

BYLAWS OF
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 – Association Membership

The membership of the SALA shall be made up of the following members: Professional Members, Life Members, Alumni Members, Junior Lifeguard Members, Associate Members, Honorary Members and Supporting Members, as such members are defined in Section 2 of this Article.

Section 2 – Individual Membership

A. Professional Member

To qualify as a Professional Member, an individual must:

- (1) Be a direct, active, seasonal or retired individual, including a chief, director or equivalent, who has worked for an ocean, bay, lake, river or open water lifesaving or rescue service; and,
- (2) Have worked a minimum of eight hours annually for a respective service, or be retired from the service, having worked in the service fifteen (15) years or more and maintained membership, in good standing, in the SALA; and,
- (3) Be a member of a local chapter; and,
- (4) Pay annual dues to the chapter, region and national organization as prescribed by the Board of Directors of each.

A Professional Member is eligible to exercise voting privileges and to hold office at the chapter, regional or national level.

A Professional Member who elects to pay a one-time membership fee, as defined by established United States Lifesaving Association (USLA) Policies and Procedures, shall be known as a Perpetual Member.

B. Life Member

To qualify as a Life Member an individual must be recommended, duly submitted and approved according to the policies and procedures prescribed by the SALA.

A Life Member shall have all the privileges and benefits of a Professional Member for the remainder of their life including the privilege to vote and hold office. Dues shall not be required of Life Members.

C. Alumnus Member

To qualify as an Alumnus Member, an individual must:

- (1) Have previously been a Professional Member; and,
- (2) Be currently ineligible for Professional Member status; and,
- (3) Be a member of a local chapter; and,
- (4) Pay annual dues to the chapter, region and national organization as prescribed by the Board of Directors of each.

An Alumnus Member is eligible to exercise voting privileges and to hold office at the Chapter, Or Regional level.

An Alumnus Member who elects to pay a onetime membership fee, as defined by established USLA Policies and Procedures shall be known as a Perpetual Member.

An Alumnus Member may choose to affiliate with a chapter for whom they never worked due to geographical or logistical reasons. The affiliate chapter must approve the request and the alumnus member shall pay any applicable chapter dues.

D. Junior Lifeguard Member

To qualify as a Junior Lifeguard Member, an individual must be enrolled in an SALA recognized junior lifeguard program.

A Junior Lifeguard Member has no voting rights and is not eligible to hold an elective office.

Junior Lifeguard Members shall pay annual dues to the chapter, region and national association as prescribed by the Board of Directors at each level.

E. Associate Member

Any individual who does not otherwise qualify as a member and who desires to support and obtain membership in the SALA is eligible to be an Associate Member. An Associate Member has no voting rights and is not eligible to hold an elective office. Associate Members shall pay annual dues to the national association as prescribed by the Board of Directors.

F. Honorary Member

Any individual so designated by the Board of Directors may qualify as an Honorary Member under the terms and conditions and for the period specified by the Board of Directors. An Honorary Member has no voting rights and is not eligible to hold an elective office. Honorary Members shall not pay annual dues.

Section 3 – Member in Good Standing

An SALA member in good standing shall have and enjoy all the privileges and benefits of the SALA if such member:

- A. Pays all required dues and assessments in accordance with these Bylaws.
- B. Abides by all membership standards as set forth herein and by the Association.

Section 4 – Assignment of Membership

Membership in the SALA is not transferable or assignable.

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 themselves for purposes of forming a Chapter of the SALA.

SECTION 1 – Qualifications for Chapter Membership

Section 1 – Local Chapter Definition

A Local Chapter may be formed by two or more individuals who qualify as Professional Members under Article I, Section 2 (A) of these Bylaws.

Section 2 – Chapter Certification

A. Qualifications

- (1) Define a sphere of influence for a Local Chapter that does not conflict in any manner with the sphere of influence of any other qualified SALA Local Chapter.
- (2) Maintain clearly defined requirements that all Local Chapter members must meet, such as working for a given employer or working as open water lifesavers within the defined geographic area.
- (3) Subscribe to and abide by the general purposes and objectives of the SALA and the USLA.
- (4) Call for a Chapter General Election of officers on a regular basis, time method and manner of said election to be determined by the Chapter.
- (5) File an application for Chapter Membership which shall include the chapter's proposed Bylaws with the SALA Board of Directors.
- (6) Pay a \$200 Chapter Membership application fee to the SALA.
- (7) Allow for a Chapter Review by a Chapter Review Committee assigned by the SALA Board of Directors.

B. Vote of Approval

A two-thirds (2/3) majority vote is required of the SALA delegates (as defined in Article IV Section 6) of jurisdiction to acknowledge that the applicant for Chapter Membership has met all of the requirements listed in Section A above and to approve the applicant as an official Chapter of the SALA..

Section 3 – Chapter in Good Standing

A Chapter will remain in good standing if the Chapter abides and acts according to all Bylaws, policies and procedures of the SALA Board of Directors and the USLA.

The Chapter shall either:

- A. Pay the annual SALA membership dues for its SALA members; or,
- B. Ensure the direct payment of dues by its SALA members to the SALA in an amount established and the manner prescribed by the SALA Board of Directors.

ARTICLE IV

MEETINGS OF MEMBERS

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

Section 3. Notice. At least ten (10) days notice in writing of each meeting, whether annual or special, shall be emailed to each chapter of the SALA and posted on the SALA website.

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 the Vice President;
- F. Report of Treasurer;
- G. Report of Secretary
- H. Report of the Executive Delegate
- I. Report of the Past President/Advisor
- J. Reports of chairpersons;
- K. Election of Directors (bi-annual); and

L. Transaction of other business mentioned in the notice.

Section 5. Quorum. A quorum is reached if a majority of the delegates (as defined in Article IV Section 6) are in attendance. If at any meeting there shall be less than a quorum, a majority of those delegates present may adjourn the meeting.

Section 6. Voting. Each chapter shall be entitled to a minimum of one delegate. Each delegate is entitled to one (1) vote. Each chapter is allotted delegates based on the following:

2-25	members = 1 delegate
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 or more	members = 8 delegates

One member may carry a proxy for the any number of delegates for his or her chapter with a letter of authorization verifying that this is the intent of that chapter. The number of delegates per chapter will be the number on record as of January 1st of that year.

ARTICLE V

BOARD OF DIRECTORS

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

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 SALA.

Section 3. Quorum. The presence of a majority of all the delegates shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of delegates 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 delegates 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, Executive Delegate. The Past President/Advisor position shall be filled by the immediate predecessor to the current President if the immediate Past President elects to serve. If the immediate Past President is unable or unwilling to serve, an Advisor shall be appointed by the President elect and confirmed by a simple majority vote of the SALA delegates. If the President is reelected for successive terms the President elect may choose to retain the Past President or appoint a member as the Advisor. Said appointment must be confirmed by a simple majority of the Board of Directors.

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 SALA will be served thereby, by a majority vote of the delegates.

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 SALA 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 SALA, 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 SALA ASSETS

The assets of the SALA 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 SALA shall be first approved by the Board of Directors.

ARTICLE VII

OFFICERS

Section 1. Officers. The officers of the SALA shall consist of the President, Vice President, Secretary, Treasurer, Executive Delegate and Advisor/Past President.

Section 2. President. The President of the SALA 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 the SALA 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 the SALA shall:

- (1) be custodian of all funds and securities of the SALA and collect interest there;
- (2) keep a record of the accounts of the SALA 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 SALA 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 SALA;
- (5) give bond in such amount as the Board of Directors may require, the SALA to pay the premium for such bond; and
- (6) see that all government agency reports and returns are prepared and filed.

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

SALA, 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 the SALA 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 SALA;
- (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 SALA; and
- (10) perform such other duties as may be delegated to him or her by the Board of Directors.

Section 6. Executive Delegate. The Executive Delegate of SALA 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.

Section 7. Advisor/Past President. The Advisor/Past President of the SALA 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 8. Competition Chairman. The Competition Chairman of the SALA 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.

ARTICLE VIII

FISCIAL YEAR

The fiscal year of the-SALA 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.

ARTICLE X

DISSOLUTION

Upon the liquidation or dissolution of the-SALA its assets, if any remain after payment (or provision for payment), all liabilities of the SALA, 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 SALA 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-SALA and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the SALA 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 SALA and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the SALA not otherwise employed shall be deposited from time to time to the credit of the SALA 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 SALA 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 delegates 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 SALA 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 SALA, such expenses to include the payment of reasonable settlements (other than amounts paid to the SALA itself) made with a view to curtailment of costs of litigation. The SALA 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 SALA, 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.

Updated January 2022

