Bylaws

Revision History

November 2009

- Added verbiage to address Corporate Partners and Business Memberships to Article III
- Changed the wording in Article V Section 1 to make the Treasurer an appointed position instead of an elected one. Also made the duration of the Treasurer's term the same as the President's.
- Removed mention of holding the Board of Directors meeting in conjunction with the Dive Equipment and Marketing Association annual trade show from Article V Section 3 and Article VIII Section 1.
- Removed the requirement of the President to appoint AZA and AAUS committees from Article VI (a)(iv), Article VII (a)(ii), and Article VII ©, and made the appointment of these committees optional.
- Simplified wording in Article IX Section 1 but kept intention the same.
- Removed the "elected Treasurer" reference and staggered the elections for various Board members from Article IX Section 2.
- Removed the requirement for "Mail-In" ballots in Article IX Section 3 to allow other forms of ballots.

November 2010

- Added definition of "Professional Diver" to Article III.
- Added the membership levels and the definitions for "Professional Member," "Associate Member," and "Emeritus Member" to Article III.
- Updated the verbiage in Article IV and IX to address new levels of membership.
- Added verbiage to include the most recent Treasurer, Membership Director and Secretary to the Advisory Board for the first year after elections in Article VIII

March 2016

- Update "Associate Membership" to paid employees only in Article III
- Delete Business membership level from Articles III and IV
- Add Corporate Partner Term to Article III
- Remove specified price point of Corporate Partner Dues in Article IV
- Add Director at Large and duties to Article VI

March 2017

- Delete Corporate Partner tracking duties from Membership Director
- Delete Parliamentary Authority from Article XIII
- Add decision process to Article XIII

November 2018

- Add verbiage to include voting as member qualification in Article V Section 1

November 2019

- Add verbiage to include voting as member qualification in Article IX Section 4

November 2020

- Add "diving" to "active instructor" in Article III Section *2.*

November 2021

- Update Article III Section 3 Associate Membership includes contractors
- Add Information Technology Director appointment to Article V and revised number of Board positions*.*
- Add Information Technology Director appointment to Article VI Section 1.

- Add Information Technology Director and duties to Article VI.
- Added Membership, Communications, External Affairs, Corporate Partners, Information Technology, and Professional Development to Article VII Section 1
- Add Information Technology Director and Director-at-Large to Article VIII Section 5
- Removed (a) and (b) bulleting from Article IX Section 3
- Removed (a) and (b) bulleting from Article X Section 2
- Removed (a) and (b) bulleting from Article X Section 3
- Remove requirement for “written” records in Article X Section 3 (a) and (b)

June 2023

- Article II changed from “Object and Purpose” to “Mission”; language changed throughout document
- Article III Section 4 Emeritus Membership updated to include “current or former members of The Association”; updated resources accessibility to “select online resources”

November 2024

- Article III, Section 2 Professional Membership includes requirement of actively involved in the administration of a zoo or aquarium diving program
- Article III, Section 5 Corporate Partners may not serve on the Board of Directors
- Article V, Section 1 Composition, Appointment, and Election, “full” members in good standing changed to “Professional” members in good standing
- Article VI, Section 3 (e) Secretary shall act as Chairperson or Co-Chair for the annual Symposium
- Article VIII, Section 3 Quorum changed to total voting membership and must carry a two-thirds (2/3) majority vote. Change made to be in line with CA Corporations Code
- Article XI, Section 1 Corporate Partner Term changed to the period between July 1st and June 30th
- Article XII clarifying language added that bylaw changes that affect Article III shall be amended by a two-thirds (2/3) majority vote of the voting membership

December 2025

- Added new ADPA logo
- Article VII, Section 1 Standing Committees updated to include Diversity Committee

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Article I: Name
The name of the association shall be the Association of Dive Program Administrators (hereafter referred to as The Association).

Article II: Mission
The Association is a 501(c)6 non-profit organization incorporated in the State of California whose purpose is to provide a professional forum for the creative exchange of ideas, information, support, and solutions within the community of zoos, aquariums, and other related organizations; to develop a network to facilitate regular and convenient communication between diving programs; to support and assist diving program administrators in overcoming common challenges of maximizing diver safety, effective use of human resources, and professional development; and to assist and encourage diving programs in maximizing their potential for public education, aquatic conservation efforts, and preservation of the environment.

Article III: Membership

Section 1: Membership Term
Annual Membership, as defined by The Association, is the period between January 1st and December 31st of any calendar year. Applications for Membership will be accepted by the Membership Director throughout the year and will be voted on and approved by a majority of the Board of Directors.

Section 2: Professional Membership
Dive professionals, defined as a paid employee of an institution holding a current, active diving instructor certification from an internationally recognized agency (or equivalent certification), actively involved in the administration of a zoo or aquarium diving program consistent with the mission of The Association are eligible for Professional Membership. Professional Members may vote, serve on the Board of Directors, attend all regular meetings and symposia of The Association, and have access to online resources provided by The Association.

Section 3: Associate Membership
Paid employees who are not dive professionals, as defined by these bylaws, but are actively involved in the administration of a diving program consistent with the mission of The Association are eligible for Associate Membership. Associate Members may attend all regular meetings and symposia of The Association and have access to online resources provided by The Association but may not vote or serve on the Board of Directors. Contractors are eligible for Associate Membership as approved by the Board.

Section 4: Emeritus Membership
Current or former members of The Association who are no longer actively involved in the administration of a diving program are eligible for Emeritus Membership. Emeritus Members may attend all regular meetings and symposia of The Association and have access to select online resources provided by The Association but may not vote or serve on the Board of Directors.

Section 5: Corporate Partnership
Organizations wishing to support The Association and with business practices consistent with the mission of The Association are eligible for Corporate Partnership. Corporate Partners may not vote or serve on the Board of Directors. Corporate Partners may request to attend any regular meeting or symposia of the Association. Approval or denial of such requests will be voted on by a majority of the Board of Directors and will be given in writing to the Partner organization.

Article IV: Dues

Section 1: Individual Dues
Professional, Associate and Emeritus Membership dues shall become payable to the Treasurer at the time of approval of the application for membership or renewal.

(i) Applications approved in December will become active at the beginning of the following membership year and billed at the full annual rate.
(ii) New member dues collected after October 1st shall include the following years' membership.
(iii) All annual membership renewals will become due at the beginning of each membership year. Membership dues not received by March 1st of the membership year may result in revocation of all member privileges. Delinquent members may be reinstated upon payment of annual dues and may be assessed a reinstatement fee equal to half the annual membership dues.

Section 2: Corporate Partnership Dues
Corporate Partnership dues shall be payable to the Treasurer annually at the time of approval of the application for sponsorship or renewal.

Article V: Board of Directors/Officers

Section 1: Composition, Appointment, and Election
The control of property and conduct of the business of The Association shall be vested in a Board of Directors consisting of seven Board members; President, President-Elect, Secretary, Treasurer, Membership Director, Information Technology Director, and Director-at-Large. Four Board members, President, President-Elect, Secretary, and Membership Director, shall be elected to office by a majority of voting members in good standing of The Association in regularly convened elections of those Directors. The Treasurer, Information Technology Director, and Director-at-Large shall be appointed by the President, with the approval of the existing Board, and serve the duration of the President's term. All members of the Board of Directors/Officers of The Association shall be Professional Members in good standing.

Section 2: General Powers and Duties
The Board of Directors shall represent the best interests of the constituent membership of The Association. The Board of Directors/Officers shall supervise and govern the administration of finances in accordance with an adopted budget, schedule and administer all of The Association meetings and publications, as well as manage all other activities of the Board.

Section 3: Meetings
The Board of Directors shall meet annually and by conference call as necessary unless otherwise ordered by the Board. Meeting dates will be voted on and approved by the Board.

Article VI: Duties of the Board of Directors/Officers

Section 1: President

The President is the principal officer of The Association and shall:

a) Administer, manage, and control all of the business affairs of The Association consistent with the policies and standards established by the Board, the goals and purposes of The Association, the Articles of Incorporation, The Association bylaws and applicable law;
b) Implement and administer the budget and manage the financial affairs of The Association;
c) Preside at all meetings of the Board and of the Membership;
d) Appoint the Treasurer, Information Technology Director, and Director-at-Large;
e) Appoint Committee Chairs as necessary;
f) Perform all duties incident to the office of President, and other administrative duties as may be assigned from time to time by the Board.

Section 2: President-Elect

The President-Elect is the deputy executive officer and shall:

a) Assist the President in the discharge of their duties;
b) Automatically succeed to the office of President at the end of their term as President-Elect and perform those functions and duties of the presidency that the President is incapable of or unwilling to execute;
c) Prepare, with the Treasurer, the annual budget proposal for presentation to the Board;
d) Perform administrative duties as may be assigned from time to time by the President or the Board;
e) Prepare the annual report from reports supplied by the directors/officers.

Section 3: Secretary

The Secretary is the principal recorder of The Association events and custodian of corporate records and shall:

a) Record and maintain custody of all minutes of meetings of the membership and of the Board;
b) Publicize all notices required by The Association bylaws and by applicable law;
c) Certify and otherwise authenticate actions of The Association as required and requested occasionally;
d) Maintain custody of the corporate records and the corporate seal;
e) Organize and act as Chairperson or Co-Chair for the annual Symposium;
f) Perform those functions and duties of the Treasurer that the Treasurer is incapable of or unwilling to execute;
g) Perform all duties incident to the office of corporate secretary and other recordings, corresponding, and archiving duties as may be assigned from time to time by the President or Board.

Section 4: Treasurer

The Treasurer is the principal financial officer of The Association and shall:

a) Maintain charge and control of all monies, deposits, funds, and securities of The Association;
b) Complete and file, in a timely manner, all corporate reports required by law;
c) Maintain current, reconciled accounts, books, and records pertaining to the finances and accounting of the corporation;
d) Deposit all monies of The Association promptly and only in the banks or other depositories selected by the Board;
e) Prepare and present financial reports as requested by the President or Board;
f) Prepare and file all tax reports and returns in a timely manner;

g) Prepare an annual budget proposal in cooperation with the President-Elect for presentation to the Board;
h) Perform all duties incident to the office of corporate Treasurer and other financial and accounting duties as may be assigned occasionally by the President or the Board.

Section 5: Membership

The Membership Director is the principal officer of the membership services and custodian of corporate sponsorships and shall:

a) Maintain a current register of the names and email addresses of each member;
b) Process, review, and administer all applications for new and continuing membership;
c) Approve all candidates proposed by the Board for Honorary Membership or Advisory status with The Association;
d) Develop programs, procedures, written materials, brochures, and incentives to encourage and promote new membership in The Association;
e) Assist the Treasurer and the Board in determining the prices to be established as membership dues and other fees owing from membership in The Association;
f) Submit to the Treasurer, when requested, an annual budget and cost accounting of the work product related to the function of Membership services;
g) Perform other functions pertaining to the membership that the President or Board may request occasionally.

Section 6: Information Technology

The Information Technology Director is the principal officer of the digital assets and shall:

a) Lead digital assets management for The Association, assist other Board members as needed, and other duties as assigned by the President;
b) Be responsible for the management and development of the DPiC platform;
c) Work with the Treasurer in the collection of dues, fees, and all other digital financial transactions;
d) Serve as the Information Technology (IT) Committee Chair;
e) Submit to the Treasurer, when requested, an annual budget and cost accounting of the work product related to the function of IT services;
f) Serve as custodian for the electronic storage of The Association archives, membership documents, records, corporate information, and digital assets;
g) Perform other functions pertaining to IT that the President or Board may request occasionally.

Section 7: Director-at-Large

The Director-at-Large is appointed by the President for special projects and strategic planning initiatives and shall:

a) Provide continuity within the Board and act as a valuable resource;
b) Assist other Board members, lead special projects, and other duties as assigned by the President.

Article VII: Committees

Section 1: Standing Committees

The standing committees of The Association shall be the Elections, Symposium, Membership, Communications, External Affairs, Corporate Partners, Information Technology, Diversity, and Professional Development.

(a) The Elections Committee will be chaired by the President, whose term is ending. The outgoing President shall appoint other Past Presidents to the committee, subject to the approval of the Board.
(b) Each chairperson may appoint as many members to their committee as necessary to fulfill the general powers and duties of the committee.

Section 2: Ad Hoc Committees
The President may occasionally appoint ad hoc committees for any inquiry or project within the lawful scope of the Articles, purposes, goals, and bylaws of The Association. All ad hoc committees are temporary and shall cease to exist either when their charge is complete or when dismissed by the President.

Article VIII: Meetings

Section 1: Regular Meetings
Regular meetings of The Association will be held once a year unless otherwise ordered by the Board, the President, or by The Association. Meeting dates will be voted on and approved by the Board. All speakers/presenters at regular meetings will be voted on and approved by the Board.

Section 2: Special Meetings
Special meetings may be called by the Board, the President, or a majority of the membership with one month's notice to all members. The purpose of the meeting shall be stated in the call. The stated purpose shall be the only business of such special meeting.

Section 3: Quorum
A majority of the total voting membership shall constitute a quorum for the transaction of business at any regular or special meeting. A two-thirds (2/3) majority vote of the voting membership is necessary to carry motions.

Section 4: Agenda
(a) At all regular meetings of The Association, there shall be the following agenda:

1. Call to order
2. Introductions and presentations
3. Committee reports
4. New business
5. Program
6. Announcements
7. Motion to adjourn

(b) The agenda may be changed or waived upon a majority vote or at the discretion of the Secretary subject to objection by a majority vote of the Board.

Section 5: Advisory Board
All past Presidents of The Association who continue to qualify and hold membership in the Association and, for the first year after elections, the most recent Treasurer, Membership Director, Information Technology Director, Director-at-Large, and Secretary who continue to qualify and hold membership in the Association, shall constitute the Advisory Board of The Association. Members of the Advisory Board may sit with the current Board in an advisory capacity at any meeting of the Board and may participate in all discussions of the business before the current Board.

Article IX: Elections

Section 1: Frequency
The electable members of the Board of Directors shall be elected every two (2) years.

Section 2: Nominations
Any current Professional Member in good standing of The Association may be nominated for a Board Member position. Nominations must be submitted by the Elections Committee to the Board of Directors.

Section 3: Voting
All elected Board Member positions shall be elected by the voting membership of The Association. Voting must be by ballot issued by the Elections Committee. Ballots must be received by December 31st of the election year.

Section 4: Removal from Office
Any member may be removed from office upon two-thirds (2/3) vote of the entire voting membership of The Association at any regular or special meeting after thirty (30) days' notice to the membership that a motion for the purpose of removal of said member will be considered at the regular or special meeting. The removal may be for causes including, but not limited, to the following: malfeasance, neglect of duty, incompetence, and inability to perform official duties.

Section 5: Transition
Upon the election of a successor, Board members shall deliver to such successor within thirty (30) days all records of The Association which such Board member has in their custody.

Section 6: Vacancies
Other vacancies occurring shall be filled by the Board until an election has been held to fill the vacancy.

Article X: Finances

Section 1: Receipts
All dues, contributions, and receipts from fundraising activities and other funds received shall be deposited by the President or the Treasurer in a qualified banking institution as designated by the Treasurer.

Section 2: Disbursements
Any disbursements authorized by The Association shall be made upon the signature of the Treasurer and/or President. All disbursements of funds belonging to The Association in excess of $500.00 to any one payee shall be approved by a majority vote of the Board.

Section 3: Records
An annual financial report showing the receipts and disbursements of The Association for the preceding calendar year and its assets and liabilities shall be prepared by the Treasurer and submitted to The Association at the regular meeting. All financial records of The Association shall be available by the Treasurer for examination by any member upon request to the Board.

Article XI: Corporate Partner Term

Section 1: Corporate Partner Term
Corporate Partner Term, as defined by The Association, is the period between July 1st and June 30th of the following year. Applications for Corporate Partnership will be accepted by the Corporate Partner committee throughout the year and will be voted on and approved by a majority of the Board of Directors.

Article XII: Amendments
The bylaws shall be amended by a two-thirds (2/3) majority vote of the Board. Bylaw changes that affect Article III: Membership shall be amended by a two-thirds (2/3) majority vote of the voting membership.

Article XIII: Decision Process
The Association Board of Directors is expected to use a consensus-building process for a majority of decisions. Consensus is defined as an agreement reached by identifying the interests of all of the concerned parties and then building a cooperative solution that maximizes the satisfaction of as many of the interests as possible. Each association member enters the process with the intention of working cooperatively with other members to reach consensus decisions. In some cases, consensus may not be possible. In these cases, the points of disagreement will be documented, and, provided a quorum is present, a simple majority vote will decide the question. However, it is expected that The Association Board of Directors will work diligently to reach a consensus on even the most difficult issues.