

Bylaws of the Cave Diving Section of the National Speleological Society, Inc.

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 necessary and convenient for promoting the missions, purposes, goals and objectives of the National Speleological Society, Inc. (NSS), including public education, the interests of its members in conservation, exploration and scientific investigation of underwater caves, and the education of divers for increased awareness, safety and skill in cave diving.

Article II: Membership

A. General Qualifications. Membership in the NSS-CDS shall be limited to members in good standing of NSS whose dues to NSS-CDS are paid current.

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 functions
- iv. Receives *Underwater Speleology* (UWS)

a. Associate (17 and under or full time student)

- i. Not allowed to vote
- ii. Can not hold office
- iii. Can participate in any NSS-CDS functions
- iv. Receives UWS

b. 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 functions
- iv. 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 as the regular member, and they must pay dues at the same time as that member.

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 functions

- b. Family Associate (17 and under or full time student)
 - i. Not allowed to vote
 - ii. Can not hold office
 - iii. Can participate in any NSS-CDS functions
 - a. Family 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 functions
 - iv. Notes;
 - 1. If no longer living with life member, can convert to Individual Life by paying difference in fees.
 - 2. Upon death of Individual Life member converts 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. Special meetings of the membership may be called by the Chair of the board of directors or by a majority of the directors. Voting for directors may occur by mail (including electronic mail) without convening a meeting. The presiding director (Chair or Vice Chair) shall conduct all meetings of the membership in accordance with Roberts Rules of Order Revised, except as relaxed in his or her sole discretion to promote the business of the membership.
2. Notice of the date, time, place and list of activities of the annual meeting or of a special meeting of the membership shall be given to the membership either in a NSS-CDS publication of general membership circulation, or by posting on the NSS-CDS website, at least ten (10) 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.
3. 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.
4. A member may vote only in person, provided however a member may vote by mail (including electronic mail) 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.

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 can only serve more than three (3) consecutive terms.

- B. Qualifications. Directors and candidates must be current members of NSS-CDS in good standing for at least one (1) year prior to being nominated for a directorship. The Training Director and candidates for that directorship must also be current and active NSS-CDS instructors in good standing. See III (C) (8).
- C. Election of Directors. Six (6) directors shall be elected by the general membership of NSS-CDS: three each year, for a term of two (2) years. The one (1) director serving as Training Director shall be elected biennially 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 January 10 of each calendar year, the Chair shall appoint a nominating committee consisting of three (3) or more NSS-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 only solicits and universally accepts all candidates or without screening, except to ensure the candidate is a member in good standing.
 2. On or before January 10 of each calendar year, the Chair shall appoint a fair and impartial administrator of the election. The administrator of the election need not be a 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 February 1 of each calendar year, the nominating committee shall solicit recommendations for nominees from NSS-CDS membership through a publication of general membership circulation, or the NSS-CDS website, or by direct mailing. The solicitation shall include an address for returning a nomination.
 4. On or before February 15 of each calendar year, the nominating committee shall select and submit to the administrator of the election a list of qualified nominees.
 5. On or before February 28 of each calendar year, 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 March 15 of each calendar year, the administrator of the election shall post on the NSS-CDS website, and shall mail as hard-copy to every NSS-CDS member in good standing, a ballot and the platform statements of the candidates. Every ballot must contain a serial number. Website voting shall include sufficient protections to ensure at least the same level of electoral integrity established for hard-copy ballots. Ballots shall not be mailed if the number of candidates is less than or equal to the number of seats open for election.
 7. Completed ballots must be received by the administrator of the election on or before May 15 of each calendar year 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, the candidates who received the highest total number of votes from the voting membership shall be seated in place of the outgoing directors for their new terms as directors. 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 powers and emergency powers authorized by law and necessary or convenient to effect any or all of the missions, purposes, goals and objectives of NSS-CDS. Those powers include, but are not limited to:
1. assessing and collecting dues and late fees;
 2. conducting workshops, seminars, and similar programs including specifically a 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 and related to the missions, purposes, goals and objectives of NSS-CDS;
 6. soliciting donations and expending funds for purposes consistent with the missions, purposes, goals and objectives of NSS-CDS;
 7. accepting money, services, tangible and intangible goods and interests in real property for purposes consistent with the missions, purposes, goals and objectives of NSS-CDS; and
 8. promoting and encouraging the membership and the public to act in a manner consistent with the missions, purposes, goals and objectives of the NSS-CDS and the NSS.
- E. General Standards for Directors.
1. A 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 corporation. A NSS-CDS director shall conduct all business affairs with professional 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 rely on information and opinions of others, if the relying director reasonably believes that the person providing the information and opinions is reliable or competent and merits confidence in the matter presented.
- F. Compensation and Loans. Directors shall serve without compensation, but directors shall be reimbursed for an actual and reasonable out-of-pocket expense incurred on behalf of the corporation, if the expenditure was duly authorized beforehand in a NSS-CDS budget, or by the Chair and within the authority of the Chair, or by the board of directors. No loan shall be made by 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 board of directors shall be convened 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 that business pertaining to threatened or pending litigation, personnel or sensitive financial matters may, in 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 member may address the Board of Directors at any open meeting. It is requested but not required the NSS-CDS member submit his/her request in writing to the Chairman to place on the agenda.
 4. Quorum and Voting. Four (4) directors constitute a quorum of the board of directors. 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 Roberts Rules of Order Revised, except as relaxed in his or her sole discretion to promote the business of the corporation.
 6. Notice to Members. Notice of the date, time and place of any meeting (regular quarterly or special) of the board of directors may be given to the membership either in a NSS-CDS publication of general membership circulation, or by posting on the NSS-CDS website, at least fourteen (14) days before the meeting occurs. Failure to give timely or proper notice of a board meeting to the membership shall not affect actions taken during that meeting.
 7. Notice to Directors. Notice of the date, time and place of the quarterly meetings or a special meeting of the board of directors 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 study materials pertaining to action items on the agenda should, when practicable, 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, electronic mail or telephone conversation when deemed necessary. Material to be reviewed must be distributed to members of the Board 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.

A. Resignation or Removal.

1. A director may resign at any time by delivering written notice to the board, the Chair or the corporation. A resignation is effective when delivered unless it specifies a later effective date.
2. Any member of the board of directors may be removed from office with or without cause by the vote or agreement in writing by a majority of all votes of the membership. The notice of a meeting of the members to recall a director or directors shall state the name of each specific director sought to be removed. A proposed removal of a director at a meeting shall require 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. The board of directors may remove a director for cause, which exists whenever:
 - 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 above
4. No removal of a director by the board 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 board 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, vice chair, secretary, treasurer and two (2) program directors, training director. At the regular Annual meeting of the directors each year, these officers shall be appointed by the board of directors 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 above.
- B. The Chair. The Chair is the chief executive officer of the corporation, and shall perform the following duties for the corporation:
 1. call and conduct meetings of the membership and of the board of directors,
 2. prepare and distribute to the board an agenda and materials for board 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 board approval coordinators of standing committees,
 6. create other committees and programs, and appoint coordinators and members as the Chair deems necessary and approved by the board of directors,
 7. authorize expenditures approved previously by the board in the annual budget as amended,
 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. This should also be published as a *State of the NSS-CDS article,
 9. employ, supervise and direct an administrative manager and other employees authorized and budgeted by the board of directors,
 10. supervise and direct an editor of a NSS-CDS magazine or publication for general membership circulation,

11. assign standing-program oversight duties between the program directors,
 12. appoint a corporate registered agent at a registered office,
 13. prepare and file in a timely manner all reports, forms and documents required by law to maintain the corporation current and in good standing with the State of Florida,
 14. obtain and direct professional services necessary in the conduct of corporate business and affairs with approval of the board of directors, 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, restating all motions and resolutions, identifying moving parties and seconds, and describing 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 a 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,
 6. maintain the following records in written form or in another form capable of conversion to written form within a reasonable time:
 - 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 printing of a membership book listing names and addresses of each NSS-CDS member in alphabetical order by class of voting member,
 - 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 board of directors 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
 8. 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 board of directors at the first regular quarterly meeting of the new calendar year,
 2. prepare supplemental draft budgets for consideration and adoption by the board of directors 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 board of directors,
 4. prepare and file in a timely manner all reports, forms and documents required by law to maintain the tax-exempt status of NSS-CDS in good standing with all state and federal taxing authorities,
 5. supervise and direct payment of all fees in a timely manner to maintain the corporate status and the tax-exempt status of 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 within a reasonable time,
 9. prepare and present at every regular quarterly meeting of the board of directors 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, in sufficient time for presentation at the next regular annual meeting of the membership, and
 11. prepare and present other financial reports as requested by the Chair or the board of directors.

- F. Program Directors. The Chair shall, assign specific standing committees to one or the other specific program director for performance of the following duties by each respective program director:
1. identify and recommend to the Chair potential candidates for appointment by the Chair as coordinator of each assigned standing committee
 2. assist in the training and development of new appointees to each assigned standing committee
 3. encourage and supervise activities and progress of each assigned standing committee
 4. report to the board of directors at quarterly meetings, or as needed, the progress of and problems encountered by each assigned standing committees
 5. act as the liaison between each assigned standing committee and the board of directors,
 6. ensure that the coordinators for each assigned standing committee provide to the Chair a written report in sufficient time prior to each annual membership meeting to enable the Chair to integrate a summary of that report in his or her report to the membership.
 7. Will assist members in pursuing new project applications, and gather reports for on going projects for quarterly meetings of the board of directors
 8. Monitor and report on other non-standing committees created by the board of directors
- 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) active NSS-CDS instructors in good standing. The training committee shall convene once a quarter prior to the board of directors meeting, and the Chair shall submit the training committee meeting minutes to the board of directors at the next board of director meeting. The Training Committee shall adhere to the Training Committee Operating Policies and Procedures as approved by the Board of Directors.
 2. With the assistance of the training committee, annually prepare and report to the board of directors for approval standards and procedures for cave and cavern diving courses of instruction, criteria for the certification and disciplining of cave and cavern diving instructors, standards and procedures for instructor evaluation institutes, and administrative matters relating to the dive-training programs of 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 Cavern/Intro and Cave Diver instructor certification, and oversee all institutes either directly or indirectly through the appointment of a Training Representative for that institute.
 4. Oversee, with the assistance of the training committee, the Instructor Sponsor 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 dive 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 board of directors; and facilitate appeals of disciplinary action by the training committee to the board of directors when appropriate
8. Report to the board of directors at each meeting a summary of training activities broken down by instructor and levels of training.

H. Resignation or Removal of Officers.

1. An officer may resign at any time by delivering written notice to the board, the Chair or the corporation. A resignation is effective when delivered unless it specifies a later effective date.
2. The board of directors may remove an officer at any time, with cause. Cause exists when an officer has been convicted of, or pleading guilty or no contest to, a felony offense or a criminal offense involving moral turpitude, or has been declared to be of unsound mind by final order of a court, or has failed to fulfill the duties of the office, or has violated the General Standards in Art. III.E.1 above.
3. An officer 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.

Article V: Standing committees

- A. The Chair shall appoint with board approval NSS-CDS members in good standing to serve as the coordinators of standing committees. The Chair may also appoint other NSS-CDS members in good standing to serve on the standing committee and work under the supervision of the coordinator. All appointees to standing committees serve at the pleasure of the Chair. At least two weeks prior to the annual membership meeting, all coordinators of standing committees shall provide to the Program Directors a written report of the activities of their respective programs during the past year.
- B. The following standing committees shall be established and active each year:
 1. Newsletter Committee. This committee shall provide media communications with the NSS-CDS membership and with the public, including compiling and distributing a periodical publication of general membership circulation 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 NSS-CDS.

2. Workshop Committee. This committee shall organize and administer workshops and seminars, including at least one general membership workshop convened each year for the better understanding of 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, as approved by the board of directors.
4. Accident Investigation Committee. This committee shall investigate, analyze and report underwater cave-related incidents resulting in serious injury or death, including assessing causes of injuries or death 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 identify and describe instances of anthropogenic threats to the natural features and characteristics of underwater caves, and propose to the board policies, practices and positions supporting the conservation of 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. Award 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. Shall develop and bring to the NSS-CDS board of directors ideas and criteria for new awards.
9. Land Owner Relations Committee. This committee to promote and maintain relationships between the NSS-CDS and the land owner or property manager of a cave site. The Chair of this committee will coordinate with members who act a liaison to the land owner or property manager. A NSS-CDS member will be assigned to each site. It is preferable that the member have an established relationship with the land owner or property manager. The committee Chair shall advise the Board of Directors about important matters regarding land owner relations.
10. Website 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 to advise the NSS-CDS as to the needs of sump divers.

Article VI: Conduct of Business

- A. Budgeting and Expenditures. All commitments and expenditures of NSS-CDS funds shall 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 board of directors, and signed by the Chair in his or her capacity as chief executive officer of 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 of funds from a NSS-CDS corporate account shall be signed by two (2) officers of the corporation, from among the Chair, Vice-Chair, Secretary and Treasurer, provided however that the board of directors may provide from time to time for withdrawals of not more than a specified amount with only the one (1) signature of an officer of the corporation. The board of directors 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 Chairman may be granted discretionary spending power not to exceed an amount per quarter, determined by the board annually. Expenditures shall 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 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 total NSS-CDS membership in good standing has cast ballots in the election on the matter. Written notice of proposed amendments to the Bylaws must be presented to the members either by direct mail or via Underwater Speleology, a minimum of 60 days before ballots are mailed. Delivery of proposed amendments by either manner shall constitute due notice as of the date of delivery to the Postal Service. Amendments may be proposed by the Board of Directors or by written petition of one-fourth (1/4) of the membership in good standing.