

BYLAWS OF THE DIVE PIRATES FOUNDATION

A Non-Profit Organization
70 W Thymewood Place
The Woodlands, TX 77382 www.divepirates.org
832-212-1967

ARTICLE 1 - ORGANIZATION

1. The name of this non-profit corporation is the Dive Pirates Foundation
2. The organization shall have a seal which shall be in the following form:



3. The principal office of the corporation in the State of Texas shall be located in the The Woodlands, County of Montgomery. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.
4. The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but not need be, identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 2 - PURPOSE

1. The organization as formed will raise funds as a charitable foundation for the following purposes:
 - Train medically qualified disabled people to SCUBA dive as Adaptive Divers
 - Train medically qualified able-bodied people as Adaptive Buddies
 - Equip medically qualified Adaptive Divers with reliable SCUBA equipment
 - Provide travel opportunities for these Adaptive Divers and their Adaptive Buddies to dive with able-bodied divers in a mainstream environment
 - Educate the population in general and the SCUBA diving population in particular about the capabilities of Adaptive Divers to gain their acceptance at all accessible dive locations/resorts.

2. Mission Statement

Based on camaraderie, compassion, freedom to dive, and the Code of Conduct, Dive Pirates will support, train, equip, and provide dive travel to individuals with disabilities through Adaptive SCUBADiving.

3. Vision Statement

Dive Pirates will create a community of Adaptive Divers that will dive and travel in the mainstream world of SCUBA Diving through education and overcoming obstacles.

ARTICLE 3 – MEMBERSHIP

Article V of the Articles of Incorporation are amended to add members to Dive Pirates. The corporation shall have three (3) classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

Dive Pirate

1. Open to all SCUBA divers or friends of SCUBA divers
2. Must perform a benign act of piracy (practical joke)
3. Must be current on dues

Adaptive Diver

1. Must be disabled with limitations of mobility that prevent the individual from qualifying as an Open Water Diver.
2. Must be medically cleared to dive by a licensed physician
3. Must be fully trained as an Adaptive Diver

Adaptive Buddy

1. Must be able-bodied
2. Must be medically cleared to dive by a licensed physician
3. Must be fully and specifically trained as an Adaptive Buddy
4. Is not required, but should have additional training as an Advanced Open Water Diver and First Aid/CPR.

1. Dues

- Dues will be paid by *Dive Pirate* members only. *Adaptive Divers* and *Adaptive Buddies* are not expected to pay dues
- Dues will be set by a majority vote of the Board of Directors
- Dues will be paid annually into the Dive Pirates Foundation at the beginning of the Fiscal Year which begins January of each calendar year.

2. Privileges of Membership

- Members will receive a specialty dive or clothing item as approved by the Board of Directors
- Members will receive preferred rates on Dive Pirate Foundation sanctioned dive travel

3. Scope

The scope of membership to Dive Pirates is not limited to state, country or dive training organization. Local chapters may be created to raise funds and attend to their own Adaptive Community. These chapters must adhere to the Bylaws of the Dive Pirates Foundation and the Articles of Incorporation.

4. Voting Rights

Each member shall be entitled to one vote on each matter submitted to a vote of the members. At all meetings, except for the election of officers and directors, all votes shall be by voice vote.

5. Termination of Membership

The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article 3 of these bylaws.

6. Resignation

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

7. Transfer of Membership

Membership in this corporation is not transferable or assignable

ARTICLE 4 – MEETINGS

1. Annual Meeting

The annual membership meeting of this organization shall be held on the same day as the annual fundraiser ball each and every year. The secretary will cause to be emailed to every member in good standing at his or her address as it appears in the membership roll book a notice telling the time and place of such annual meeting.

Regular meetings of this organization will take place via the internet and the use of email responses.

2. Special Meeting

Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

3. Place of Meeting

The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Texas; but if all of the members shall meet at any time and place, either within or without the State, and consent to holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.

4. Notice of Meetings

Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or e-mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon paid.

5. Informal Action by Members

Any action required by law to be taken at a meeting of the members or any action which may be taken at a meeting of the members may be taken without a meeting, if a consent in writing, setting for the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

6. Quorum

The presence of not less than 51% of the members will constitute a quorum and will be necessary to conduct the business of the organization; but a lesser number may adjourn the meeting for a period of not more than 2 weeks from the date scheduled by these bylaws and the secretary will cause of notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as hereto fore set forth will be required at any adjourned meeting.

7. Proxies

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. Nor proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

8. Voting by Mail

Where Directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail in such manner, as the Board of Directors shall determine.

ARTICLE 5 – VOTING

At all meetings, except for the election of officers and directors, all votes shall be by voice vote.

For the election of officers, ballots shall be provided for the membership for voting and shall be anonymous.

Ballots shall be counted by Inspectors of Elections. Inspectors cannot be a candidate for office or appear on the ballot.

ARTICLE 6 – ORDER OF BUSINESS

- a. Roll call
- b. Reading of the minutes of the preceding meeting
- c. Reports of the officers
- d. Reports of the committees
- e. Old and unfinished business
- f. New business
- g. Announcements
- h. Adjournment

All meetings shall be conducted in accordance with Roberts Rules of Order, latest Edition.

ARTICLE 7 – OFFICERS

1. Officers

The officers of Dive Pirates Foundation will be as follows:

- President
- Vice President
- Secretary
- Treasurer

The officers shall be selected by a simple majority of the members at the Annual Meeting present and voting.

The President shall preside at all membership meetings, by virtue of the office be chairperson of the Board of Directors, present at each annual meeting of the organization an annual report of the work of the organization, appoint all committees, temporary or permanent, see that all books, reports and certificates as required by law are properly kept or filed, be one of the officers who may sign the checks or drafts of the organization, and have such powers as may be reasonably constructed as belonging to the chief executive of any organization.

The Vice President shall in the event of the absence or inability of the president to exercise his or her office become acting president of the organization with all the rights, privileges and powers as if he or she had been duly elected president.

The Secretary shall keep the minutes and records of the organization in appropriate books, file any certificate required by any statute, federal or state, give and serve all notices to members of the organization, be the official custodian of the records and seal of the organization and be one of the officers required to sign checks and drafts of the organization, present to the membership at any meetings any communication addressed to the secretary of the organization, submit to the Board of Directors any communications which shall be addressed to the secretary of the organization, attend to all correspondence of the organization and exercise all duties incident to the office of secretary.

The Treasurer shall have the care and custody of all monies belonging to the organization, be solely responsible for such monies or securities of the organization and be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the treasurer to sign the checks issued upon it. The Treasurer shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting and shall exercise all duties incident to the office of the Treasurer.

Officers shall by virtue of their office be members of the Board of Directors.

No officer or director shall for reason of the office be entitled to receive any salary or compensation.

2.0 Removal

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

3.0 Vacancy

A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the un-expired portion of the term.

ARTICLE 8 – BOARD OF DIRECTORS

1. General Powers

The affairs of the corporation shall be managed by the Board of Directors. Directors need not be residents of Texas or members of the corporation.

2. Number and Tenure

The number of the Directors shall be nine (9). The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of the organization and they shall serve for a term of three (3) years.

3. Duties

The board of directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

4. Quorum

Seven (7) of the members of the board of directors shall constitute a quorum and the meetings of the Board of Directors shall be held at least quarterly. These meetings may be held via teleconference if travel is not deemed practical.

5. Voting and Proxies

Each Director shall have one vote and may not be done by proxy.

6. Meetings

The Board of Directors may make such rules and regulations covering its meetings as it may, in its discretion, determine necessary.

7. Vacancies

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

8. Governance

The President of the organization by virtue of the office shall be chairperson of the Board of Directors. The secretary of the Foundation will serve as the secretary of the Board of Directors.

9. Removal

A Director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules as it may, in its discretion, consider necessary for the best interest of the organization, for this hearing.

ARTICLE 9 – COMMITTEES

All committees of the organization shall be created by the Board of Directors with their term of office of not more than 3 years or less if terminated by the Board. There will be no permanent committees.

ARTICLE 10 – AMENDMENTS

These bylaws may be altered, amended, repealed or added to by an affirmative vote of not less than 51% of members.

ARTICLE 11 – FUND RAISING

All funds raised will go directly to qualified recipients or to the operations of the foundation. No member, officer or director shall receive compensation.

Funds will be raised by a combination of

- Membership Dues
- Direct solicitation
- Donations in-kind of travel or equipment
- Annual Fund raising event

ARTICLE 12 – QUALIFICATIONS FOR RECIPIENTS

1. All candidates must qualify to receive funds for training and travel.
2. Qualifications include:
 - Clearly recognized disability that prevents the individual to obtain a standard Open Water Certification *and*
 - Inability to pay for services *or*
 - Disability as a result of injuries received in active military service
3. All candidates must have a medical release signed by a licensed physician and received by Dive Pirates prior to beginning training

4. Candidates from military service must be fully discharged prior to travel for diving.
5. Dive Pirates Foundation will ensure that all Adaptive Divers and Adaptive Buddies have active Divers Alert Network (DAN) insurance prior to travel for diving. Dive Pirates will pay for the Adaptive Diver (if necessary) but the Adaptive Buddy will be responsible for paying for their own DAN insurance.

ARTICLE 13 – CONTRACTS, CHECKS, DEPOSITS, FUNDS

1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

2. Checks and Drafts

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the corporation.

3. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

4. Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE 14 – BOOKS, RECORDS AND FISCAL YEAR

1. Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

2. Fiscal Year

The Fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.