

**MDC Boosters, Inc.**  
A Maryland not-for profit corporation

BY- LAWS

ARTICLE I – NAME, PURPOSE AND OFFICES

Section 1. Name of the Organization

The name of the organization shall be Montgomery Dive Club Boosters (MDCB).

Section 2. The Purpose of the Organization

MDCB is a 501(c)(3) non-profit, volunteer-run organization. MDCB's purpose is to foster local, regional, national and international sport competition in the field of amateur diving by supporting MDC and other amateur divers in the Washington, D.C. metropolitan area.

Section 3. Principal Offices

The principal office of MDCB shall be located at the home address of the current MDCB President. MDCB may also maintain offices at such other places as the Board of Directors may from time to time determine or as the business of MDCB may require. The Kennedy Shriver Aquatic Center may be used as a mailing address to conduct MDCB business, as necessary

ARTICLE II – MEETINGS OF MEMBERS

Section 1. – Membership Requirements; Voting

- (a) The requirements for Membership, including, but not limited to, qualification requirements and Membership fees, shall be determined by the Board of Directors, in its sole and absolute discretion, and may be changed from time to time without notice. The Board may also establish fees to be paid by Members.
- (b) Except as otherwise determined by the Board, each family shall be entitled to only one (1) Membership interest and one (1) vote, regardless of how many family Members are actively involved in diving for MDC.
- (c) The Secretary of MDCB shall maintain a master list of all Members with appropriate contact information.

Section 2. – Annual Meetings

The annual meeting of the Members of MDCB shall be held on a day duly designed by the Board in the month of October, or as soon thereafter as is reasonably practicable, for the purpose of electing new Board members, reviewing the prior year's income and expenditures, and transacting any other business which may be required.

Section 3. – Special Meetings

Special meetings of the Members may be called at any time for any purpose by any Board Member or at the request of MDCB Members. Such meetings be for the purpose of business transactions to support MDCB.

#### Section 4. – Place of Meetings

Meetings of Members may be held at one of the aquatic centers or other places as directed by the Board.

#### Section 5. – Notice of Meetings

- (a) All MDC families, regardless of membership, shall be notified of the annual meeting either by mail, electronic email, or in person.
- (b) Special meetings only require notice to the MDCB Members, and may be accomplished by mail, electronic mail, or in person.
- (c) All meeting notices should be delivered at least one week prior to the meeting, stating the date and time and location of the meeting.

#### Section 6. – Quorum

A quorum at any annual or special meeting of the MDCB Membership shall consist of at least (1) the President or Vice-President and (2) the Secretary or the Treasurer and (3) at least 10 percent of the Members. For purposes of constituting a quorum, Members may be present in person or by written proxy.

#### Section 7. – Voting

- (a) Except as otherwise provided herein, the affirmative vote of Members representing votes entitled to be cast at the meeting of Members at which a quorum shall be present with respect to a question or matter brought before such meeting shall be necessary and sufficient to decide such question or matter.
- (b) From time to time the Board may elect to vote on the direction of MDCB business transactions involving \$1,000 or less of MDCB funds, without the Members input when expediency is appropriate. Business transactions involving more than \$1,000 of MDCB funds shall require an opportunity for input from the general Membership. The opportunity for input may be provided at a special meeting or by electronic means.

### ARTICLE III – BOARD MEMBERS

#### Section 1. – Number, Election and Term of Office

- (a) The number of Board Members of MDCB shall be at least five, and, to the extent possible, shall be evenly distributed between the home pools of the National Team Divers. By vote of a majority of the entire Board, the number of Board Members may be increased or decreased as deemed appropriate provided that no decrease shall shorten the term of any incumbent Board Member.
- (b) The Board Members of MDCB shall be elected at the annual meeting by quorum vote or by majority, whichever is appropriate.
- (c) Each Board Member shall serve a term of two (2) years, except as provided hereafter in this Article. For the purposes of staggering their terms of office, the Board Members shall be divided into two (2) classes, as nearly as equal in number as possible, and the term of of office of each class shall expire in alternating years in regular rotation. To begin this process successfully, the Board may elect to allow certain current Board Members to serve a term of three years. In case the number of Board Members in one class becomes unequal to the other class, the Board may elect one or more Baord members to terms of one or three years, as may

be deemed most practical Board Members may serve a total of three (3) consecutive terms or a maximum total of six consecutive years. After a period of two years not on the Board, a MDCB member who has served a total of six years on the Board may be re-elected to the Board.

#### Section 2. – Duties, Powers and Committees

- (a) The management of the business affairs of MDCB is the responsibility of the Board, and the Board may exercise all powers necessary or appropriate except as expressly conferred upon or reserved to the Members by the Article of Incorporation, by statute or these By-laws. In addition to the duties and powers set forth these By-laws, the Board shall have power and it shall be its duty:
  - a. To review the financial budget of MDCB;
  - b. To admit eligible Members who have properly applied;
  - c. To establish standing and ad-hoc committees as needed;
  - d. To call annual and special meetings of MDCB
  - e. To qualify and maintain the qualification of MDCB as a charitable organization under the Internal Revenue Code and the rules and regulations of the Internal Revenue Service.
- (b) The Board shall have full discretionary power to admit Members.

#### Section 3. – Annual and Regular Meetings

- (a) After the annual meeting in which a new Board has been elected, the Board Members shall meet soon thereafter for the purpose of organization and of other business.
- (b) The Board Members may hold regular Board meetings and may fix the time and place thereof.
- (c) The annual meeting shall be called by the Board and notice given for the purpose of new elections of Board Members, discussion of MDCB business, and other MDCB business.

#### Section 4. – Special Meetings

- (a) Special meetings by the Board shall be held whenever called by a Board Member, at such time and place as may be specified in the respective notices or waivers thereof.

#### Section 5. –Order of Business

- (a) At meetings of the Board, the President shall preside or in the event of the President's absence the Vice President shall preside.
- (b) At regular meetings of the Board the following may be the order of business:
  - a. Attendance at the meetings;
  - b. Report of Members;
  - c. Unfinished business;
  - d. New business;
  - e. Resolutions

#### Section 6. – Quorum

- (a) A quorum at a Board of Directors meeting shall consist of a majority of the Board members, including either the President or Vice President and the Secretary or Treasurer.

#### Section 7. – Vacancies

Any vacancy of a Board Member shall be filled for the unexpired portion of the term by a majority vote of the remaining Board Members.

Similarly, and in the event that the number of Board Members is increased pursuant to these By-laws, the additional Board Member(s) so provided shall be elected by a majority of the entire Board Members already in office.

#### Section 8. – Resignation

Any Member may resign at any time by giving written or electronic mail notice to the Board Members. Such resignation shall take effect upon receipt thereof by the Board and such acceptance shall not be necessary to make it effective.

#### Section 9. – Budget

- (a) The treasurer shall produce a budget and present it to the Board at the first Board meeting. Once the budget is approved, it must be distributed to MDCB Membership.
- (b) The treasurer shall also present an analysis of the previous fiscal year at the first Board meeting.
- (c) Any variance of the budget within 15% does not need additional approval.

#### Section 10. – Contracts

- (a) Contracts, purchases, and other transactions involving MDCB funds may be entered into from time to time to further the purposes of MDCB.
- (b) Contracts, purchases, and other transactions involving less than \$300 may be approved by agreement the President and Treasurer.
- (c) Contracts, purchases, and other transactions involving amounts of \$300 to \$999 shall be approved by a majority vote of the Board Members.
- (d) Contracts, purchases, and other transactions involving more than \$1,000 shall be approved by a majority vote of the Board Members after the general Membership is provided with an opportunity to provide input on the proposed expenditure.
- (e) No contract or other transaction between MDCB and any third party shall be impaired, affected or invalidated, nor shall any Board Member be liable in any way by reason of the fact that any one or more of the Board Members is or has interest in the third party business provided that such facts are disclosed or made known to the Board, and the general Membership if the amount is greater than \$1,000.

#### Section 10. – Committees

The Board may appoint Members of MDCB and/or interested parties to form committees which may have a special interest in which the resolve will be for the betterment of MDCB and the MDCB community. Such committees shall report to the Board the actions and other communication and may

conduct meetings. Such committees may not independently approve contracts, purchases, or other transactions on behalf of MDCB.

## ARTICLE IV – OFFICERS

### Section 1. – Number, Qualification, Election and Term of Officers

- (a) The officers (Board Members) of MDCB may consist of a President, one or more Vice-Presidents, a Secretary, and a Treasurer. Any two or more offices, except the offices of President and Treasurer, may be held by the same person.
- (b) Each Officer shall hold the office for two years unless the Officer resigns from the MDCB or the Board
- (c) Only MDCB Board Members in good standing are eligible to hold office.

### Section 2.- Resignation

Any Board Member may resign at any time by given written or electronic mail notice to the Board Members. Such resignation shall take effect upon receipt thereof by the Board and such acceptance shall not be necessary to make it effective.

### Section 3. – Vacancies

Any vacancy of a Board Member may be filled for the unexpired portion of the term by a majority vote of the remaining Board Members.

Similarly, and in the event that the number of Board Members is increased pursuant to these By-laws, the additional Board Members so provided shall be elected by a majority of the entire Board Members already in office.

### Section 4. – President

The President shall be the chief officer of MDCB and, subject to the direction of the Board Members, shall have general charge of the business affairs and property of MDCB and general supervision over its officers. The President shall, if present, preside at all meetings of the Board and at all meetings of Members. In general, the President shall perform all duties incident to the office, and shall see that all orders and resolutions of the Board are carried into effect.

### Section 5. – Vice President

During the absence or disability of the President, the Vice President, if any, or, if there be more than one, shall exercise all the functions of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Each Vice President shall have the powers and discharge such duties as may be assigned to him from time to time by the Board.

### Section 6. – Secretary

The Secretary shall:

- (a) Record all of the proceedings of the meetings;

- (b) Be the custodian of the records and the seal of MDCB, and cause such seal to be affixed to all instruments, the execution of which on behalf of MDCB under its seal shall have been duly authorized in accordance with these By-laws;
- (c) Maintain a list of its Members;
- (d) Assure that all records are properly filed;
- (e) In general, perform all duties incident to the office of Secretary, or as from time to time may be assigned by the Board.

#### Section 7. – Treasurer

The Treasurer shall:

- (a) Have full charge of and supervision over and be responsible for all funds, securities, receipts and disbursements of MDCB;
- (b) Cause the monies and other valuable effects of MDCB to be deposited in the name and to the credit of MDCB in such banks or trust companies as selected by the Board, cause to be taken and preserved proper vouchers for all monies disbursed and be responsible for the maintenance of books of account;
- (c) Render to the the Board members present at each Board meeting a statement of the financial condition of MDCB and all transactions entered into by the Treasurer since the previous meeting; and render a full financial report at the annual meeting if called to do so.
- (d) Be responsible for preparing and filing all necessary tax forms;
- (e) Procure an examination of MDCB's accounts annually by an auditor or an auditing committee, who, satisfied that the treasurer's annual report is correct, shall sign a statement of that fact at the end of the report.
- (f) In general, perform duties incident to the office of Treasurer and such other duties as are given to him by these By-laws or as from time to time may be assigned to him by the Board.

#### Section 8. – Subordinate Officers and Agents

The Board may from time to time appoint other Board agents as it may deem necessary or advisable to hold office for such period, have such authority and perform such duties as the Board may from time to time determine.

#### Section 9. – Compensation

No compensation shall be paid to any Board Member for providing services to MDCB unless specifically provided within a contract of service.

#### Section 10. – Reimbursements

The Board may be reimbursed for expenses; however, reimbursement shall be pre-approved by the President and Treasurer.

### ARTICLE V – EXECUTION OF INSTRUMENTS

All Checks, drafts, bills of exchange, acceptances, bonds, endorsements, notes or other obligations, or evidence of indebtedness of MDCB, and all deeds, mortgages, indentures, bills of sale, conveyances, assignments, transfers, stock powers or other instruments of transfer, contracts, agreements,

dividend or other orders, powers of attorney, proxies, waivers, consents, returns, reports, certificates, demands, notices or documents, and other instruments or rights of any nature, may be signed, executed, verified, acknowledged and delivered by such Board Members and in such a manner as from time to time may be determined by the Board in accordance with these By-laws.

## ARTICLE VI – REPORTS AND REMITTANCE

### Section 1. – Annual Reports

The Treasurer shall prepare such accounts and reports as required by the Board

### Section 2. – General

President and Treasurer are responsible for seeing that all required reports and remittances are made.

## ARTICLE VII – FISCAL YEAR

The fiscal year of MDCB shall be November 1 – October 31<sup>st</sup> unless otherwise fixed by the Board. The fiscal may change as deemed necessary by the Board from time to time; however, the change shall be voted on by the Board and a quorum is required for change.

## ARTICLE VIII – AMENDMENTS

### Section 1. – By Members

All By-Laws of MDCB shall be subject to alteration or repeal, and new By-Laws may be made, by the affirmative vote of Members in which a quorum is reached at any meeting.

### Section 2. – By Board

The Board shall have the power to make, adopt, alter, amend and repeal from time to time any By-Laws of MDCB.

## ARTICLE IX – INDEMNITY

Any person or his personal or other legal representatives who is made party to any action, suit or proceeding, by reason of the fact that he is or was a Board Member, partner, agent, or trustee of MDCB, or any MDCB, joint venture partnerships or employee benefit plan in which he served as such at the request of MDCB, shall be indemnified by the MDCB against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense and/or settlement of such action, suit or proceeding, whether civil, criminal, administrative or investigative, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding, or in connection with any appeal therein that such person did not act in good faith and did not reasonably believe in the case of conduct in a Board Members official capacity with MDCB, that such conduct was in the best interest of MDCB and in the case of criminal proceedings, had no reasonable cause to believe that such conduct was unlawful. No indemnification shall be permitted where a person is charged with improperly benefiting himself at the expense of MDCB and in which he adjudged so liable.

Such indemnity shall also include judgments, penalties, fines, and settlements incurred by such a person in such proceeding, unless in the nature of the proceeding by or in the right of MDCB.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a Board Member may be entitled by law apart from the provisions of this Section.

## ARTICLE X – CONTRIBUTIONS; NO DISTRIBUTION; DISTRIBUTION UPON DISSOLUTION

### Section 1. – Contributions

MDCB shall accept contributions and utilize same in conformity with the purpose of MDCB. No assets or income of MDCB shall be used or distributed to any Board Member, Member, or affiliated with MDCB for his or her individual use or benefit. However, MDCB shall be authorized to pay any person, whether or not he or she is a Member, Board Member, affiliated with MDCB reasonable allowances for expenses and compensation for services or goods provided.

### Section 2.- No Distributions

No part of the net earnings of MDCB shall be distributed to its Members, Board Members, or affiliate of MDCB or other private persons unless for the express allowances for expenses and compensation for services or goods in accordance with these By-laws.

### Section 3. – Distribution Upon Dissolution

Upon dissolution, all remaining assets of the MDCB shall not inure to the benefit of any private individual or corporation, but shall be distributed to USA Diving to be used exclusively for educational or charitable purposes, or, if USA Diving is not then in existence, the assets of MDCB shall be distributed to another organization operated exclusively for charitable or educational purposes in support of amateur diving and qualified under Section 501(C)(3) of the Internal Revenue Code, as amended.