

**BYLAWS OF
THE UNDERWATER SOCIETY OF AMERICA, INCORPORATED
A MARYLAND NOT-FOR-PROFIT CORPORATION
(THE "SOCIETY")**

ARTICLE I - PURPOSE

The Society is formed to carry on activities devoted exclusively to the advancement of education, scientific, and literary endeavors in the field of underwater activities.

ARTICLE II - MEMBERSHIP

Membership shall be granted to any individual or group interested in the purposes of the Society and who shall meet such other requirements as specified in this document. The Society shall not discriminate in any way on the basis of age, color, creed, national origin, race, religion or sex.

Section 2.1 Individual Memberships

Section 2.1.1 Affiliated Member - An individual who pays annual dues to the Society through a member Council or Club, shall be considered an Affiliated Individual Member of the Society.

Section 2.1.2 Independent Member - An individual may join the Society directly but is encouraged to join through a local member Council or Club. An individual who pays annual dues directly to the Society shall be considered an Independent Individual Member of the Society. The dues for an Independent Individual Member shall be a minimum of 20 percent higher than the dues for an Affiliated Individual Member.

Section 2.2 Group Memberships

Section 2.2.1 Councils

Section 2.2.1.1 - A Council of Clubs (two or more Clubs) may join the Society upon application to the Board of Governors through the Executive Committee. The initial application for membership shall contain: 1) a list of the Council's Officers, 2) a list of the Council's member Clubs and 3) a copy of the Council's organizational (constitution, bylaws, etc.) documents.

Section 2.2.1.2 - A new Council desiring membership in an area covered by an already existing and active Society Council shall, in addition to the requirements of section 2.2.1.1, either be sanctioned by that Council or 1) have a Society individual membership equal to 35% of the already existing Council, 2) have existed for at least one year prior to application, and 3) demonstrate to the Executive Committee and Board of Governors that it can better represent the interests of its members than the already existing Council.

Section 2.2.1.3 - The Executive Committee may allow membership to a Council, subject the approval of the Board of Governors. In all cases, the application shall be considered from the standpoint of the best interests of the Society, any existing Councils, and the members and interests of the new Council. A Council shall be allowed to sponsor and participate in Society events.

Section 2.2.1.4 - A Council, in order to remain active and to represent its membership, shall, prior to the Annual Board of Governors meeting, provide to the Executive Committee: 1) a list of the Council's Officers, 2) a list of the Council's member Clubs, 3) any changes to the Council's organizational documents, and 4) designate the Council's voting representative.

Section 2.2.1.5 - A Council shall be declared inactive if it has not complied with the requirements of section 2.2.1.4 by the close of the Annual Board of Governors Meeting. An inactive Council shall not bid, sponsor, sanction or

participate in society events. Individuals may not join the Society as Affiliated Members through an inactive Council. Before the close of the next Annual Board of Governors Meeting, the inactive Council may be reactivated by complying with the requirements of section 2.2.1.4. If at the second Annual Board of Governors Meeting, the Council is still inactive, it may be removed from Council Membership by the procedure in section 2.5. If so removed, it may re-apply as a new Council per section 2.2.1.

Section 2.2.2 Clubs

Section 2.2.2.1 - A Club may join the Society directly but is encouraged to join through a local Council. The Club shall be required to submit to the Executive Committee: 1) a list of the Club's Officers, 2) a copy of the Club's, organizational (constitution, bylaws, etc.) documents, and 3) have a minimum of 10 members paying Society dues.

Section 2.2.2.2 - The Executive Committee, in consultation with the appropriate Regional Vice President and the nearest active Council, may allow membership of a Club, subject to the approval of the Board of Governors. A Club shall be allowed to sponsor and participate in Society events.

Section 2.2.2.3 - A Club, in order to remain active and to represent its membership, shall, prior to the Annual Board of Governors meeting, provide to the Executive Committee: 1) a list of the Club's Officers, 2) any changes to the Club's organizational documents, and 3) designate the Club's voting representative.

Section 2.2.2.4 - A Club shall be declared inactive if it has not complied with the requirements of section 2.2.2.3 by the close of the Annual Board of Governors Meeting. An inactive Club shall not bid, sponsor, sanction or participate in society events. Individuals may not join the Society as Affiliated Members through an inactive Club. Before the close of the next Annual Board of Governors Meeting, the inactive Club may be reactivated by complying with the requirements of section 2.2.2.3. If at the second Annual Board of Governors Meeting, the Club is still inactive, it may be removed from Club Membership by the procedure in section 2.5. If so removed, it may re-apply as a new Club per section 2.2.2.

Section 2.2.3 Councils of Special Interest - Non-profit organizations, such as instructional agencies (not excluding others), may be permitted membership with the requirements and privileges of Clubs or Councils. The Executive Committee shall present such applications to the Board of Governors, who shall make recommendations for action at the Annual Membership Meeting.

Section 2.2.3.1 - Any other non-profit, amateur organization conducting underwater sports programs in underwater hockey, fin swimming, underwater rugby, underwater photography skin diving spearfishing, scuba skills and spearfishing and underwater orienteering may apply for membership as a Council of Special Interest. Such organizations must comply with all portions of section 2.2.1 of these bylaws. In addition, this special Council must have a minimum of 100 underwater athletes, must sanction a minimum of three competitions yearly in at least three underwater sports and the competing underwater athletes must be equivalent in skills to the members of the top three teams in any Society member Council.

Section 2.2.4 Allied Membership - Organizations, such as manufacturers and dealers (not excluding others), may apply for Allied Membership. The Executive Committee shall present such applications to the Board of Governors, who shall make recommendations for action at the Annual Membership Meeting.

Section 2.3 Contributing Memberships

Section 2.3.1 Supporting Member - An individual or organization may be a Supporting Member upon written application and the appropriate contribution.

Section 2.3.2 Patron Member - An individual or organization may be a Patron Member upon written application and the appropriate contribution.

Section 2.4 Honorary Membership - The Membership of the Society may elect to Honorary Membership those individuals or organizations who have distinguished themselves in the field of underwater activities. The rights and privileges of this honor shall be as determined at the time of election. NOGI award winners shall be conferred Honorary Membership with all rights and privileges of individual members with the exception of insurance (which may be purchased at cost). No dues shall be required of NOGI Honorary Members.

Section 2.5 Termination of Membership - The Membership of an Individual, Club, Council or Group shall be terminated: 1) by voluntary withdrawal, 2) by disbandment of Club, Council, or group, 3) for nonpayment of dues, or 4) by a four/fifths votes of the Board of Governors and Membership at the Annual Meetings.

ARTICLE III - GOVERNMENT

Section 3.1 Annual Membership Meeting

Section 3.1.1 - An Annual Membership Meeting shall be held each year, with each individual member of the Society present and/or represented having one vote. It shall be the final deliberative and governing body of the Society. It shall review the actions of the Executive Committee, Board of Directors and Board of Governors.

Section 3.1.2 - Meeting notice shall be given not less than 60 days in advance to all members. This meeting shall be held immediately following the adjournment of the Annual Board of Governors Meeting.

Section 3.1.3 - Except as otherwise herein specified, all items of business which appear on the mailed agenda of the Membership Meeting shall require only a simple majority (50% plus 1) to pass. Any item not on the mailed agenda of the Membership Meeting, shall require a four/fifths vote for passage.

Section 3.1.4 - The Society Membership shall annually establish the dues structure (Affiliated and Independent Individual Members, Group and Contributing Members) by a two-thirds vote of the membership present and/or represented at the Annual meeting.

Section 3.1.5 - The Society Officers and elected Directors shall be elected at the Annual Membership Meeting.

Section 3.2 Board of Governors

Section 3.2.1 - The Board of Governors shall be composed of the voting representative from each active Council and Club, the Society Officers, the elected Directors and the Regional Vice Presidents. It shall have full powers to conduct the affairs of the Society subject to the final review of the Membership. It shall review the activity of the Executive Committee and Board of Directors.

Section 3.2.2 - The Annual Board of Governors Meeting shall be held at such time and place as is determined by the Executive Committee or the Board of Governors. Meetings shall move among the Society's Regions to allow a reasonable opportunity for members to attend.

Section 3.2.3 - A special meeting of the Board of Governors may be called by: 1) The Executive Committee, 2) fifty percent of the Member Councils and Clubs, 3) fifty percent of the individual Board members, or 4) fifty percent of the Individual Membership.

Section 3.2.4 - Notice of intent to call a Board of Governors meeting shall be mailed not less than sixty (60) days prior to the meeting date, to all members of the Board, to allow for submission of agenda items and committee reports.

Section 3.2.5 - Agenda items and reports shall be mailed no later than forty-five (45) days prior to the meeting date to the Society Secretary or other calling party.

Section 3.2.6 - The agenda and notice of a Board of Governors meeting shall be mailed no later than thirty (30) days prior to the meeting date to all members of the Board.

Section 3.2.7 - Except as otherwise herein specified, all items of business which appear on the mailed agenda of the Board of Governors shall require only a simple majority (50% plus 1) to pass. Any item not on the mailed agenda of the Board of Governors, shall require a four/fifths vote for passage.

Section 3.3 Executive Committee

Section 3.3.1 - The Executive Committee shall be composed of the President, the Executive Vice President, the Secretary, and the Treasurer.

Section 3.3.2 - The Executive Committee shall be responsible for the daily affairs of the Society. They shall be

responsible to the Board of Governors and the Society membership. Except as otherwise herein specified, the Executive Committee shall have and may exercise all powers of the Board of Governors, subject to the Boards review and the final authority of the Society Membership.

Section 3.3.3 - An Executive Secretary may be appointed by the President with the approval of the Executive Committee. The Executive Secretary shall conduct such business as may be assigned by the Executive Committee and shall be responsible to the Executive Committee.

Section 3.3.4 - The Executive Committee shall serve as the arbitrator of first resort in issues which must be elevated to the Society level. All parties involved in the issue shall be given an opportunity in writing to present their position to the Executive Committee. The Executive Committee shall within 30 days either make a decision on the issue or elevate the issue to the Board of Governors and/or Membership as required.

Section 3.4 Board of Directors

Section 3.4.1 - The Board of Directors shall be composed of the Elected Officer and the Elected Directors of the Society. It shall govern the Sports of the Society.

Section 3.4.2 - The Board of Directors shall be responsible for all affairs between the Society and the United States Olympic Committee and is responsible to the Executive Committee, the Board of Governors and the Society Membership.

Section 3.4.3 - The Board of Directors shall act as the Board of Review for all sports grievances and non-competition protests.

Section 3.4.4 - The Board of Directors shall consist of not less than 20% USOA Sports participants who have representing the Society at the international level in the last ten years.

Section 3.4.5 - The Board of Directors shall maintain the USOA Standardized Competitive Rules.

ARTICLE IV - OFFICERS and DIRECTORS

Section 4.1 Elected Officers

Section 4.1.1 President. The President of the Society shall preside at all meetings of the Society. The President shall exercise general supervision over the affairs of the Society and assure that they are conducted in conformance with the Articles of Incorporation and these BYLAWS. The President shall vote in case of a tie and perform such other duties as directed by the Board of Governors or the Society Membership. The President, with approval of the Executive Committee, shall fill all vacancies in elected and appointed positions, including a failure to elect.

Section 4.1.2 Executive Vice President - The Executive Vice President shall perform such duties as shall be assigned to him by the President, Board of Governors or Society Membership. The Executive Vice President shall perform the duties of the President in his absence or incapacity. The Executive Vice President shall succeed to a vacancy in the Office of President.

Section 4.1.3 Secretary - The Secretary shall keep accurate records for the Society, the Board of Governors, and the Executive Committee. The Secretary shall keep minutes of all formal meetings of the Society. The Secretary shall be responsible for the timely mailing of notices for formal meetings of the Society.

Section 4.1.4 Treasurer - The treasurer shall account and be responsible for the collection and receipt of all funds and assets of the Society. The Treasurer shall deposit all funds to an account in the name of the Society in a bank designated by the Board of Governors. The Treasurer shall pay all bills as authorized by the Board and keep an accurate record thereof. The Treasurer shall make the Society's books available for audit by the Executive Committee and/or the Board of Governors. The Treasurer shall present at the annual Board of Governors meeting a proposed budget for the coming year's anticipated receipts and expenditures. The Treasurer may be bonded at the expense of the Society in an amount to be determined by the Board of Governors. The Treasurer shall make financial reports as required by section 6.5

Section 4.2 Regional Vice Presidents

Section 4.2.1 - Regional Vice Presidents shall be appointed by the Society President and approved by the Society Membership. They shall coordinate and promote Society activity with the Councils and Clubs in their assigned geographical regions.

Section 4.2.2 - The regions are as defined by 1992 Membership action as:

- 1) NORTHEAST - Connecticut, Delaware, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island and Vermont.
- 2) MID-ATLANTIC - Georgia, Kentucky, Maryland, North Carolina, South Carolina, Tennessee, Virginia, West Virginia and the District of Columbia.
- 3) SOUTHEAST - Alabama, Florida, Mississippi, Puerto Rico and the US Virgin Islands.
- 4) GREAT LAKES - Illinois, Indiana, Michigan, Minnesota, Ohio, and Wisconsin.
- 5) MIDWEST - Arkansas, Iowa, Kansas, Louisiana, Missouri, New Mexico, Oklahoma, and Texas.
- 6) NORTHWEST - Alaska, Idaho, Montana, Oregon, Washington and Wyoming
- 7) SOUTHWEST - Arizona, California, Hawaii, Nevada and the Pacific Trust Territories.
- 8) Rocky Mountain Colorado, Nebraska, North Dakota, South Dakota and Utah

Section 4.2.3 - The Regions may be redefined by four/fifths vote of the Society Membership at the Annual Membership Meeting.

Section 4.3 Elected Competitive Directors and their Committees

Section 4.3.1 - Each Society Competitive Sport shall have an elected Director.

Section 4.3.2 - Each Competitive Director shall appoint an Assistant Director and Secretary and inform the Executive Committee of their appointments.

Section 4.3.3 - Each Society Competitive Sport shall be governed by a Competitive Committee. Minutes of all Competitive Committee meetings shall be taken and distributed to the Committee members and the Board of Directors.

Section 4.3.4 - Competitive Committees and their Directors shall operate and be governed by the USOA Standardized Competitive Rules.

Section 4.3.5 - The Underwater Society of American sports competition eligibility requirements shall not be more restrictive than those of the World Underwater Federation (CMAS) with the exception that all competitors breathing air or other gases under pressure shall require an appropriate certification.

4.4 Administrative Directors and Liaisons

4.4.1 - The President, with the approval of the Executive committee, may appoint, but is not limited to, the following Administrative Directors: Catch Records, Competitive Awards, Diver Environment, Diver Equipment, NOGI Awards, Insurance, Legislation, Publications, Physically Impaired Divers, Public Relations, Safety, Search Recovery and Water Quality.

4.4.2 The President shall appoint, with the approval of the Executive Committee, Liaisons to the following: World Underwater Federation (CMAS), Council for National Cooperation in Aquatics (CNCA), Our World Underwater Scholarship, American National Standards Institute (ANSI), and the United States Olympic Committee (USOC).

ARTICLE V - CONDUCT OF SOCIETY BUSINESS

Section 5.1 Parliamentary Authority - Unless otherwise herein specified, parliamentary procedures shall be followed and Robert's Rules of Order shall prevail.

Section 5.2. Quorum - At any meeting of a deliberative body of the Society (Committee, Board of Directors, Board of Governors or Membership), a minimum of twenty-five percent (25%) of the membership of the body shall represent a quorum.

Section 5.3. Voting

Section 5.3.1 Prior to the conduct of any business the President shall appoint a credentials committee to validate the written proxies of the members. The Credentials Committee shall consist of the Secretary, Treasurer and such other persons as the President shall appoint. All proxies shall be validated by the Credentials Committee prior to being voted. The Credentials Committee shall determine the voting power of each representative.

Section 5.3.2 - Every Individual Member of the Society, unless otherwise herein specified, is entitled to one vote in the conduct of the Society's business. Each member may vote in person or by written proxy.

Section 5.3.3 - Those Affiliated Individual Members not otherwise present shall be represented and voted for by their Club or Council's Voting Representative, unless instructions to the contrary are filed with the Credentials Committee.

Section 5.3.4 - Those Independent Individual Members not otherwise present shall be represented and voted for by the Regional Vice President in whose Region their Society address of record places them, unless instructions to the contrary are filed with the credentials Committee.

Section 5.3.5 - Those Independent Individual Members from Regions which are not represented at a meeting shall be represented and voted for by the Executive Vice President unless instructions to the contrary are filed with the Credentials Committee. In the absence of the Executive Vice President, the President shall designate another member of the Executive Committee to represent these Members.

Section 5.3.6 - Group Members (Councils, Clubs, and others), and Regional Vice Presidents may delegate their representation and voting authority by written proxy. Any Society member in good standing may be designated to carry and vote such proxy or proxies.

Section 5.3.7 - Should any Board of Governors meeting be held in the first three (3) months of any year, the Society shall use the previous years voting power.

Section 5.3.8 - Councils voting by mail shall be counted as present for the purpose of constituting a quorum on the particular question on which they vote. Resolutions passed under circumstances where in the majority of those voting is by mail shall become effective either on the date designated in the motion or on the date the resolution passes or fails by virtue of correspondence received, whereupon the membership of the Board is notified.

Section 5.4. Elections

Section 5.4.1 Qualifications - All Society Officers, Directors, Liaisons, and Representatives shall be members in good standing in the Society.

Section 5.4.2 Nominations - Nominations for Society Offices may be made by any Society member in good standing. Nominations and a short resume will be sent to the Secretary along with any other agenda items for the Annual Board of Governors meeting. Additional nominations may be made from the floor prior to the election for each position, however, the nominee must indicate his willingness to accept the duties of the office for which nominated either in person or by telephone or in writing before the nomination is valid.

Section 5.4.3 Term of Office - All elected Officers and Competitive Directors of the Society serve for two (2) year terms. The elected Officers and Competitive Directors shall hold office from thirty days after the Annual Meeting at which they are elected until thirty days after the next appropriate Annual meeting. If an unfilled vacancy exists in the office to which elected, then the term begins immediately. All other Directors, Liaisons and Representatives serve at the pleasure of the Executive Committee.

Section 5.4.4 Election Rotation - The Offices of President, Treasurer, and the Directors of Skindiving, Fin Swimming and Photography shall be elected in even numbered years. The Offices of Executive Vice President and

Secretary and the Directors of SCUBA, Underwater Rugby and Underwater Hockey shall be elected in odd numbered years.

Section 5.5 Removal of Elected Officers and Directors - An Elected Officer or Director shall be removed from office: 1) by voluntary Resignation, 2) for nonpayment of dues, 3) for failing to produce an annual report for the Society's Annual Meetings, or 4) by four-fifths vote of the Board of Governors and Membership at the Annual membership meeting.

Section 5.6 Grievances - The Underwater Society of America may censure, suspend (for a definite or indefinite period of time, with or without probation) or expel any underwater sports athlete or team who has violated any of its rules or regulations or who aids, abets and encourages another to violate any such rules and regulations. The society provides for prompt and equitable resolution of grievances through due process proceedings. All protests pertaining to a National Championship, excluding Tournament Protests, must be submitted in writing through the accusing Council or Club to the Elected Competitive Director within 30 days of the incident. The 30 days may be waived if the charges are important enough to be considered. All competitors charged with violations are ruled in good standing until proven guilty and shall be notified in writing of the accusations. The accused are given 30 days to answer in writing and submit any defensive material they may have. The Elected Director shall prepare a detailed recommendation for action to the Board of Directors. The Board must make a decision in writing to the accused, the Elected Director and the Executive Committee within 30 days of receiving the accused answers.

Section 5.6.1 Competing Director - When an elected Competitive Director is personally involved in a contested event, the investigation and report to the Board of Directors shall be done by an appointee of the Executive Committee.

Section 5.7 Review and Appeal - Eligibility, grievances, representation, international team composition and decisions of Protest Committees and the Board of Directors may be reviewed or appealed in writing in order of precedence to the Executive Committee, Board of Governors and finally the full Society Membership at an annual meeting, as required.

Section 5.8 Arbitration - When all avenues of redress within the Society are exhausted, The Underwater Society of America agrees to submit to binding arbitration through the American Arbitration Association.

ARTICLE VI - EXPENDITURE OF FUNDS

Section 6.1 Expenditure of Budgeted Funds - The Treasurer and one other Officer designated by the Board of Governors shall jointly authorize the expenditure of funds for budgeted and specifically authorized purposes.

Section 6.2 Unbudgeted Expenditures - Any expenditure not allocated within the budget or a specific authorization, and not in excess of five hundred dollars (\$500.00) must be approved in writing by a majority vote of the Executive Committee.

Section 6.3 Limitation of Obligation - No obligation may be incurred by the Society for any purpose in excess of five hundred dollars (\$500.00) of the amounts allocated in the budget without the approval of the Board of Governors or the Society membership.

Section 6.4 Compensation - No part of the earnings of the Society shall be distributed to its members, officers, directors, Board of Governors, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of its tax exempt purposes.

Section 6.5 Financial Reporting - All Society Officers, Directors, Regional Vice Presidents and any other collecting and/or paying out of any Society funds shall report their income and/or expenditures of Society funds to the Treasurer not more than 15 days after the close of each calendar quarter. Items must be itemized by generally accepted account titles (i.e. print, postage, office supplies, travel, entry fees, etc.). The Treasurer shall make financial reports quarterly to the Executive Committee and semi-annually to the Board of Governors.

ARTICLE VII - AMENDMENT

The BYLAWS of the Society may be amended by two-thirds vote of the Society membership represented at the Annual Membership Meeting, provided that notice of the proposed change(s) shall have been mailed to the Board of Governors thirty days in advance of the meeting.

ARTICLE VIII - UNITED STATES OLYMPIC COMMITTEE

Section 8.1 USOC Membership - The Underwater Society of America will meet the obligations imposed on a national governing body under Article VII, section 1 & 2 of the United States Olympic Committee Constitution and Bylaws.

Section 8.2 Other National Governing Bodies - No Society elected Officer/Director may be an officer of another amateur sports organization recognized as a National Governing Body by the United States Olympic Committee.

Adopted 1985

Amended 5/86, 3/87, 4/88, 1/89, 1/93, 3/05

Revised 1/90

RVP Regions Revised 2/91, 1/92

Freediving changed to Skindiving; Quorum reduced to 25% 3/05