

BYLAWS OF  
THE UNDERWATER SOCIETY OF AMERICA, INCORPORATED  
A MARYLAND NOT-FOR-PROFIT CORPORATION

ARTICLE I - PURPOSE

The Underwater Society of America (USOA), a not-for-profit, 501(c)(3) corporation, is formed to carry on activities devoted exclusively to the advancement of education, scientific, and literary endeavors in the field of underwater activities. USOA is the National Governing Board for Underwater Sports in the United States, is an Affiliate Organizations Council (AOC) of the US Olympic and Paralympic Committee (USOPC) and a voting federation member of the World Underwater Federation (CMAS).

ARTICLE II - MEMBERSHIP

Membership shall be granted to any individual or group interested in the purposes of USOA and who shall meet such other requirements as specified in this document. USOA shall not discriminate in any way on the basis of age, color, creed, national origin, sex, race, religion or sexual orientation. USOA operates on a membership and fiscal year running from January 1<sup>st</sup> thru December 31<sup>st</sup>.

Section 2.1 Individual Memberships

Section 2.1.1 - Affiliated Member - An individual who pays annual dues to USOA and designates a USOA member Council or Club shall be considered an Affiliated Individual Member of USOA.

Section 2.1.2 - Independent Member - An individual who pays annual dues directly to USOA and does not designate a USOA member Council or Club shall be considered an Independent Individual Member of USOA.

Section 2.2 - Group Memberships

Section 2.2.1 – Councils - A council is a entity of two or more clubs representing underwater endeavors. It's sphere of interest may be part of a state, a whole state or several states.

Section 2.2.1.1 - A Council (two or more Clubs) may join USOA 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 - 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 USOA, 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 2.2.1.3 - A Council, in order to remain active and to represent its membership, shall, prior to the Annual Board of Governors meeting, complete and submit the annual Status Report to the Executive Committee. The Report includes the following: 1) Name of the Council with email and/or telephone contact information, 2) a list of the Council's Officers with email and/or telephone contact information; 3) a list of the Council's member Clubs, 4) any changes to the Council's organizational documents, and 5) designate the Council's voting representative with email and/or telephone contact information.

Section 2.2.1.4 - A Council shall be declared inactive if it has not complied with the requirements of section 2.2.1.3 by the start of the Annual Board of Governors Meeting. An inactive Council shall not bid, sponsor, sanction or participate in society events. Individuals may not join USOA as Affiliated Members through an inactive Council. Before the start 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

Section 2.2.2 – Clubs - A club is a group of 5 or more persons joined by common underwater interest(s).

Section 2.2.2.1 - A Club may join USOA directly. 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 5 members paying Society dues.

Section 2.2.2.2 - The Executive Committee 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, complete and submit the annual Status Report to the Executive Committee. The Report includes the following: 1) name of Club with email and/or telephone contact information 2) a list of the Club's Officers with email and/or telephone contact information, 3) any changes to the Club's organizational documents, and 4) designate the Club's voting representative with email and/or telephone contact information.

Section 2.2.2.4 - A Club may be declared inactive if it has not complied with the requirements of section 2.2.2.3 by the start of the Annual Board of Governors Meeting. An inactive Club shall not bid, sponsor, sanction or participate in society events. Individuals may not join USOA as Affiliated Members through an inactive Club. Before the start 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

Section 2.3 - 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 affirmative approval of the Board of Governors.

### 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 USOA present and/or represented having one vote. It shall review the actions of the Executive Committee, Sports Commission and Board of Governors. All USOA meetings may be in person, virtual or a combination of both.

Section 3.1.2 - Meeting notice shall be given not less than 60 days in advance to all members by the Executive Committee. When possible, the meetings of the Sports Commission, Board of Governors, and Membership shall follow each other in that order.

Section 3.1.3 - Except as otherwise herein specified, all items of business which appear on the distributed agenda of the Membership Meeting shall require a simple majority of members sitting in quorum to pass.

Section 3.1.4 - USOA Officers and Sports Directors elected by the Membership 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 USOA Council or Club, USOA Officers and Sports Directors.

Section 3.2.1.1 – The Board of Govenors has powers to conduct the affairs of USOA

Section 3.2.1.2 - The Board of Governors shall establish the USOA dues structure by a simple majority vote of Board members sitting in quorum.

Section 3.2.1.3 - All officers, directors, liasons and/or any special appointed positions will present a written or verbal report of their office to the Annual Board of Govenors meeting. The report is considered the minimal requirement of each office.

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. To allow a reasonable opportunity for members to participate, meetings may be held in person and/or virtually.

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 of Governors members, or 4) fifty percent of the Membership.

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

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

Section 3.2.6 - Notice of a Board of Governors meeting shall be distributed to all members of the Board no later than thirty (30) days prior to the meeting date. The Agenda and supporting documents may be so distributed and/or posted to the USOA Website.

Section 3.2.7 - Except as otherwise herein specified, all items of business which appear on the distributed agenda of the Board of Governors shall require a simple majority of Board members sitting in quorum to pass.

### Section 3.3 Executive Committee

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

Section 3.3.2 - The Executive Committee shall be responsible for the daily affairs of USOA. They shall be responsible to the Board of Governors and USOA membership. Except as otherwise herein specified, the Executive Committee shall have and may exercise all powers of the Board of Governors, subject to the Board's review and the final authority of the USOA Membership.

Section 3.3.3 - An Executive Director may be appointed by the President with the approval of the Executive Committee. The Executive Director 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 USOA 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 - Sports Commission

Section 3.4.1 - The Sports Commission shall be composed of the Elected Officers and the Elected Sport Directors of USOA. It shall govern the Sports of USOA.

Section 3.4.2 - The Sports Commission shall be responsible for all affairs between USOA, World Underwater Federation (CMAS) and the United States Olympic and Paralympic Committee (USOPC) and is responsible to the Executive Committee, the Board of Governors and USOA Membership.

Section 3.4.3 – The Sports Commission shall act as a review board for all sports grievances and non-competition protests.

Section 3.4.4 - The Sports Commission shall maintain the USOA Standardized Competitive Rules.

Section 3.4.5 - Any Sports Commission member(s) not present at the annual Sports Commission meeting may be represented, upon written proxy, by another member of the Commission.

## ARTICLE IV - OFFICERS and DIRECTORS

### Section 4.1 - Elected Officers

Section 4.1.1 - President. The President of USOA shall preside at all meetings of USOA. The President shall exercise general supervision over the affairs of USOA and assure 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 USOA Membership. Unless otherwise provided for, the President, with approval of the Executive Committee, shall appoint committees, their chairperson and fill all vacancies in elected and appointed positions, including a failure to elect.

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

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

Section 4.1.4 - Treasurer – The Treasurer shall receive and be responsible for all funds and securities owned or held by USOA and keep a full and accurate record and account for USOA; shall deposit or cause to be deposited, to the credit of USOA, all money, funds and securities in a bank or other depository as the Executive Committee shall establish; and shall disburse or supervise the disbursement of the funds of USOA as shall be properly authorized by the approved budget or the Executive Committee.

Section 4.1.4.1 - The Treasurer shall make financial reports as required by section 6.3.

Section 4.1.4.2 - The Treasurer shall make USOA’s records available for review by the Executive Committee and/or the Board of Governors.

Section 4.1.4.3 - At the annual meetings, the Treasurer shall present the expected general income and expenses and the expected restricted income and expenses for the current year specifically noting expected income/expenditures for the year’s international participations.

Section 4.1.4.4 - The Treasurer shall present at the annual Board of Governors meeting a proposed budget for the coming year's anticipated receipts and expenditures.

Section 4.1.4.5 - The Treasurer may be bonded at the expense of USOA in an amount to be determined by the Board of Governors.

## Section 4.2 - USOA Regions

Section 4.2.1 The regions are as defined as the following:

NORTHEAST -	Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, Virginia, and the District of Columbia);
SOUTHEAST -	Alabama, Florida, Georgia, Louisiana, Mississippi, North Carolina, South Carolina, southern Texas, Puerto Rico, and the US Virgin Islands;
INLAND -	Arkansas, Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, Oklahoma, South Dakota, Tennessee, West Virginia, and Wisconsin
NORTHWEST -	Alaska, northern California (from Monterey area north), Idaho, Montana, Oregon, Washington, and Wyoming;
SOUTHWEST -	Arizona, southern California (south of Monterey), Colorado, Hawaii, Nevada, Utah, New Mexico, Texas and the Pacific Trust Territories.

Section 4.2.2 - The Regions may be redefined by the Board of Governors at their annual meeting by a simple majority vote of Board members sitting in quorum.

## Section 4.3 - Elected Sport Directors and their Committees

Section 4.3.1 - Each USOA competitive sport shall have an elected Sport Director.

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

Section 4.3.3 - Each USOA 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 Sports Commission.

Section 4.3.4 - Each Competitive Committee shall adopt a set of operating Rules, acceptable to the Sports Commission, governing the actions and activities of the specific Committee.

Section 4.3.5 – The USOA Standardized Competitive Rules outline the common responsibilities and obligations of each Committee.

Section 4.3.6 - Competitive Committees and their Directors shall operate and be governed by the USOA Standardized Competitive Rules and USOA Bylaws.

Section 4.3.7 - USOA sports competition eligibility requirements shall not be more restrictive than those of CMAS with the exception that all competitors breathing air or other gases under pressure shall require an appropriate certification.

#### 4.4 - Standing Committees, Chairpersons and Liaisons

Section 4.4.1 - The President, with the approval of the Executive committee, may appoint, but is not limited to, the following standing committees and their chairpersons: Catch Records, Competitive Awards, Diver Environment, Insurance, Legislation, Publications, Physically Impaired Divers, Public Relations, Safety, Search Recovery, Artificial Reefs and Water Quality, Membership, International Teams.

Section 4.4.2 - The President may appoint, with the approval of the Executive Committee, Liaisons to the following: CMAS, the United States Olympic and Paralympic Committee (USOPC), Academy of Underwater Arts and Sciences (NOGI) and Women Divers Hall of Fame (WDHOF).

### ARTICLE V - CONDUCT OF SOCIETY BUSINESS

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

Section 5.2 - Quorum - At any meeting of the Sports Commission, Board of Governors, or Membership, a minimum of twenty-five percent (25%) of the membership of the body shall represent a quorum. The Executive Committee shall always require a majority vote of its full members.

Section 5.3 - Voting - Prior to the conduct of any business, the President shall appoint a credentials committee to validate the proxies and/or electronic ballots 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 USOA, unless otherwise herein specified, is entitled to one vote in the conduct of USOA's business. Each member may vote in person, by electronic means if available 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 Vice President, unless instructions to the contrary are filed with the Credentials Committee.

Section 5.3.5 - Councils and Clubs may delegate their representation and voting authority by written proxy. Any USOA member in good standing may be designated to carry and vote such proxy or proxies.

Section 5.3.6 - Should the Annual Meetings be held in the first three (3) months of any year, USOA shall use the previous year voting power. If not held in the first three months, the Executive Committee shall establish a membership cut off date at least 30 days prior to the proposed meetings.

Section 5.3.7 – Councils, Clubs or members voting by mail, email, electronic ballot, and/or virtually shall be counted as present for the purpose of constituting a quorum on the particular question on which they vote. Resolutions passed under circumstances wherein the majority of those voting is by USPS 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 5.3.8 – Virtual meeting of USOA shall require teleconferencing or video teleconferencing which allows all participants to hear and speak to each other.

#### Section 5.4 - Elections

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

Section 5.4.2 - Nominations - Nominations for USOA Officers may be made by any USOA member in good standing. Nomination and a short resume will be sent to the Secretary along with any other agenda items for the Annual Board of Governors meeting no later than forty-five (45) days prior to the meeting date.

Section 5.4.3 - Term of Office - All elected Officers and Competitive Directors of USOA 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. A Director or Officers may continue to serve until a successor is elected or appointed. All other Directors, Liaisons and Representatives serve at the pleasure of the Executive Committee.

Section 5.4.4 - Election Rotation - The Offices of President and Treasurer, and the Directors of Skindiving and Fin Swimming shall be elected in even numbered years. The Offices of Vice President and Secretary, and the Directors of 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 USOA's Annual Meetings, or 4) by a simple majority vote of the Board of Governors sitting in quorum at their annual meeting.

### ARTICLE VI - EXPENDITURE OF FUNDS

Section 6.1 - Expenditure of Budgeted Funds - The Treasurer expends funds for budgeted and specifically authorized purposes. In the absence of the Treasurer, the President and Vice-President shall also be authorized to expend such funds.

Section 6.2 - Unbudgeted Expenditures - Any expenditure, not allocated within the budget or a specific authorization, and in excess of two hundred fifty dollars (\$250.00) must be approved by a majority vote of the Executive Committee.

Section 6.3 - Financial Reporting - All USOA Officers, Directors and any others collecting and/or paying out of any USOA funds shall report their income and/or expenditures of USOA funds to the Treasurer not more than 30 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 annually to the Board of Governors-

### ARTICLE VII - UNITED STATES OLYMPIC AND PARALYMPIC COMMITTEE

Section 7.1 - USOPC 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 and Paralympic Committee Constitution and Bylaws.

Section 7.2 - Other National Governing Bodies - No USOA elected or appointed Officer or Director may be an officer of another amateur sports organization recognized as a National Governing Body by the United States Olympic and Paralympic Committee.

### ARTICLE VIII – INDEMNIFICATION

Section 8.1. In General - Subject to Section 8.2 hereof, USOA shall indemnify and make advances to each person who is or was a director, officer, or employee of USOA, or a member of any committee, to the full extent permitted by law.

Section 8.2. Limitation on Indemnification - Indemnification pursuant to Section 8.1 hereof shall be for the sole and exclusive benefit of the person expressly identified therein, and no other person, corporation, or legal entity of whatever nature shall have any rights there under by way of voluntary or involuntary assignment, subrogation, or otherwise.

Section 8.3. Insurance - USOA may provide, maintain, and pay for insurance on behalf of any person indemnified pursuant to Section 8.1 hereof.

#### ARTICLE IX - AMENDMENT

The BYLAWS of USOA may be amended by a simple majority vote of the USOA membership represented at the Annual Membership Meeting, provided notice of the proposed change(s) shall have been distributed to the Board of Governors thirty days in advance of the meeting.

Adopted 1985 Amended 5/1986, 3/1987, 4/1988, 1/1989, 1/1993, 3/2005 Revised 1/1990, 3/2017, 10/2020, 10/2022