

USAA By-Laws

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Article 1 – Name

1.1 Name

* a) The name of this non-profit corporation shall be; “United States Apnea Association”.

* b) The abbreviation shall be (USAA).

1.2 Corporation Maintenance Rules

* a) The USAA shall not carry out any activity not permitted non profit corporations governed by Internal Revenue Code Section 501 (c) (3).

* b) The USAA shall maintain books and records, minutes of the proceedings of its members, board of directors, and any committee having authority of the board of directors. USAA shall keep a record of the names and addresses of its members entitled to vote.

* c) A USAA Corporation annual report shall be filed with the state of Hawaii on or before June 30th of each year and shall reflect the state of the USAA Corporation’s affairs as of April 1 of the year filed.

* d) The initial by-laws shall be adopted by the USAA incorporator or the USAA board of directors.

* e) The USAA Corporation shall have resident Agent.

* f) The USAA is a gender neutral corporation. As used in these by-laws the pronouns used mean and includes masculine or feminine.

* g) These USAA by-laws may be amended by a simple majority vote of the board of directors then constituted.

1.3 Terms & Definitions

* a) "Corporation" means United States Apnea Association.

* b) "United States Apnea Association" means USAA.

* c) "Directors" mean the directors of the USAA Corporation, acting as a whole body.

* d) "Member" means a USAA member in good standing of the Corporation.

* e) "By-laws" means these by-laws.

* f) "AGM" means the annual general meeting of the USAA Corporation.

* g) "General meeting" means a meeting of the USAA members of the USAA Corporation, and includes the AGM.

* h) "Special resolution" means a resolution of which notice has been given to all USAA members, approved by more than half of the USAA members present at a USAA general meeting.

Article 2 – Mission and Purpose

2.1 – Mission Statement

* a) The mission of the United State Apnea Association, (otherwise known as USAA), is to promote and develop Freediving or breath-hold diving as an amateur sport, both recreationally and competitively within the United States and abroad.

2.2 – Purpose

* a) The purpose of the United States Apnea Association, (otherwise known as USAA), is to provide information, education and events in the United States to further grow the sport of freediving.

2.3 – Statements

* a) No substantial part of the activities of the USAA Corporation shall be for the purpose of carrying on propaganda or otherwise attempt to influence legislation. None of the activities of the USAA Corporation shall consist of participating in or intervening in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

* b) No part of the net earnings of the USAA Corporation shall benefit privately any individual or member of the USAA. Upon desolation of the USAA Corporation, after all liabilities are paid the remaining assets will be distributed to a non profit of the USAA board of directors choosing.

Article 3 – Membership

3.1 – Regular Member

* a) Regular membership in the USAA Corporation is limited to individual persons interested in furthering the mission and purpose of the USAA Corporation, and consists of anyone whose application and payment for admission as a USAA member has been approved by the USAA board of directors.

* b) Each USAA member in good standing shall have 1 vote.

* c) All members of USAA must uphold the by-laws of the USAA Corporation.

* d) It is the responsibility of each USAA member to notify the keeper of the USAA books and records of any change in name, address, telephone, email, etc.

* e) A USAA member becomes a USAA member not in good standing upon failure to pay membership dues by the 31st day of January each year.

* f) A USAA member can only be expelled by a vote of the USAA board of directors upon receipt of a brief statement and rebuttal statement as to why it is believed member should be expelled.

* g) A USAA member ceases to be a USAA member upon being a USAA member not in good standing for 3 months, resigning in writing, death, or being expelled.

* h) The amount of the USAA associate member fee will be set by the USAA board of directors.

3.2 – Associate Member

* a) A USAA associate member is limited to businesses, corporation, and other associations interested in furthering the mission and purpose of the USAA, and consists of anyone whose application and payment for admission as a USAA member has been approved by the USAA board of directors.

* b) The amount of the USAA associate member fee will be set by the USAA board of directors.

* c) A USAA associate member is a non voting USAA member.

* d) It is the responsibility of each USAA member to notify the keeper of the USAA books and records of any change in name, address, telephone, email, etc.

3.3 – Members' Meetings

* a) The USAA Annual General Meeting (AGM) must be held within 90 days after the end of the corporation's calendar year, in the city where the head office of the USAA Corporation is located or another city designated by the USAA board of directors and provide 30 days notice.

* b) The presence of 5 USAA members in good standing shall constitute a quorum at a USAA members' meeting. No business can be conducted at the USAA AGM without a quorum for the entire meeting.

* c) Issues brought to the USAA AGM may go out to the entire USAA membership for vote via simultaneous email, including nomination and vote of USAA directors must be received back with

in 5 days for vote to be counted. All votes will be decided by a simple majority.

* d) The USAA board of directors by vote will have authority to call special USAA membership meetings via simultaneous email for any purpose and provide 30 days notice.

* e) All USAA AGM meetings will have a report by each officer of the USAA, a report of the financial statements of the USAA, and any standing USAA committees. All AGM will have discussion of old business followed by discussion of new business.

* f) The USAA president, the vice-president, or in the absence of both, one of the other USAA directors present, must preside as chair of a general meeting.

* g) Subject to the Act and these USAA by-laws, Roberts Rules of Order will govern all USAA general meetings and proceedings of the USAA board of directors.

* h) A motion proposed at a USAA general meeting must be seconded, followed by discussion and then vote.

* i) In case of a tie vote the chair of a USAA general meeting who otherwise does not have a vote shall cast the tie breaking vote.

Article 4 – Board of Directors and Officers

4.1 – Composition and Terms

* a) The property and business of the USAA Corporation will be managed by the USAA board of directors. The applicant and first USAA board members are appointed by applicant to serve as first board until first USAA AGM.

* b) There must be at least 3 USAA directors and not more than 5 USAA directors.

* c) The USAA board of Directors will serve a term of 1 year with elections done at the AGM. All USAA directors must be USAA members in good standing.

* d) A USAA board of directors position may be vacated by, death, not being a USAA member in good standing, absent for more than 2 meetings, or removed by special resolution. If a vacancy occurs the remaining USAA directors may appoint a USAA director to serve until next USAA AGM.

* e) The USAA board of directors must serve without remuneration and must not directly or indirectly receive any profit from their position as such. A USAA director may be paid reasonable expenses incurred by the USAA director in the performance of duties.

4.2 – Powers and Duties

* a) The USAA board of directors shall adopt rules and regulations for the conduct of their meetings and of the USAA general meetings.

* b) The USAA board of directors will take such steps to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind for the purpose of furthering the purpose of the USAA.

* c) The USAA board of directors will administer the affairs and expenditures on behalf of the USAA as outlined by the membership.

* d) The USAA board of directors shall have the power to buy, sell, hold or lease Property as needed under the direction of the USAA Board of directors. Upon dissolution and liquidation of the USAA Corporation, the remaining property will be sold to pay any debts first and the remaining be distributed to charity.

* e) The USAA board of directors shall have the power to incur debts and liabilities, secured or unsecured, as the nature of it's business may require but not to exceed in amount the value of it's assets or such other amount as may be fixed by law.

* f) The USAA board of directors will establish general policies for the USAA and to manage the business and affairs for the USAA.

* g) The USAA board of directors will appoint or approve appointments and duties of committees and or to discontinue same.

* h) The USAA board of directors will have full authority to deal with any miss conduct, insubordination etc on the part of any member, provided the member is given reasonable time to present defense.

4.3 – Meetings

* a) The USAA board of directors shall meet no less than 4 times per year at a time and place or via electronic means as determined by the directors, provided that 14 days notice is given.

* b) A majority of USAA board of directors, but never less than 3 USAA directors will constitute a quorum to conduct a meeting. Each USAA director shall have 1 vote and any ties will be decided by the vote of the chairman. All votes to be decided by simple majority.

* c) The USAA president shall act as chairman of meetings. In his absence the USAA Vice President shall chair. In the absence of both the remaining USAA directors may choose a caiman provided a quorum is present.

* d) The first meeting of USAA board of directors will be held immediately after the election of USAA directors at a USAA general meeting, or for a meeting of the USAA directors at which a USAA director is appointed to fill a vacancy of the USAA directors, it is not necessary to give notice of the meeting to the newly elected or appointed USAA director for the meeting to be valid, if a quorum of USAA directors is present.

* e) No resolution proposed at a USAA meeting of USAA board of directors or USAA committee of directors need be seconded, and the chair of a USAA meeting may move or propose a resolution. A resolution in writing, signed by all the USAA directors and placed with the minutes of the USAA board of directors, is as valid and effective as if regularly passed at a meeting of the USAA board of directors.

* f) The USAA board of directors must ensure that all necessary books and records of the USAA Corporation required by the by-laws or by any applicable statute are regularly and properly kept.

4.4 – Committees

* a) The USAA board of directors may appoint committees whose members hold office at the will of the USAA board of directors. The USAA board of directors must determine the duties of such USAA committees and may fix by resolution any remuneration to be paid.

* b) A USAA committee must comply with any rules imposed on it by the USAA board of directors, and must report every act or thing done in exercise of those powers to the next meeting of the USAA board of directors.

* c) A USAA committee may meet and adjourn as its members think proper.

Article 5 – Officers

5.1 – Composition and Terms

* a) The USAA Officers of the Corporation must be a President, Vice-president, Secretary, Treasurer, and any such other officers as the USAA board of directors may determine. Any two offices, except the offices of president and vice-president, may be held by the same person.

* b) The USAA Officers must be elected by the USAA board of directors at their first USAA meeting following the USAA AGM.

* c) The USAA Officers do not have to be USAA directors but must be a USAA member in good standing.

* d) The USAA officers of the USAA Corporation hold office from the date of appointment or election until their successors are elected or appointed in their stead. USAA Officers who are also USAA directors are subject to removal by resolution of the USAA board of directors at any time.

5.2 – Powers and Duties

* a) The USAA Corporation President; is chief executive officer of the USAA Corporation, presides at all meetings of the USAA and board of directors, has the general and active management of the affairs of the USAA Corporation, and must see to it that all resolutions of the USAA Corporation are carried out. Has responsibility to sign with the secretary, all legal papers of the USAA Corporation.

* b) The USAA Corporation Vice-president will, in the absence or disability of the president, perform the duties of the president.

* c) The USAA Corporation Treasurer will receive all monies of the USAA Corporation and disburse under the direction of the USAA board of Directors. The treasurer will keep accounting records and report to the USAA board of directors and USAA members at all USAA meetings. The treasurer is also delegated to sign checks for the USAA Corporation as directed by the USAA board of directors.

* d) The USAA Corporation Secretary will keep records of all minutes of all directors, general and AGM meetings. All minutes will be posted to the website of the USAA. The secretary will also be delegated responsibility of all director and membership notifications.

* e) The USAA Corporation Webmaster shall have duty of maintaining website of the USAA and maintain all records of the USAA on said website.

Article 6 – Indemnification of Directors and Officers

6.1 – Indemnification

* a) Any person made party to any action, suit, or proceeding, civil or criminal by reason or the fact that such person his/her testator or intestate, is or was a member of the USAA board of directors or an officer or employee of the USAA Corporation shall be indemnified by the USAA Corporation against the reasonable expenses (including amounts paid by way of judgment and settlement including attorney's fees actually and necessarily

incurred by him/her in connection with any action or appeal therein or any settlement thereof except on relation to matters as to which it shall be adjudged in such action or suit or misconduct on the performance of duties.

* b) Such indemnification if afforded shall not be deemed exclusive of any other rights to which such person may be entitled apart from this section. This section shall not be deemed to limit any power or exclude any right of the USAA Corporation provide any additional or other indemnity right for any USAA director officer, employee or other person. If this section shall be invalid or ineffective in any respect the validity and effect of the section in any other respect shall not be affected