

BY-LAWS OF SOUTH ATLANTIC LIFESAVING ASSOCIATION, INC.  
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SOUTH ATLANTIC LIFESAVING ASSOCIATION, INC.

ARTICLE I

NAME

This corporation shall be known as SOUTH ATLANTIC LIFESAVING ASSOCIATION, INC., a nonprofit Florida Corporation referred to hereinafter as the SALA.

ARTICLE II

MEMBERSHIP

Section 1. Qualification for individual Membership. To qualify for membership in the association each individual must:

- (a) be a direct active employee of an ocean, bay, lake, river, or open water lifesaving or rescue service or retired employee thereof. All Chiefs, Directors, or the equivalent are qualified for membership; and
- (b) have worked a minimum of eight hours annually for the respective service to qualify for current active membership;
- (c) be a member of a local chapter for voting privileges
- (d) pay annual dues to the chapter, region and national organization as prescribed by the Board of Directors of each.

Section 2. Types of members. Each individual who meets the qualifications shall be eligible for membership.

- A. Professional members shall be of three types:
  - (1) Permanent Member: those individuals who by reason of job title or salary are considered by their hiring agency to be permanent in status.
  - (2) Recurrent Member: those individuals who by reason of job title or salary are considered by their hiring agency to be seasonal or hourly in status.
  - (3) Life Member: those members who have been duly submitted and approved for Life Membership in the manner prescribed by the USLA. Such members shall continue to qualify for active membership in the association including the privilege of voting and holding office. No dues shall be required of Life Members.
- B. Associate (Professional, i.e. Pools) - Individuals who do not qualify for professional memberships may become Associate Members.
  - (1) Associate (Professional e.g. pools): those individuals who do not lifeguard in ocean, bay, lake, river or open water.
  - (2) Associate (Junior Lifeguard): those individuals who are not professional lifeguards but who are enrolled and active in USLA recognized Junior Lifeguard Program associated with an active USLA Chapter.
  - (3) Associate (General Public): those individuals who do not qualify for professional membership.

Section 3. Good Standing. Members remain in good standing as long as they conform to the standards set by the SALA. As a minimum obligation each member shall pay dues in the amount established by the Board of Directors.

Section 4. Assignability of Memberships. Membership is not transferable or assignable.

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ARTICLE III

Local Chapter Membership

Professional Lifesavers and other qualified persons, who by reason of common hiring agency, job similarity. Or for the reason of geographic unity may associate them selves for purposes of forming a Chapter of the Association.

SECTION 1 – Qualifications for Chapter Membership

To qualify for membership in the association, each chapter must:

- A. Contain two (2) or more members who meet the individual professional requirements for membership.
- B. File an application for Chapter Membership and submit it to the Regional Council of jurisdiction; and,
- C. Must meet and maintain minimum guidelines of the USLA; and
- D. Pay a \$200 Chapter Membership initiation fee to the Regional Council; and
- E. Be approved by 2/3rds vote of the Regional Council after an inspection and review has been made by representatives of the Regional Council of jurisdiction; and,
- F. Agrees to elect officers and create bylaws. All Chapters are encouraged to incorporate within their state of jurisdiction.
- G. All existing chapters of this association as of May 4, 1979 shall be deemed to have qualified for the purposes of members serving on the Regional Council Board of Directors.

SECTION 2 – Good Standing

A chapter remains in good standing as long as it performs all the duties and obligations deemed by the Regional Council and Board of Directors to be incumbent upon every chapter. As a minimum obligation each chapter shall pay annual membership dues for each individual member in the amount established by the Board of Directors and Regional Council. Such dues to be paid to the SALA in a manner prescribed by the Board of Directors.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. Annual Meetings. The meetings of membership of this corporation shall occur twice in a calendar year; one preceding the Spring Board of Directors Meeting and one preceding the Fall Board of Directors Meeting.

Section 2. Special Meetings. Special meetings of the members shall be held at the call of the President or by written request of a majority of the members of the Board of Directors.

Section 3. Notice. At least ten (10) days notice in writing of each meeting, whether annual or special, shall be mailed to each member of the corporation .

Section 4. Order of Business. The order of business at the membership meeting may include the following:

- A. Roll call;
- B. Reading of Notice of Meeting;
- C. Reading of minutes of previous meeting;
- D. Report of President;
- E. Report of Treasurer;
- F. Report of Secretary
- G. Reports of chairpersons;
- H. Election of Directors (bi-annual); and
- I. Transaction of other business mentioned in the notice.

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Section 5. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business, but if at any meeting there shall be less than a quorum, a majority of those present may adjourn the meeting.

Section 6. Voting. *Each chapter in good standing shall be assigned a number of voting delegates in proportion to the number of members in good standing (to include Professional, Life and Alumni) as of December 31 of the previous year. The ratio of members to delegates shall be:*

*2 - 25 members: 1 Delegates*

*26 - 50 members: 2 Delegates*

*51 - 75 members: 3 Delegates*

*76 - 100 members: 4 Delegates*

*101 - 150 members: 5 Delegates*

*151 - 200 members: 6 Delegates*

*201 - 250 members: 7 Delegates*

*251 & more members: 8 Delegates*

Section 7. Proxies. *One delegate may carry the proxy of all remaining delegates with a signed letter from the chapter authorizing the delegate to act on behalf of that chapter's remaining delegates.*

ARTICLE V

BOARD OF DIRECTORS

Section 1. Qualifications. The members of the Board of Directors shall be members of this corporation.

Section 2. Duties of the Board. The Board of Directors shall transact all business of the SALA. It shall determine the policies and in general assume responsibility for the guidance and the affairs of the corporation.

Section 3. Quorum. The presence of a majority of all the Directors shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of Directors present at a meeting when a quorum is present shall be the act of the Board of Directors. If at any meeting there shall be less than a quorum, a majority of those present may adjourn the meeting.

Section 4. Power to Elect Officers. The Board of Directors, at their bi-annual election meeting (even numbered years at the first meeting of that year), shall elect a President, Vice President, Secretary, Treasurer, Advisor/Past President, . The Board of Directors shall have the power to appoint such other officers and employees as the Board may deem necessary for the transaction of the business of the corporation. The Board shall have the power to fill any vacancy in any office occurring for any reason whatsoever.

Section 6. Removal of Members, Directors, Officers and/or Employees. Any member, Director, officer and/or employee may be removed by the Board of Directors whenever, in the judgment of the Board, the best interests of the corporation will be served thereby, by a majority vote of the Board of Directors.

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Section 7. Delegation of Powers. For any reason deemed sufficient by the Board of Directors, the Board may delegate any power or duty of any officer or Director to any other officer or Director, but no officer or Director shall execute, acknowledge or verify any instrument in more than one (1) capacity.

Section 8. Annual Reports. The President and Treasurer shall present their respective reports of the operation of the corporation for the preceding year, at the first meeting of the year of the Board of Directors and the membership.

Section 9. Action Without a Meeting. Any action required by law to be taken at a meeting of the Directors of the corporation, or any action which may be taken at a meeting of the Directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all of the Directors, or all of the members of the committee, as the case may be, is filed in the minutes of the proceedings of the Board of the committee. Such consent shall have the same effect as a unanimous vote.

ARTICLE VI

MANAGEMENT OF CORPORATION'S ASSETS

The assets of the corporation shall be held, managed and invested by the Board of Directors, however, at no time may said assets be used or administered other than in furtherance of educational or charitable purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as hereafter amended. All investments of funds of the corporation shall be first approved by the Board of Directors.

ARTICLE VII

OFFICERS

Section 1. Officers. The officers of this corporation shall consist of the President, Vice President, Secretary, Treasurer, and Advisor/Past President.

Section 2. President. The President of this corporation shall:

- (1) preside at all meetings of the Board of Directors;
- (2) make all committee appointments;
- (3) be a member ex-officio of all committees; and
- (4) perform all other duties usually pertaining to the office of President.

Section 3. Vice President. The Vice President of this corporation shall:

- (1) preside at all meetings of the Board of Directors in the absence of the President; and
- (2) perform all other duties usually pertaining to the office of the Vice President.

Section 4. Treasurer.

A. The Treasurer of this corporation shall:

- (1) be custodian of all funds and securities of the corporation and collect interest there;
- (2) keep a record of the accounts of the corporation and report thereon at each regular meeting of the Board of Directors;
- (3) make a report at the annual meeting and special reports when requested;
- (4) deposit all moneys of the corporation in the name of the SALA in a financial institution selected and designated by the Board of Directors subject to withdrawal for authorized purposes, upon the signatures of the proper officers of the corporation;
- (5) give bond in such amount as the Board of Directors may require, the corporation to pay the premium for such bond; and
- (6) see that all government agency reports and returns are prepared and filed.

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- B. All securities and other valuable papers shall be stored in a safety deposit box or vault, designated by the Board of Directors, which may be opened only by the joint signatures of two of the officers of the corporation, one of whom shall be the Treasurer and the other of whom shall be the President or Vice President.

Section 5. Secretary. The Secretary of this corporation shall:

- (1) record the minutes of all meetings;
- (2) write up the minutes and distribute in a timely manner;
- (3) confer with the President for possible omissions;
- (4) send a duplicate copy of minutes to all members ;
- (5) have custody of the seal of the corporation;
- (6) give notices of all meetings required by the statutes, by-laws or resolutions;
- (7) take the attendance record at the meetings;
- (8) maintain committee reports;
- (9) carry on all necessary correspondence of the corporation; and
- (10) perform such other duties as may be delegated to him or her by the Board of Directors.

Section 6. Advisor/Past President. The Advisor/Past President of this corporation shall:

- (1) assist the President in the transition period and throughout the term of his office in matters pertaining to the SALA; and.
- (2) perform such other duties as may be delegated to him or her by the Board of Directors.

Section 7. Competition Chairman. The Competition Chairman of this corporation shall:

- (1) coordinate, schedule and organize any lifeguard competitions within the South Atlantic Region;
- (2) supervise the purchase and maintenance of competition equipment;
- (3) establish rules and regulations for competitive events; and
- (4) perform such other duties as may be delegated to him or her by the Board of Directors.

Section 8. Executive Delegate. The Recurrent Representative of this corporation shall:

- (1) represent seasonal guards in the organization on various matters;
- (2) act as regional recurrent representative at national meetings; and
- (3) perform such other duties as may be delegated to him or her by the Board of Directors.

ARTICLE VIII

FISCIAL YEAR

The fiscal year of the corporation shall be the calendar year.

ARTICLE IX

RULES OF ORDER

“Robert’s Rules of Order” shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

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ARTICLE X

DISSOLUTION

Upon the liquidation or dissolution of the corporation, its assets, if any remain after payment (or provision for payment), all liabilities of the corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501 (c) (3) of the Internal Revenue Code of 1986, as here after amended. No part of the assets or the net earnings current or accumulated of the corporation shall inure to the benefit of a private individual.

ARTICLE XI

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Section 3. Checks, Drafts, Etc. All Checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall form time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE XII

AMENDMENTS TO THE BYLAWS

The Bylaws of the corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Members at the annual meeting of the Members or at a duly called meeting of the Members in accordance with the Bylaws.

ARTICLE XIII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each director or officer, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred by or imposed upon him in connection with or arising out of any action, suit or proceeding in which he may be involved by reason of his being or having been a director or officer of the corporation, such expenses to include the payment of reasonable settlements (other than amounts paid to the corporation itself) made with a view to curtailment of costs of litigation. The corporation shall not, however, indemnify any director or officer with respect to matters as to which he shall be finally adjudged in any such action, suit or proceedings to have been guilty of fraud or material misrepresentation to the corporation, its Board of Directors, its members, or any other person nor in respect of any matter on which any settlement or compromise is effected, if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonably be incurred by such director or officer in continuing such litigation to a final conclusion. The foregoing right of indemnification shall not be conclusive of other rights to which any director or officer may be entitled to as a matter of law.

I hereby certify that the foregoing is a full, true and correct copy of the Bylaws of the SALA.