



**DALLAS
DIVE GROUP**

WWW.FINZ.ORG

BYLAWS
OF
FINZ DALLAS DIVE GROUP, INC.
(A TEXAS NON-PROFIT CORPORATION)

Adopted: 07/30/1997
Revised: 11/19/2003
Revised: 11/30/2007

Revised: 11/13/2001
Revised: 08/18/2004

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ARTICLE I OFFICES

1.01 Principal Office. The principal office of the FINZ Dallas Dive Group, Inc. (referred to herein as FINZ or the Group) shall be located in the City of Dallas, County of Dallas, State of Texas. The Board of Directors may change the registered office's address.

ARTICLE II MEMBERSHIP

2.01 General Requirements. Any individual who is 18 years or older may apply for membership in the Group. Dive insurance or membership in the Divers Alert Network is not required, but is highly encouraged. Membership will begin upon receipt of membership dues and will end one year after payment of dues, at which time membership can be renewed.

2.04 Rights and Privileges of Members. Any Group member in good standing has all rights and privileges of the Group, the most important of these rights being the right to vote. Membership is required in order to hold office. Families and guests of members are encouraged to actively participate in all Group activities, but shall have none of the rights of Group members.

2.05 Resignation and Termination of Members. A member may resign from the Group at any time but payment of Group dues will not be refunded. Membership in the Group may be involuntarily terminated by consensus of the FINZ Board of Directors or by a three-fourths (3/4) vote of the Membership quorum present at a regular Group meeting.

ARTICLE III BOARD OF DIRECTORS

3.01 Management and Control. The management and control of the affairs, activities and property of the Group shall be vested in the Board of Directors, which may exercise all such powers of the Group and do all lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws prohibited.

3.02 Number. Term. The Board of Directors has a minimum of seven (7) members, which consists of the six (6) current Executive Officers (also known as the Leadership Team) of the Group and one (1) most recent past president. The president may appoint additional board members. The term of office will end with the Group's fiscal year.

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3.03 Meetings. The Board of Directors will meet when necessary, but not less than once per year.

3.04 Vacancies. If any vacancies occur in the Board of Directors the remaining board members may choose a successor to fill the vacancy.

3.06 Voting. A majority vote of the quorum is required for a motion before the board to pass.

3.08 Quorum. At all meetings of the Board of Directors, a majority of the number of directors fixed by these Bylaws shall constitute a quorum for the transaction of business.

3.09 Minutes. The Board of Directors shall keep regular minutes of its proceedings. The minutes shall be archived for a minimum of one year.

ARTICLE IV OFFICERS

4.01 Required Officers: Term of Office. Each fiscal year FINZ will elect a Leadership Team consisting of a President, Vice-President, Program Director, Treasurer and Membership Director. The Leadership Team shall also be recognized as the Executive Officers and will serve as part of the Board of Directors. All Officers shall serve, to the best of their abilities, unless asked by three fourths (3/4) of the General Membership Quorum attending a regular or special meeting to resign.

4.02 Other Officers. The Board of Directors may create other offices and appoint officers for these positions as the board deems necessary. The term of office will end with Group's fiscal year. The Board of Directors may also terminate the office during the fiscal year.

4.03 Nomination and Election of Officers. Officers shall be nominated at the Group's October and November meeting of the Members. Elections will occur at the November meeting of the Members. Installation of the new Officers will occur at the annual Christmas Celebration.

4.04 Vacancies. The officers of the Group shall hold office until their successors are duly elected. The Board of Directors may fill any office that becomes vacant for any reason, provided however, upon a resignation of the President, the Vice-President will automatically become President and a new Vice-President will be elected by the members of the Group.

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4.05 Meetings of Officers. The Leadership Team will meet as needed, but not less than quarterly. Any member may attend an officers' meeting.

4.06 Voting. Voting privileges at officers' meetings are limited to the Leadership Team as identified in Paragraph 4.01. Past presidents and committee chairs may be granted voting privileges at officers' meetings at the Leadership Team's discretion. Any officers' meeting may also be considered a Board of Directors' meeting provided that at least one past president (with voting privileges) is in attendance and a Board of Directors quorum is achieved.

4.07 President. The President's mission is to provide leadership and generally improve the Group. The President shall preside over all meetings and help coordinate all matters brought before the Group. Perform public relations duties of the Group.

4.08 Vice-President. The Vice-President shall perform the duties of the President in the absence of the President. The Vice-President will serve as President if the Office of President becomes vacant.

4.09 Program Director. Initiate and coordinate all speakers for Group meetings. This includes coordinating all items required by the speaker to give their presentation are available for the speaker at the time of the meeting.

4.10 Treasurer. The Treasurer is responsible for oversight of the Group's financial activities, and will maintain current and accurate records relating to financial transactions of the Group. The Treasurer may be required to assist with any mandatory tax statements. May be required to fill the role of Secretary to record meeting minutes if necessary.

4.11 Membership Director. The Membership Director shall be responsible for all membership related activities. Arrange for Group hospitality, including hosts and hostesses at meetings and activities to greet and involve all newcomers. Process applications for new memberships and membership renewals, issues membership related items, and maintain membership records. Promote membership drives through Group incentives, contests, or other avenues approved by the Board. Shall perform any duties prescribed by the Board of Directors necessary to complete or meet Group obligations and/or responsibilities.

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ARTICLE V COMMITTEES

5.01 Committees. Each year FINZ may determine if they need to establish a Social Committee, Trips Committee, and Christmas Committee. Committee chairs are not mandatory. The committees are accountable to the FINZ Leadership Team.

5.02 Social Committee. The Social Committee is responsible for planning and coordinating social functions for the Group, including any non-diving trips and membership drives. The Social Committee is not responsible for any of the Group's activities related to Christmas.

5.03 Trips Committee. The Trips Committee will solicit the members' desired dive trip destinations, research various options, and offer the best-value trips to the membership.

5.04 Christmas Committee. The Christmas Committee will plan and coordinate a Christmas celebration, if the general membership so desires.

5.05 Ad Hoc Committees. The FINZ Board of Directors may designate one or more ad hoc, i.e. special function committees. The Board will specify each committee's responsibilities and will have oversight of the ad hoc committees unless oversight is delegated to the Leadership Team.

5.06 Quorum Voting. A majority of the members of any such committee shall constitute a quorum and questions shall be decided by majority vote.

ARTICLE VI MEETINGS OF MEMBERS

6.01 Monthly Meetings of Members. The Group shall meet on a monthly basis, at a time, date, and location selected by the Board of Directors. This meeting will be considered a Regular Group Meeting, to conduct routine Group business.

6.06 General Membership Quorum. The quorum necessary for all voting of the general membership must consist of at least twenty-five (25%) of the members.

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ARTICLE VII BUDGET

7.01 Annual Budget. The Treasurer shall prepare an annual budget to be administered by the Group leadership. All committees and officers have the responsibility for providing the Treasurer with sufficient information to prepare the budget. The budget must be approved by a majority vote of the Board of Directors.

ARTICLE VIII GROUP LIABILITY

8.01 Limitation of Liability. The Group, its officers, Board of Directors, Committee Chairpersons or members will not be legally liable for accidents or negligent actions of any member while participating in Group activities or while performing any Group duties for the Group or in the name of the Group.

ARTICLE IX NOTICES

9.01 Notices. Notifications to members, including officers and board members, may be given verbally or in writing. The notification will be delivered in a manner that will allow a reasonable amount of time for the party to respond.

ARTICLE X MISCELLANEOUS

10.01 Records Retention. The Group will maintain accurate and complete records of financial transactions and membership data. The records will be retained for a minimum of two years. Meeting minutes, while desirable, are not mandatory. Members may examine all FINZ data.

10.02 Fiscal Year. The fiscal year of the Group will begin on the first day of January and end on the last day of December in each year.

10.03 Supplemental Procedures and Policies. The FINZ Leadership Team (Executive Officers) will establish and document the specific procedures and policies that supplement the Group's bylaws. Approval of these policies and procedures by the general or the Board of Directors is not required.

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ARTICLE XI
AMENDMENTS

11.01 Bylaws Amendments. Any changes to the FINZ Bylaws requires approval by the quorum majority of the Board of Directors at a board meeting or the quorum majority of FINZ members at a regular or special meeting.

ARTICLE XII
PARLIAMENTARY AUTHORITY

12.01 Rules of order. The current edition of "Robert's Rules of Order, Revised", shall be the authority in all proceedings not covered by these bylaws.

Adopted by the FINZ Board of Directors on: 4th day of December, 2007.

President	_____	Vice-President	_____
Treasurer	_____	Program Director	_____
Membership	_____	Member Seat	_____
Member Seat	_____	Member Seat	_____
Past-President	_____		