

ORGANIZATION AND BY-LAWS OF THE PENNSYLVANIA WATER RESCUE INSTRUCTORS ASSOCIATION.

ARTICLE I. NAME

The name of the organization shall be the Pennsylvania Water Rescue Instructors Association, hereinafter referred to as "the Association".

ARTICLE II. PURPOSE

The purpose of the Association shall be to discuss mutual problems, share experiences, establish uniform standards in the instruction of the Water Rescue programs, and offer support and recommendations to the Pennsylvania Fish and Boat Commission.

ARTICLE III. MEMBERSHIP

SECTION 1. ACTIVE MEMBERS DEFINED

To be eligible for classification as an active member the following criteria is established. The active member shall:

- 1.) Hold a current certification as an instructor in one or all of the Pennsylvania Water Rescue Training Programs.
- 2.) Be eligible to cast one vote on matters decided upon at the annual meeting or at any other time as determined by the Board of Directors.
- 3.) Be eligible to nominate persons to, and be nominated to the Board of Directors.
- 4.) Have paid annual dues, as determined by the Board of Directors. Annual dues are for the calendar year January 1 through December 31.

SECTION 2. ASSOCIATE MEMBER DEFINED

To be eligible for the classification as an associate member the following criteria is established. The associate member shall:

- 1.) Support the purpose of the association.
- 2.) Pay annual dues as determined by the Board of Directors.
- 3.) Not be entitled to vote on any matter.

SECTION 3. LAPSED MEMBERS

Payment of the current year's dues will be the basis for reinstatement as an active or associate member.

SECTION 4. RESERVED FOR FUTURE USE

SECTION 5. APPLICATION FOR MEMBERSHIP

Application for new or reinstatement of a lapsed active or associate membership, shall be made on a form approved by the Board of Directors.

#### SECTION 6. DUES

- 1.) The Board of Directors may determine from time to time the amount of dues and other fees imposed upon members, which may differ among the different classes of membership.
- 2.) Membership dues are for the calendar year January 1 through December 31.
- 3.) Any member who has not paid his/her dues by April 1 shall be suspended from membership and will be considered a lapsed member.

#### SECTION 7. ANNUAL MEETING

- 1.) The annual meeting of the membership shall be held on such a date and at a location as determined by the Board of Directors.
- 2.) The purpose of the annual meeting shall be to elect active members to vacancies on the Board of Directors and to conduct other business appropriate to the Association.
- 3.) A simple majority vote of the active members present at the annual meeting is sufficient to pass a resolution or other business, and conduct elections.
- 4.) Meetings shall be conducted according to Robert's Rules of Order.

#### SECTION 8. SPECIAL MEETINGS

- 1.) Special meetings may be called from time to time by the majority of the Board of Directors.
- 2.) Guidelines for special meetings are stated in Section 7., Annual Meeting.

### ARTICLE IV. THE BOARD OF DIRECTORS

#### SECTION 1. MEMBERS OF THE BOARD OF DIRECTORS

The Board of Directors shall be composed of eleven directors who are active members of the Association.

- 1.) The Board of directors shall appoint a chairman and vice chairman by majority vote.
- 2.) The Board of Directors shall appoint a treasurer from within the Board by majority vote, to maintain custody of cash funds and securities of the association and be

accountable for the custodianship of the cash funds and financial assets.

- 3.) The Board of Directors shall appoint a secretary from within the Board to maintain a membership list and mailing list, keep minutes of the meetings of the Board of Directors and meetings of the membership.
- 4.) Provide membership cards signed by the chairman and treasurer.
- 5.) Provide membership applications to new members.

#### SECTION 7. CHAIRMAN

The chairman shall direct and coordinate all activities in accordance with the by-laws and with the decisions of the Board of Directors. In addition, the chairman may:

- 1.) Formulate and recommend policies to the Board of Directors for adoption.
- 2.) Appoint such committees as deemed necessary to perform specific duties.
- 3.) Assign directors as board liaisons to standing and special committees.
- 4.) Preside at membership and board meetings.
- 5.) Make an annual report at the annual meeting of the members.

#### SECTION 8. VICE CHAIRMAN

The vice chairman shall assist the chairman in the discharge of his/her duties. He/She shall assume the responsibilities of the chairman upon the existence of a vacancy, and until the vacancy is filled.

#### SECTION 9. DIRECTORS

The Directors shall:

- 1.) Attend the annual meeting of the Association and special business meeting sat the times scheduled and agreed.
- 2.) Vote on matters properly introduced for discussion and decision at the meeting of the Board of Directors.

#### SECTION 10. TERMS OF OFFICE

- 1.) The directors shall be elected at the annual meeting for a term of two years. Six directors elected on an even year and five directors elected on the odd year beginning 1996. The first members of the Board of Directors terms will expire in the following matter, six in 1998 and 5 in 1999.

- 2.) The term of office for all members of the Board of Directors shall be the period January 1 through December 31 following their election.

SECTION 11. NOMINATIONS AND ELECTIONS

- 1.) Nominations to the Board of Directors will be by the nominating committee and by active members at the annual meeting. The nominating committee shall be appointed by the Board of Directors.
- 2.) Members shall be elected to the Board of Directors by ballot.
- 3.) Nominees must be an active member of the Association as defined.

ARTICLE V. AMMENDMENTS

SECTION 1

These by-laws may be amended at any time by a majority vote of the Board of Directors or through a petition of twenty five active members instructing the Board of Directors to call a special meeting for said purpose of amending the by-laws.

ARTICLE VI. INDEMNIFICATION

All directors, active, and associate members of the association are held harmless, and specifically indemnified by this association from any and all claims, and litigations arising out of this act, omissions or errors except in those instances where it is established that such act, omission or error was of gross negligence, malicious or committed with criminal intent.

ARTICLE VII. DISSOLUTION

SECTION 1.

Upon dissolution of the association the net assets shall be distributed to a qualifying organization as defined under section 501 of the Internal Revenue Code.

ARTICLE VIII.

THE EFFECTIVE DATE OF THESE BY-LAWS SHALL BE \_\_\_\_\_