

**BYLAWS
OF
THE LOCKHEED MARTIN DIVE CLUB, INC.**

Article No. I Name and Purpose

SECTION NO. 1 NAME

The name of this organization shall be THE LOCKHEED MARTIN DIVE CLUB, INC., hereinafter referred to as the "Club". The Club is a nonprofit corporation chartered in the state of Florida in accordance with Florida Statutes, Chapter 617.

SECTION NO. 2 OBJECTIVES

The objectives of the Club are as follows:

1. To create an interest in and to promote recreational SCUBA diving and related underwater activities.
2. To make available diving equipment, services and training to all members at the lowest cost.
3. To encourage the development of knowledge, skills, and habits to increase diver safety and enjoyment.
4. To promote the development of good sportsmanship and friendship among the members.
5. To purchase, sell, lease, encumber, or otherwise hold or dispose of, in any manner, real or personal property necessary or incidental to the operation of this corporation.
6. To generally have and exercise all of the powers now or hereafter conferred by this corporation, whether or not herein specifically mentioned.

SECTION NO. 3 NONPROFIT ORGANIZATION

No dividend or distribution of the property of this corporation shall be made until all debts are fully paid, and then only upon its final dissolution and surrender of organization and name, nor shall any distribution be made except by a vote of a majority of the members.

Article No. II Meetings

SECTION NO. 1 REGULAR MEETINGS

During each Club year a calendar of at least six regular meetings shall be established by the Meeting Committee.

SECTION NO. 2 SPECIAL MEETINGS

Special meetings of the Club may be held at any time and place upon resolution of the Board of Directors, and the President shall call a special meeting of the Club if fifteen members in good standing endorse a request (written or e-mail) for such a meeting. Such special meetings shall be called within 10 days from receipt of such request. Such request shall state the purpose of which special meeting is to be called, and only the business stated in such request and notice can be considered and acted upon.

SECTION NO. 3 BOARD OF DIRECTORS MEETINGS

During each Club year, a minimum of six meetings of the Board of Directors shall be held with each member thereof being given not less than 2 days notice indicating time, place, and purpose of such meetings. Any Board member in good standing may call an emergency meeting by submitting a written request. Such meetings shall be called within 10 days from receipt of such request. The request must state the purpose of which the special meeting was called.

SECTION NO. 4 NOTICE OF MEETINGS

Notice shall be given to all Club members at least 1 week prior to general or special meetings.

SECTION NO. 5 MEETING QUORUMS

The members present at any meeting of the Club shall constitute a quorum. Attendance of not less than four of the members of the Board of Directors shall constitute a quorum at any Board meeting.

SECTION NO. 6 VOTE REQUIRED FOR ACTION UPON BUSINESS & RESOLUTIONS

At any meeting of the Club, any action shall require a majority of the votes represented by the quorum.

SECTION NO. 7 VOTING

Each member with dues paid in full for the current year and no other outstanding financial debt to the Club shall be entitled to one vote on any action to be taken by the Club at any regular or special meeting of the Club other than meetings of the Board of Directors. In the event he or she cannot be present in person, he or she may permit another member to vote in his absence by providing him with a written and signed proxy.

Article No. III Membership

SECTION NO. 1 REGULAR MEMBERSHIP

Any person who is employed by Lockheed Martin Corporation, or is a family member of an employee, may become a regular member of this Club by making application for same and paying the dues as set forth in Article III, Sections 3 and 4.

SECTION NO. 2 NON-EMPLOYEE MEMBERSHIP

Any person not fitting the above criteria for regular membership may become a regular member of this Club by making application for same and paying the dues as set forth in Article III, Sections 3 and 4.

SECTION NO. 3 DUES

The dues for members shall be paid prior to April 1 of each year. Members requesting mail through the U. S. Postal Service will pay an additional fee annually. Any change to the dues amount will

be proposed by the Officers to the members for approval.

New members accepted after April 1 of any year will pay the appropriate prorated dues for the balance of the year. Paid dues cannot be refunded or transferred from one member to another. A new member is defined as a person who has not been a member for over 1 year.

SECTION NO. 4 NOTIFICATION OF EXPIRATION

The Treasurer shall notify each member 30 days prior to the date on which membership expires. If membership is not renewed 30 days after expiration date, the member shall be dropped from the rolls and may not become a member again within 1 year without paying a Lapse Penalty Fee and 1 year's prorated dues.

Article No. IV Officers

SECTION NO. 1 ELECTED OFFICERS

Elected officers shall consist of the President, Vice-president, Secretary and Treasurer. All officers shall be members of the Board of Directors. Each officer, Board member, and committee chairperson shall serve a term of office from June 1 to May 31.

SECTION NO. 2 ELECTION OF OFFICERS

Election of officers shall be held at the regular meeting prior to June 1 of each year. A nominating committee, chaired by the Director at Large, shall be appointed by the Board of Directors at least one (1) month prior to the election meeting for the purpose of recommending suitable candidates for office. Prior to the election nominations will be accepted from the floor. Written notice of the candidates shall be sent to all members with the election meeting notice. Members may mail in absentee ballots or have them presented at the election meeting. Officers shall be elected by a majority of the votes.

SECTION NO. 3 VACANCIES

In case of a vacancy or resignation or when an elected officer shall have been absent three consecutive regular meetings without an excuse satisfactory to the Board of Directors, the President shall declare the office vacant. Such vacancy of office shall be filled by appointment by the Board of Directors until the next annual election. Such appointment shall be ratified by a majority vote of the members of the Club. If the office of President becomes vacant as declared by the Board of Directors, the Vice-president shall automatically become President for the remainder of the term, and the office of Vice-president shall be filled by appointment.

SECTION NO. 4 DUTIES OF OFFICERS

PRESIDENT

Preside at all Club and Board meetings.

Appoint committees and serve as ex officio member of all committees.

Monitor Officer and Committee action.

Assume ultimate responsibility to assure all Officers fulfill their duties.

Appoint replacements for vacant positions.

Plan date, place, and refreshments for Board meetings.

Authorize expenditures up to \$250.00.

Represent the Club at conferences and other public gatherings or appoint any member of the Club in his/her place.

Participate in supplying input for Club newsletter.

Support the objectives of the Club as set forth in Article I, Section 2.

VICE-PRESIDENT

Aid and assist the President at all meetings.

Assume the duties of the President in his/her absence.

Authorize expenditures up to \$250.00.

Assume ultimate responsibility to ensure all Committee chairs fulfill their duties and periodically report action to President.

Participate in supplying input for Club newsletter.

Serve on at least one standing committee.

Support the objectives of the Club as set forth in Article I, Section 2.

SECRETARY

Preside at Club meetings if the President and Vice President are absent.

Keep minutes of all General Membership and Board meetings. Present these minutes at each Club and Board Meeting. Submit finished minutes to the President for distribution no later than one week after each meeting.

Provide all members with a copy of the Club Bylaws and any amendments to same upon request.

Amend Bylaws annually or upon periodic request by the President and Board of Directors.

Maintain the Club's Operating Guidelines documentation that contains details of the specific practices of Club operation.

Conduct all correspondence as directed by the officers and keep a file of same for transfer to subsequent Club secretary.

Provide a replacement if he/she will not be able to attend a function to take minutes.

Participate in supplying input for Club newsletter.

Serve on at least one standing committee.

TREASURER

Preside at Club meetings if the President, Vice President, and Secretary are absent.

Receive all funds belonging to the Club and deposit them in the Club account as soon thereafter as practical.

Pay and record all expenditures approved by the Club.

Present a financial report at all meetings and when requested by the Officers and Board of Directors.

Assume the duties of the President in the absence of both the President and the Vice President.

Serve as the permanent chairperson of the Membership Committee.

Balance Club financial accounts.

Authorize expenditures up to \$100.00.

Approve and log all Trip Reports.

Monitor deposits and withdrawals of Merchandising Committee.

Prepare periodic financial reports for the Officers and Board of Directors to review. A year-end report must be presented.

Participate in supplying input for Club newsletter.

Serve on at least one standing committee.

Article No. V Board of Directors

SECTION NO. 1 MEMBERS OF THE BOARD

The Board of Directors shall be composed of all elected Club officers, three members elected at large, and the Director at Large. The Director at Large is the immediate past president.

SECTION NO. 2 DUTIES OF MEMBERS OF THE BOARD

Lend expertise to fellow officers.

Approve (in conjunction with the entire Board of Directors) expenditures of more than \$250.00 but less than \$500.00.

Participate in developing long-term plans and objectives for the Club.

Participate in supplying input for Club newsletter.

Serve on at least one standing committee.

Article No. VI Committees

SECTION NO. 1 STANDING COMMITTEES

There shall be standing committees as listed below. Additional committees may be established by the President and Board of Directors as required.

ACTIVITY COMMITTEE - To publish the annual Activity Schedule including scheduling and pricing dive trips, as well as other Club social activities.

CAMERA COMMITTEE - To maintain and loan Club camera equipment, provide basic and advanced training for members, and organize activities to promote camera use.

COMMUNICATIONS COMMITTEE - To publish and distribute information in a timely manner to inform all members of upcoming meetings, events, newsworthy items and committee reports.

EQUIPMENT COMMITTEE - To inventory, maintain and loan all Club owned equipment excluding the camera and safety equipment. Submit suggestions for new equipment to the Officers and Board of Directors with prices and proposals. Promote Club services and equipment to members and prospective members.

MEETING COMMITTEE - To plan interesting, informative meetings.

MEMBERSHIP COMMITTEE - To recruit new members and maintain all membership records including Club roster and dues collected. Run annual Membership Drive in March and April. Promote socializing during Club meetings and activities, welcome new and prospective members, answer questions and promote Club services.

MERCHANDISE COMMITTEE - To maintain inventory of all Club merchandise meant for resale. To sell merchandise at all Club functions. To sell merchandise to individual Club members at the convenience of the Committee. Design and research new merchandise.

SAFETY AND TRAINING COMMITTEE - To promote safe diving practices and advanced education within the Club. To maintain and loan Club safety equipment.

Article No. VII Fiscal Year

The fiscal year of the Club shall begin annually on the first day of April.

Article No. VIII Club Finances

SECTION NO. 1 CLUB FUNDS

The Treasurer shall receive all Club funds and shall deposit them in the Club account in a Federally insured account as soon thereafter as practical. All expenditures approved by the Club, as defined in Article VIII, Section 2, shall be paid through the Club account. Transactions shall be authorized by the signators of the Club account (Treasurer, President, and the Vice-President).

SECTION NO. 2 EXPENDITURES

Expenditures of up to \$100.00 can be authorized by the Treasurer. Expenditures of up to \$250.00 can be authorized by the President or Vice-President. Expenditures in excess of \$250.00 but not more than \$500.00 require the approval of the Board of Directors. Expenditures of more than \$500.00 must be approved by a majority vote at a Club meeting as defined in Article No. II, Sections 5 and 6.

SECTION NO. 3 DISSOLUTION OF THE CORPORATION

Dissolution of the corporation shall be in accordance with these Bylaws and the corporation laws of the State of Florida.

Article No. IX Sportsmanship and Conduct

Any member found guilty of unsportsmanlike conduct, flagrant violations of safe diving practices, or violating any Club rules or regulations, may be suspended by the Club in the following manner: The accuser or accusers shall make his complaint in writing to the Board of Directors. If the accusations are worthy, the Board shall notify both the accuser and the accused to appear before the Board of Directors in a closed session. The Board may acquit or take such action as the majority of the members present deem advisable.

The use of alcoholic beverages or illegal drugs during actual dive activities shall be considered adequate grounds for suspension.

Article No. X Amendments

The Bylaws may be altered, amended or repealed at any Club meeting provided such proposals are presented to the Board of Directors for consideration. A minimum of two-thirds vote of the members present is required before such action becomes final.

We, the undersigned, certify that these are the retyped Bylaws approved by vote of the Club membership present at the [to be determined] general meeting as recorded in the minutes of said meeting.

Marie Frank
President

Jim Kennedy
Board of Directors

Al Wileden
Vice-President

Bill Paskert
Board of Directors

Nancy Wileden
Secretary

Jim Streeter
Board of Directors

Wendy McCleskey
Treasurer

Gwen Sandlin-Rolape
Director at Large