

Article I: Purpose and Powers of the Corporation.

The Cave Diving Section of the National Speleological Society, Inc. (NSS-CDS) possesses and may exercise all lawful corporate powers required to promote the missions of the National Speleological Society, Inc. (NSS) and the Cave Diving Section (CDS). These include public education, furthering of member interests in conservation, exploration, the scientific investigation of underwater caves, and the education of divers in the knowledge and practice of safe cave diving. The NSS-CDS should be an active participant in the advancement and promotion of technology to improve cave diving.

Article II: Membership

A. General Qualifications.

Membership in the NSS-CDS shall be open to all interested persons and shall consist of two types: NSS-CDS and CDS. NSS-CDS members in good standing and whose dues in both the NSS and the CDS are current shall enjoy all of the rights and privileges of membership in both organizations. CDS members in good standing and who are current in their dues solely with the CDS shall enjoy all of the rights and privileges of membership in the CDS only and be defined as a partial member.

B. Classes of Members.

1. Individual Membership

a) Regular

- i) Can vote in any election brought before the membership
- ii) Can hold office if meets other qualifications
- iii) Can participate in any NSS-CDS function
- iv) Receives Underwater Speleology (UWS)

b) Associate (17 and under)

- i) Not allowed to vote
- ii) Cannot hold office
- iii) Can participate in any NSS-CDS non-diving activity
- iv) Receives UWS

c) NSS-CDS Life (One-time payment).

- i) Can vote in any election brought before the membership
- ii) Can hold office if meets other qualifications
- iii) Can participate in any NSS-CDS function
- iv) Receives UWS
- v) Must be a Life member of the National Speleological Society (NSS)

d) CDS Partial Membership

- i) Can vote in any election brought before the membership
- ii) Can hold office if meets other qualifications and joins the NSS
- iii) Can participate in any CDS function
- iv) Is not eligible to dive any NSS owned properties that are managed by the NSS-CDS

- v) Will not be eligible to receive any merchandise discounts offered to full members of the NSS-CDS
- vi) Receives UWS

2. Family Membership

Family members have the privileges of individual membership, but do not receive publications. To qualify for the family discount, Family members must reside at the same address, and pay dues collectively.

- a) Family Regular (18 or older)
 - i) Can vote in any election brought before the membership
 - ii) Can hold office if meets other qualifications
 - iii) Can participate in any NSS-CDS function

- b) Family Associate (17 and under)
 - i) Not allowed to vote
 - ii) Cannot hold office
 - iii) Can participate in any NSS-CDS non-diving activity

- c) Family NSS-CDS Life (Must be living with a Life member. One-time payment)
 - i) Can vote in any election brought before the membership
 - ii) Can hold office if meets other qualifications
 - iii) Can participate in any NSS-CDS function
 - iv) Must be a current Family Life member of the National Speleological Society (NSS) (1) If no longer living with a life member, can convert to Individual Life by paying difference in fees (both NSS and NSS-CDS). (2) Upon death of the Individual Life member, Family Life membership(s) convert to Individual Life at no charge.

C. Meetings and Voting Privileges of Members.

1. The annual meeting of the membership shall be convened during the annual workshop at a time and place determined by the Board of Directors (BOD), or in the event that an annual workshop may not be convened, during the quarterly board meeting scheduled in May/June.

2. Special meetings of the membership may be called by the chair or by a majority of the directors. Election of directors may occur without convening a meeting. The presiding director (chair or vice chair) shall conduct all meetings of the membership in accordance with Robert's Rules of Order Revised to promote the business of the membership.

3. Notice of the date, time, place and agenda of the annual meeting or of a special meeting of the membership must be given to the membership either in the NSS-CDS publication of general membership circulation, or by posting on the NSS-CDS website, at least fifteen (15) days before the meeting occurs. Attendance of a member at a meeting, either in person or by proxy, constitutes waiver of notice and waiver of any objection to the place, time or manner in which it has been called or convened, unless the member attends the meeting solely for the purpose of stating, at the beginning of the meeting, every objection to the transaction of affairs.

4. Ten percent (10%) of the current membership in good standing present in person and by teleconference constitutes a quorum for the conduct of business at a meeting.

5. A member may vote in the election of directors. Proxy voting is prohibited. If a quorum is present when a vote is taken at a membership meeting, the affirmative vote of a majority of members present is the act of the membership.

D. Expulsion of Members

1. A member not exempt from paying dues shall be automatically dropped for failure to pay.

2. By a unanimous vote the Board of Directors (BOD) may expel a member for behavior deemed inconsistent with the mission of the NSS-CDS or the NSS. A member subject to expulsion is entitled to a private hearing before the BOD.

Article III: Board of Directors

A. Number and Terms.

NSS-CDS shall be governed by a board of directors consisting of seven (7) members elected by the membership for a term of two (2) years or appointed to fill a vacancy as provided below. No board member may serve more than three (3) consecutive terms with a lifetime limit of six terms or twelve years, whichever comes first.

B. Qualifications.

Serving directors must be members in good standing with the NSS-CDS prior to being nominated for a directorship. Other candidates must be members in good standing with the NSS-CDS or the CDS for at least one (1) year prior to being nominated for a directorship. The training director (TD) and future candidates for TD must also be current and active NSS-CDS instructors in good standing.

C. Election of Directors.

Six (6) directors shall be elected by the general membership of the NSS-CDS and the CDS: three (3) each year, will be elected, for a term of two (2) years. The training director shall be elected every other year by current and active NSS-CDS cave and cavern diving instructors in good standing. The election of new directors shall be conducted annually as follows:

1. On or before six (6) months prior to the annual membership meeting, the chair of the NSS-CDS shall appoint a nominating committee consisting of three (3) or more NSS-CDS and/or CDS members in good standing responsible for identifying candidates for election to the board of directors.. No sitting director shall be a member of this nominating committee, and no member of the nominating committee may become a candidate for a directorship in that election. The nominating committee solicits and unconditionally accepts all candidates, without screening, except to ensure the candidate is a member in good standing.

2. On or before five (5) months prior to the annual membership meeting, the chair of the NSS-CDS shall appoint a fair and impartial administrator of the election. The administrator of the election need not be an NSS-CDS member or employee. No sitting director or NSS-CDS

employee may serve as administrator of the election, and no administrator of the election may become a candidate for a directorship in that election.

3. On or before four (4) months prior to the annual membership meeting, the nominating committee shall solicit recommendations for nominees from the NSS-CDS and CDS membership through a publication of general membership circulation, NSS-CDS website, social media, or by direct mailing. The request shall include an address for returning a nomination.

4. On or before fourteen (14) weeks prior to the annual membership meeting, the nominating committee shall select and submit to the administrator of the election a list of qualified nominees.

5. On or before twelve (12) weeks prior to the annual membership meeting, each nominee shall submit to the administrator of the election a candidate-platform statement of size and format determined by the administrator of the election.

6. On or before ten (10) weeks prior to the annual membership meeting, the administrator of the election shall announce when voting commences and ends on the NSS-CDS website. All voting will be done electronically.

7. Completed ballots must be received by the administrator of the election on or before two (2) weeks prior to the annual membership meeting, in order to qualify as a legal vote.

8. All candidates shall be notified of the election results within seven (7) days after the close of the election.

9. At the next meeting of the board, candidates who received the highest total number of votes shall be seated in place of the outgoing directors and will begin their terms as directors. These members must be current NSS-CDS members before being seated. At this meeting, outgoing board members shall turn over all NSS-CDS materials and files in their possession to the newly elected board.

D. Powers and Duties of Directors.

The board of directors may exercise all corporate and emergency powers authorized by law to fulfill the mission of the NSS-CDS. Those powers include, but are not limited to:

1. Assessing and collecting dues and late fees;
2. Conducting workshops, seminars, and other programs including specifically an annual workshop.
3. Publishing, selling and distributing books, booklets, information matter and other items;
4. Purchasing goods, services and interests such as real property with title and benefit vesting in the NSS-CDS;

5. Adopting policies binding on the membership related to the mission of the NSS- CDS;
6. Soliciting donations and using funds for purposes consistent with the mission of the NSS-CDS;
7. Accepting money, services, tangible and intangible goods and interests in real property for purposes consistent with the mission of the NSS-CDS;
8. Promoting and encouraging the membership and the public to act in a manner consistent with the mission of the NSS-CDS.

E. General Standards for Directors

1. An NSS-CDS director shall discharge his or her duties as a director, including his or her duties as a member of a committee, in good faith, with the care that an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner s/he reasonably believes to be in the best interests of the NSS-CDS. Directors shall conduct all business affairs with professionalism and at all times seek to promote the best interests of the NSS-CDS.. integrity in a courteous, respectful and businesslike manner, with due regard for protecting confidentiality and other corporate interests in litigation, in threats of litigation, in personnel matters, and in sensitive financial matters.
2. In discharging his or her duties, a director may solicit the perspective of third parties, assuming that those solicited are deemed competent and worthy of confidence.
3. All directors shall, within one month of assuming a position on the BOD, read in its entirety the Florida Statutes which govern Not For Profit Corporations: Title XXXVI Business Organizations, Chapter 617, Corporations Not For Profit and Florida statutes 810.13 on Cave vandalism and related offenses.

F. Compensation and Loans.

Directors shall serve without compensation, but directors shall be reimbursed for any reasonable out-of-pocket expenses incurred on behalf of the corporation. Such expenditures must first be authorized by the NSS-CDS budget, or by the chair, or by the BOD. No loan shall be made by the NSS-CDS to a director at any time for any purpose.

G. Meetings of the Board of Directors.

1. Regular Meetings. Regular meetings of the BOD shall be convened a minimum four (4) times per year at times and places determined by the board.
2. Special Meetings. Special meetings of the board may be convened by the chair, or by a majority of the directors, or by one-eighth (1/8) of the membership filing a written petition signed by them and stating the purpose for the board meeting. The petition shall be submitted to an officer of the NSS-CDS. This meeting shall be held within 45 days of the receipt of the petition.
3. Open Meetings. All meetings of the board shall be open to the NSS-CDS membership, except for that business pertaining to threatened or pending litigation, personnel or sensitive financial matters which may, at the sole discretion of the chair or by a majority vote of the directors

present, be recessed to a closed session for deliberation and decision. Any NSS-CDS or CDS member may address the BOD at any open meeting. It is requested but not required that the member submit his/her request in writing to the chair to place on the agenda.

4. Quorum and Voting. Four (4) directors constitute a quorum of the BOD. An affirmative vote of four (4) directors is required for approval of any business matter.

5. Meeting Procedures. The presiding director (the chair or in his or her absence or disability, the vice chair) shall conduct all board meetings in accordance with the current edition of Robert's Rules of Order. These Rules shall be used to conduct all board meetings and the business of the NSS-CDS in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the NSS-CDS may adopt.

6. Notice to Members. Notice of the date, time and place of any meeting (regular quarterly or special) of the BOD may be given to the membership either in an NSS-CDS publication of general membership circulation, or by posting on the NSS-CDS website, at least fourteen (14) days before the meeting occurs.

7. Notice to Directors. Notice of the date, time and place of the quarterly meetings or a special meeting of the BOD shall be given to the directors by telephone, e-mail or U.S. Postal Service, orally communicated or posted at least fourteen (14) days before a meeting.

8. Distribution of Agenda and Materials. The agenda and all significant materials pertaining to action items on the agenda should, be distributed to each director at least fourteen (14) days prior to any meeting.

9. Appearance and Participation by Directors. A director may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

10. Waiver of Notice and Objection. Attendance of a director either in person or by simultaneous hearing, constitutes waiver of notice and waiver of any objection to the place, time or manner in which the meeting has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of affairs because the meeting is not lawfully called or convened.

11. Actions Without A Meeting. Board approval of business matters may be conducted entirely by mail, teleconference or electronic means of communication when deemed necessary. Material to be reviewed must be distributed to members of the BOD prior to tabulating decisions. Decisions should be sent to the Secretary for tabulation. A minimum of four (4) affirmative votes from the directors shall be necessary to approve such business.

H. Resignation or Removal

1. A director may resign at any time by delivering written notice to the BOD, the chair or the corporation Board of Directors. A resignation is effective when delivered unless it specifies a later effective date.

2. Any member of the BOD may be removed from office with or without cause by the vote or agreement in writing of a majority of the membership. The notice of a meeting of the members to remove a director or directors shall state the name of each specific director sought to be removed. If more than one director is being voted on for removal, there must be a separate vote for each board member sought to be removed. Where removal is sought by written agreement, a separate agreement is required for each board member to be removed. If removal is effected at a meeting, any vacancies created thereby shall be filled by the members at the same meeting.

3. A member of the may BOD be removed for and with cause. Among reasons for removal for cause are:

- a) A director has been convicted of, or pleading guilty or no contest to, a felony offense or a criminal offense involving moral turpitude, or
- b) A director has been declared to be of unsound mind by final order of a court, or
- c) a director has been absent from two (2) consecutive regular quarterly meetings without prior notice, or
- d) A director has violated the General Standards in Art. III.E.1

4. No removal of a director by the BOD shall be effective until the board has provided notice of the impending removal to that director, and has afforded that director an opportunity to be heard on the matter.

5. A director who has resigned or been removed shall deliver within 72 hours of resignation or removal all records, files, and NSS-CDS property/materials in his/her possession to the chair or vice-chair if the chair is not available.

I. Filling a Vacancy.

1. If a vacancy occurs thirty (30) days or less after the regular annual meeting of the BOD for installation of new directors, it shall be filled by the candidate who received the highest number of votes among candidates not elected to vacancies created by expiring terms. If a vacancy occurs more than thirty (30) days after the regular annual meeting, it shall be filled by the affirmative vote of a majority of the remaining directors, even if the remaining seated directors constitute less than a quorum.

2. A director elected or appointed to fill a vacancy shall be elected or appointed for the remainder of the term of his or her predecessor in office.

Article IV: Officers

A. Required Officers.

The officers of the corporation shall include a chair, a vice chair, a secretary, a treasurer, two (2) program directors, and a training director. At the annual meeting of the directors, these officers shall be appointed by the BOD from among its members. Two officer positions may be combined and filled by a single director. In the performance of their executive duties, NSS-CDS officers shall be held to the General Standards in Art. III.E.1.

B. The Chair.

The chair is the chief executive officer of the corporation, and shall perform the following duties.

1. Call and conduct meetings of the membership and of the BOD,
2. Prepare and distribute to the board an agenda and materials for BOD meetings,
3. Supervise, direct and coordinate the vice chair, secretary, treasurer, program directors and administrative manager to achieve timely and efficient performance of their respective duties,
4. Draft or process correspondence on behalf of the corporation,
5. Appoint with BOD approval coordinators of committees,
6. Create other committees and programs, and appoint coordinators and members as needed by the chair. Actions are subject to approval by the BOD.
7. Authorize expenditures from previously allocated funds by the BOD,
8. Prepare and present at the annual meeting of the membership a summary of NSS-CDS activities during the prior year and the future goals of the NSS-CDS or published as a "State of the NSS-CDS" article in the UWS and on the NSS-CDS website,
9. Employ, supervise and direct an administrative manager and other employees authorized and budgeted by the BOD,
10. Supervise and direct an editor for the NSS-CDS magazine or publication for general membership circulation,
11. Assign standing-program oversight duties to the program directors,
12. Appoint a corporate registered agent at a registered office,
13. Ensure all reports, forms and documents required by law to maintain the corporation are current and are in good order with the State of Florida,
14. Obtain and direct professional services necessary to conduct all corporate business subject to the approval of the BOD, and

15. Perform all other duties ordinarily assigned to a chief executive officer (CEO) in the conduct of corporation business affairs.

C. The vice chair.

The vice chair shall perform the following duties for the corporation:

1. Assist the chair in all duties of the chair as requested by the chair
2. Preside at meetings when the chair is absent or unable to perform the functions of that duty,
3. Act as NSS-CDS liaison to the NSS,
4. Supervise and direct the duties of the workshop chair, and
5. Perform other duties as assigned by the chair.

D. The Secretary.

The secretary shall perform the following duties for the corporation:

1. Retain and safeguard custody of the corporate seal, the certified articles of incorporation, and all original documents of NSS-CDS title in tangible and intangible property, real and personal,
2. Record minutes of all board meetings, including actions between meetings including all motions and resolutions, identifying moving parties and seconds, and describe the vote count by named directors,
3. Compose and deliver a draft of minutes for review by all directors within fourteen (14) days following the recess or adjournment of a board meeting,
4. Record minutes of all membership meetings, restating all motions and resolutions, identifying moving parties and seconds, and describing the vote count by tallied numbers,
5. Direct the publication of approved minutes of board meetings, and written consents to actions by directors without a meeting, in an NSS-CDS publication of general membership circulation at the first publication date following approval of the minutes by the board or the signing of the written consent by the last board member, to be published on the NSS-CDS website,
6. Maintain the following records in written form or in a form capable of being converted to written form in a timely manner:
 - a) The articles of incorporation and all amendments to them currently in effect,
 - b) The bylaws and all amendments to them currently in effect,
 - c) A record of members in a form that permits a working electronic membership database record that includes names and addresses of each NSS-CDS member in alphabetical order by class of voting member and membership expiration date for both the NSS and CDS as applicable,

- d) The minutes of all members' meetings and records of all actions taken by members without a meeting for at least the past three (3) years,
- e) Written communications to all members generally within the past three (3) years, including the financial statements furnished for the past three (3) years,
- f) The minutes of all meetings of the BOD and records of all actions taken by the board without a meeting for at least the past three (3) years,
- g) A record of all actions taken by a committee of the board acting in place of the board, and
- h) The most recent annual report delivered to the Florida Department of State as required by law.

7. Facilitate inspection of corporate records by NSS-CDS members and others as required by law, and perform all other duties ordinarily assigned by the chief executive officer to the secretary of a corporation.

E. The Treasurer.

The treasurer shall perform the following duties for the corporation:

1. Prepare an annual draft budget for consideration and adoption by the BOD at the first regular quarterly meeting of the new calendar year,
2. Prepare supplemental draft budgets for consideration and adoption by the BOD as required throughout the fiscal year,
3. Monitor, supervise and direct administration of income and expenses in compliance with the annual budget approved by the BOD,
4. Prepare and file in a timely manner any documents required by law to maintain the tax-exempt status of the NSS-CDS,
5. Supervise and direct payment of all fees in a timely manner to maintain the corporate status and the tax-exempt status of the NSS-CDS in good standing with all state and federal agencies,
6. Supervise and direct payment of all due and owing invoices, periodic payments and other NSS-CDS debts in a timely manner,
7. Supervise and direct timely and accurate reconciliation of all corporate checking, savings and investment accounts,
8. Develop and maintain detailed accounting records in written form or in another form capable of conversion to written form in a timely manner,
9. Prepare and present at every regular quarterly meeting of the BOD an accurate and complete financial reports for the current fiscal year to date,

10. Prepare and present for board approval a complete financial report of actual receipts and expenditures during the preceding fiscal year. This should be done in sufficient time for presentation at the next regular annual meeting of the membership,

11. Prepare and present other financial reports as requested by the chair or the BOD.

F. Program Directors.

The chair shall assign specific committees to one of the specific program directors for performance of the following duties:

1. Identify and recommend to the chair candidates suitable to coordinate each assigned committee
2. Assist in the training and development of new appointees to each assigned committee
3. Set goals for, encourage, and supervise the activities and the progress of each assigned committee
4. Report status of all committees to the BOD at quarterly meetings,
5. Act as the liaison between each assigned committee and the BOD,
6. Ensure that the coordinators for each committee provide the chair with a written status report in sufficient time prior to each annual membership meeting to enable the chair to integrate a summary of that report into his or other report to the membership.
7. Will assist members in pursuing new project applications, and gather reports for ongoing projects for quarterly meetings of the BOD.

G. The Training Director.

The training director shall perform the following duties for the corporation:

1. Appoint and chair a training committee consisting of not less than five (5) NSS-CDS current instructors in good membership standing with the NSS-CDS. The training committee shall convene once a quarter, and the chair shall submit the training committee meeting minutes to the BOD at the next BOD meeting. The training committee shall adhere to the training committee operating policies and procedures as approved by the BOD.
2. With the assistance of the training committee, the training director shall annually prepare and report to the BOD for approval of,
 - a) standards and procedures for cave and cavern diving courses of instruction,
 - b) criteria for the certification and disciplining of cave and cavern diving instructors,
 - c) standards and procedures for instructor evaluation institutes, and
 - d) administrative matters relating to the dive training programs of the NSS-CDS.

The annual report shall include a summary of active instructors, their teaching levels, their renewal qualifications and teaching liability insurance information.

3. Plan at least one (1) instructor evaluation institute each year for instructor certification and oversee all institutes either directly or indirectly through the appointment of an instructor examiner for that institute.
4. Oversee, with the assistance of the training committee, the Instructor Development Program to enhance NSS-CDS instruction through mentoring and peer review.
5. Oversee the issuance of training completion materials to divers successfully completing NSS-CDS training courses.
6. Conduct quality assurance inquiries into the compliance of NSS-CDS instructors with standards and procedures, ethical standards, and safe and professional teaching practices when appropriate.
7. Initiate disciplinary hearings before the training committee when appropriate, with reporting to the BOD; and facilitate appeals of disciplinary action by the training committee to the BOD when appropriate.
8. Report to the BOD at each meeting a summary of training activities broken down by levels of training.
9. Maintain a permanent historical record of all instructors past and present, either in electronic and/or paper form with copies to safeguard the information.

H. Board Emeritus Position.

This position is a non-voting member of the BOD chosen by the BOD or the chair for a two (2) year term. This position is held by a former chair and is allowed to attend meetings and advise. This is an optional position.

Article V: Committees

A. The chair shall appoint, with board approval, NSS-CDS or CDS members to serve as committee coordinators and members of committees to work under the supervision of its coordinator. All appointees to committees serve at the pleasure of the chair. At least two weeks prior to the annual membership meeting, all coordinators of committees shall provide to their respective program directors a written report of the activities of their respective programs during the past year.

B. The following permanent committees shall be established and remain active each year:

1. Media Committee.

This committee shall provide media communications with the NSS-CDS membership and with the public, including compiling and distributing a journal containing articles and information pertaining to underwater cave safety, education, conservation, exploration and science, and containing reports and information pertaining to the business affairs of the NSS-CDS.

2. Workshop Committee.

This committee shall organize and administer workshops and seminars, including at least one general membership workshop convened each year to better understand underwater cave safety, education, conservation, exploration and science.

3. Safety Committee.

This committee shall develop and recommend to the board policies and programs for safe cave diving, and shall develop and distribute signage, line, navigational markers and other printed materials promoting safe cave diving, subject to the approval of the BOD.

4. Accident Investigation Committee.

This committee shall investigate, analyze and report underwater cave-related incidents that result in near misses, injury or death, including assessing causes when practicable, developing a statistical database over years, and maintaining an archive of reports for periodic accident analyses.

5. Cave Map Files Committee.

This committee shall solicit and collect from credible sources all maps, notes, publications and other materials describing underwater cave features and characteristics, organize and archive such information in a safe and secure location, and disseminate information to NSS-CDS members and others pursuant to guidelines established by the board.

6. Conservation Committee.

This committee shall develop educational materials pertaining to underwater cave conservation, shall delineate of anthropogenic threats to the natural features of underwater caves, and propose means of conserving underwater caves.

7. Scientific Investigations Committee.

This committee shall solicit and gather scientific information from credible sources including publications and studies and researchers, shall maintain a bibliography and library of current and completed scientific studies and reports on underwater caves, and shall assist NSS-CDS members in organizing and implementing valid scientific investigations during cave-diving expeditions and exploration.

8. Awards Committee.

This committee shall oversee the awards of the NSS-CDS including, but not limited to, the Abe Davis Award, the Nicholson Award, the International Safe Cave Diving Award, and the Outstanding Service Award. It shall develop and present to the NSS-CDS BOD ideas and criteria for new awards. It shall maintain permanent records of awards, either in electronic and/or paper form, backed up to safeguard the information.

9. Landowner Relations Committee.

This committee shall promote and maintain relationships between the NSS-CDS and the landowner or property manager of a cave site. The coordinator of this committee will coordinate with members who will act as a liaison to the landowner or property manager. An NSS-CDS member will be assigned to each site. It is preferable that the member have an established relationship with the landowner or property manager. The committee chair shall advise the BOD about important matters regarding landowner relations.

10. IT Committee.

This committee shall help the webmaster with the design and maintenance of the NSS-CDS website. This committee recommends website improvements and provides information for changes.

11. Sump Diving Committee.

This committee shall provide safety information to sump divers and shall advise the NSS- CDS as to the needs of sump divers.

Article VI: Conduct of Business

A. Budgeting and Expenditures.

Any and all disbursement of NSS-CDS funds must be authorized beforehand in a budget approved by the board of directors. All contracts for goods or services shall be authorized beforehand in a budget approved by the BOD, and signed by the chair in his or her capacity as chief executive officer of the NSS-CDS.

B. Withdrawals from Corporate Accounts.

1. The administrative manager shall maintain and safeguard custody of all NSS-CDS checking, savings and investment accounts, and shall draft all checks and other documents of withdrawals or transfer of funds from any NSS-CDS corporate account to any other NSS-CDS account or any payee.
2. All checks and other documents of withdrawal (including secure electronic transfers) of funds from an NSS-CDS corporate account shall be signed (manually, or electronically) by two (2) officers of the corporation, from among the chair, vice-chair, secretary and treasurer, provided however that the BOD may allow from time to time withdrawals of not more than a specified amount with only one (1) signature of an officer of the corporation. The BOD may authorize the payment of reoccurring expenditures, not to exceed \$150.00 each, with a single signature of an officer (chair, vice-chair, Secretary or Treasurer) as authorized by the Board of Directors.
3. The chair may be granted discretionary spending power not to exceed an amount per quarter, determined by the board annually. Expenditures shall be accounted for to the board on a quarterly basis.

C. Corporate Employees and Contract Services.

The chair shall hire or contract for the services of an administrative manager and such other positions in the corporation as the board of directors may authorize through budgeting from time to time. Persons holding these positions serve at the pleasure of the chair unless the terms of employment or a service contract provides otherwise. The chair may delegate to these corporate employees and service contractors the administration of the business affairs of the NSS- CDS, including but not limited to such matters as the maintenance of a membership database and the processing of routine correspondence, merchandise orders, and certification cards.

Article VII: Amendments

These bylaws may be modified or amended by approval of two-thirds ($2/3$) of the members who return ballots in the election on the matter, provided at least one-fifth ($1/5$) of the combined total NSS-CDS and CDS membership in good standing has cast ballots in the election on the matter. Notice of proposed amendments to the bylaws must be presented to the members a minimum of sixty (60) days before ballots are made available. Amendments may be proposed by the BOD or by written petition of one-eighth ($1/8$) of the membership in good standing.