google Drive. If the President's decision is unacceptable to the Petitioner, the Petitioner can request their grievance or suggestion be heard by the Board members. Request for a Board decision shall follow the same format and time constraints as the initial grievance as indicated above. By a two thirds majority vote of the elected Board members, the decision conveyed by the President shall be confirmed or reversed and presented to the Petitioner within 5 days.

CLUB MEMBER'S & BOARD MEMBER'S CODE OF CONDUCT: No Club/Board Member shall initiate, reply, respond or disseminate comments impugning, criticizing or disparaging the reputation or character of another Club/Board member. This shall also apply if said person(s) or SFUPS organization is not specifically named but a reasonable conclusion would indicate the reference is against either the Club or its members. Any transmission, including but not limited to, the following: social media's both public and private, email correspondence, normal conversations, US mail service, blogs, and internet postings shall be grounds to revoke or non-renew a member's membership and all rights and privileges conveyed including attendance and participation in Club activities. The decision to revoke or non-renew a member's membership shall be by two thirds majority vote of the elected Board members. The removed Club member may reapply for membership on the following fiscal year or six (6) months after removal date whichever is greater. Membership approval/disapproval of removed Club member shall be by a two thirds majority decision of Board members. No part of this section shall infringe on the rights of a Club member's freedom of speech with regard to a member's opinion. The Board shall retain the right of decision as to whether situation/remarks are opinion or in violation of the code of conduct.

USE OR SOLICITATION OF SFUPS DIRECTORY: SFUPS provides a membership Directory in the members-only section of the website (this section requires members to login for access). The Directory contains Club members' names and email addresses. Additional personal information, such as address and telephone number(s), is provided with the approval of the club member. This information shall be held by all Club members in strict confidence. This information may not be used to promote one's personal business pursuits or disseminated to non-Club members. This information may not be used to engage fellow Club members in a grievance/suggestion petition. This information may not be used to harass or intimidate fellow Club members. Any member who violates this provision shall be deemed to have also violated the Club's code of conduct provision and be subject to revocation of their membership as indicated in the code of conduct section.