

LAGUNA SEA DWELLERS, INC.
BY-LAWS

A California Non-Profit Organization

Article I
OFFICES

Section I. Principal Office: The principal office of the Corporation is hereby fixed at 220 Newport Center Drive, #11-182, Newport Beach, CA 92660. The Corporation officers are hereby granted full power and authority to change said principal office from location to another in the County of Orange.

Article II
CLASSIFICATION OF MEMBERS

Section I. There shall be one (1) class of members to this corporation.

Section II. ELIGIBILITY FOR MEMBERS Any person, who has an interest in scuba diving or is a holder of a recognized certifying agency dive card, shall be eligible to apply for regular membership in the corporation. Minors (those under 18) need to join with a parent or guardian. All members are required to follow Fish & Game regulations; therefore, a license will be required to fish or hunt with the corporation.

Section III. QUALIFICATION AND ADMISSION OF MEMBERS In order to become a member of the corporation, a prospective member must express his/her willingness to take an active part in the corporation activities and pay an initial membership fee. He/She must abide by all dive safety rules and regulations and attend regular meetings.

Section IV. TERMINATION OF MEMBERSHIP A membership is not transferable and any membership shall terminate upon the death or resignation of the member. A membership may be terminated for any reasonable cause, including but not limited to, non-payment of dues and/or initiation fees, non-payment for trips or events sponsored or organized by Laguna Sea Dwellers, Inc., continual disregard of safety rules, non-attendance of at least three (3) annual meetings, or for any other reasonable causes. If a majority of the Board of Directors votes to terminate a membership, the Board of Directors must provide written notice to the member with a minimum of 15 days prior notice of the termination and the reasons therefore; and the Board of Directors must also provide an opportunity for the member to be heard, orally or in writing, not less than five days before the effective date of the termination by the general membership which can then decide by a majority vote of a quorum of those members present at a monthly membership meeting that the proposed termination not take place.

Section V. DUES AND INITIATION FEES All members are subject to an initiation fee, payable to the treasurer upon gaining membership status. The initiation fee for individual memberships is \$50.00. The initiation fee for family memberships is \$80.00. Dues for out-of-area members (outside of Orange County, Los Angeles County, San Bernardino, Riverside, and San Diego Counties) are \$25 for individual and \$40 for family memberships. Family membership consists of husband and wife and an unlimited number of children under the age of 18. Individual membership includes one t-shirt, cap, license plate frame (or similar LSD logo'd token), and family membership will include two t-shirts, caps or license plate frames (or similar LSD logo'd token). Annual renewal dues will be payable on 15th of April each year they are a member. The renewal dues for an individual are \$40.00, and \$60.00 for family membership renewals. Renewal dues for out-of-area members are the same as initial dues. Dues not paid by June 15th will be subject to full new initiation fee without obtaining another t-shirt, cap or license plate frame (or similar LSD logo'd token). If the initial membership occurs between November 1st and April 15th, renewal is not due until April 15th of the following year. Initiation fees and annual renewal dues shall be determined solely by the Board of Directors.

Section VI. MEETINGS OF MEMBERS The annual meeting of members shall be held in January of each year. The Laguna Sea Dwellers, Inc. meets monthly on the 3rd Wednesday of each month. The Laguna Sea Dwellers board meets on the 1st Wednesday of each month at a location agreed upon by the corporation officers.

Section VII. VOTING All members age 18 or older shall have equal voting and other rights. Each member shall be entitled to one (1) vote per corporation officer position, which may be cast in person or by proxy. The presence in person or by proxy of one third of the regular members of the corporation shall constitute a quorum for the transaction of the business as a meeting of regular members. Voting for Officers may be conducted using an Internet-based voting/survey program at the discretion of the Board of Directors. Voting for officers shall be conducted by a Voting Committee selected by the Board of Directors and shall consist of 3 members who are not candidates for any current office. The Voting Committee shall dissolve immediately after the election results are accepted by the Board of Directors.

Article III OFFICERS

Section I. OFFICERS The officers of the Corporation shall be a President, Vice President, Treasurer, Secretary, and Membership Chairperson. The term of each office shall be one (1) year.

Section II. ELECTIONS The officers shall be chosen annually by the regular members and each shall hold his/her office for one year. A member may accept nomination of, and occupy, only one officer position. An officer can be removed or disqualified by himself or herself, or by two-thirds (2/3) vote of the regular membership. Vacancies can be filled by appointment by the President to fulfill the balance of the term of the removed or disqualified officer. In the event of a tie vote for any of the officer positions, another election shall be held by the Voting Committee within 30 days of the general election. In the event of another tie vote at the second election, selection of the officer shall be by a coin-flip directed by a member of the Voting Committee and held at the first membership meeting following the results of the second election.

Section III. PRESIDENT The President shall have general supervision, direction and control of the affairs of the corporation. He/She shall preside at all meetings and meetings of corporation officers. He/She shall attend a majority of the Corporation's meetings and functions. He/She shall hold the deciding vote in case there is a tie, except in the event of tie vote for any officer of the corporation (see Article II, Section VII above). He/She shall be responsible for obtaining a speaker for the monthly meeting, or will appoint a member for that purpose. He/She shall assist in the writing of the Corporation Newsletter.

Section IV. VICE-PRESIDENT The Vice-President shall, in the absence or disability of the President, perform all the duties of the President, and when so acting, shall have the powers of, and be subject to the restrictions upon, the President. He/She shall attend a majority of the corporation's meeting and functions. He/She shall act as the corporation's Recruitment chairperson, promoting the corporation to new divers. He/She shall be in charge of the phone/email committee, and will be responsible to appointing other members to these duties. He/She will responsible to provide a monthly contribution to the corporation's newsletter, working with the President, and he/she shall be responsible for introducing new members to the corporation at all corporation monthly meetings.

Section V. TREASURER The Treasurer shall, at the request of the corporation's officers open the corporation's bank account, keep and maintain adequate and correct book of accounts showing the receipts and disbursements of the corporation. Such books of accounts shall at reasonable times, be open to the inspection by any member or corporation officers. The Treasurer shall provide a monthly financial report to the Board of Directors. He/She shall disburse the funds of the corporation as may be ordered by the corporation's officers, and shall render to the president or corporation officers, upon request, statements of the financial conditions of the corporation. The Treasurer shall collect dues and notify members when they are delinquent.

Section VI. SECRETARY The Secretary shall keep the book of minutes of all meetings, shall be responsible for a monthly article to the newsletters or appoint such person to write the article. He/She shall be responsible for all correspondence and official documents of the corporation.

Section VII. MEMBERSHIP CHAIRPERSON The Membership Chairperson will be responsible for collecting applications and disbursing new member packages. He/She will also be responsible for maintaining the

database of all members with names, addresses, and contact information. The Membership Chairperson will also help to introduce new members to the corporation at the monthly meetings.

Article IV MISCELLANEOUS

Section I. COMMITTEE CHAIRPERSONS The Board of Directors shall be responsible for selecting the chairperson of all committees.

Section II. INSPECTION OF THE BY-LAWS LSDI shall keep at its principal office a copy of its articles and bylaws as amended to date, which shall be open to inspection by the members at all reasonable hours. LSDI shall, upon the written request of any member, furnish to such member a copy of the articles or bylaws as amended to date.

Section III. LSDI PROPRIETARY INFORMATION The LSDI website, which includes the LSDI logo and all website content, including, but not limited to, all pictures, images, and database information containing each member's personal data, are considered proprietary ("LSDI proprietary information") for the exclusive use and benefit of the LSDI organization. If any member, committee member, member-at-large, or any officer misappropriates or uses any of the LSDI proprietary information for their personal use or for any business use, or uses any of the LSDI proprietary information without the express written consent of the LSDI Board of Directors, the member, committee member, member-at-large, or any officer is subject to termination from LSDI in accordance with Article II Section 4 of these Bylaws.

Article V AMENDMENTS

Section I. Bylaws may be adopted, amended or repealed by the Board of Directors unless the action would:

- (1) Materially and adversely affect the rights of members as to voting, dissolution, redemption, or transfer;
- (2) Increase or decrease the number of members authorized in total or for any class;
- (3) Effect an exchange, reclassification or cancellation of all or part of the memberships; or
- (4) Authorize a new class of membership.

For items 1 through 4 above, a vote of the majority of a quorum at a meeting of the members called for the purpose of amending the Articles of Incorporation or Bylaws. Such voting may be conducted by electronic methods.

Article V

Section IV

A) All members signing up for corporation activities will be held liable for their amount of financial obligation, unless their name is removed from the list two (2) weeks in advance of the activity.

B) All non-members will be required to pay for corporation-sponsored activities in advance.

C) All dues and financial obligations must be up-to-date, in order for a member to be eligible for corporation-sponsored "free trips" or other corporation benefits, dinners, etc. All corporation benefits are corporation-owned, and are not transferable.

Certification of the Secretary

I, the undersigned, do hereby certify that I am the duly elected and/or acting Secretary of the Laguna Sea Dwellers, Inc., a non-profit organization, and that the foregoing by-laws comprise of the three (3) pages, inclusive, constitute the by-laws of the said Corporation as duly adopted.

IN WITNESS WHERE OF, I have hereunto subscribed my name this _____ Day of _____, 2012.

Secretary