



**By-Laws**

**Of**

**The Association of Diving Contractors  
International**

**2009**

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# Article I. Membership

## Section 1: Classes of Members

**A. General.** The membership of the Association of Diving Contractors International, Inc. (hereinafter "Association") shall consist of the following classes: General Members, Associate Members, Supporting Members, Honorary Life Members, Individual Members and Affiliate Members (the members of the several classes are sometimes hereinafter referred to as "members"). The Board of Directors may designate the dues to be paid by the members of each class and may designate additional classes of members or the rights of, and qualifications or limitations upon, any class of members. The Board of Directors may designate penalties for late payment of dues for such members who may have been placed into a lapsed status but thereafter (prior to 31 December of the dues paying year) elect to remain a member by bringing their dues current.

### **B. Definition of Classes of Members:**

- 1) **General Member:** Any corporation, firm, partnership, organization or other association that provides diving or other underwater technology services as a substantial or integral part of their business and who pledges to support the purposes of this Association and to comply with the ADC Consensus Standards for Commercial Diving and Underwater Operations shall be eligible to be a General Member. Each General member shall designate an individual as its voting representative.
- 2) **Associate Member:** Any corporation, firm, partnership, organization or other association that provides services, manufacturing, supplies, goods, or is otherwise involved in business in support of that in which the General Members are engaged, and who supports the purposes of this Association. Each Associate Member shall designate an individual as its voting representative.
- 3) **Supporting Member:** Any individual, corporation, firm, partnership, organization or other association that supports the purposes of this Association. A Supporting Member shall not be eligible to be a Director, nor have any voting rights. Supporting Members may hold positions on special committees. Each Supporting Member shall designate a representative. Supporting members may be divided into two categories; those that pay dues and those that do not. The later category shall consist of those organizations such as government regulatory, oversight agencies, academic or national organizations that do not directly participate in commercial diving operations or deliver products or services to members of this Association.
- 4) **Honorary Life Member:** An individual who in the judgment of the Board of Directors has achieved acknowledged eminence or accomplishments in the field of diving or underwater technology is eligible for election as an Honorary Life Member and member of the Commercial Diving Hall of Fame. These individuals shall include all Galletti or Devine Award recipients, and Past Presidents of the Association. Honorary Life Members shall be exempt from payment dues and shall enjoy all the benefits of a Supporting Member.
- 5) **Individual Member.** Any individual that supports the purposes of this Association, and who is not operating a business in the Class of a General or Associate Member. An Individual member shall not be eligible to be a director nor have any voting rights with regard to this Association. Individual members may be appointed to and hold positions on any special committees which may be formed.
- 6) **Affiliate Member:** Any organization, foreign or domestic, that, in the judgment of the Board of Directors, supports the purposes of this Association may be invited by the Board of Directors to join this Association. Such member shall not be eligible to be a director nor have any voting rights with regard to this Association and shall be exempt from payment of dues. Such a member may be appointed to and hold positions on any special committees which may be formed.

## **Section 2: Voting Rights.**

### **A. General Members:**

- 1) Each General Member shall have the right to one vote on any matter submitted to the members.
- 2) Only General Members shall have the right to elect General Members to position on the Board of Directors.

### **B. Associate Members:**

- 1) Each Associate Member shall have the right to one vote on any matter submitted to the members.
- 2) Only Associate Members shall have the right to elect Associate Members to positions on the Board of Directors.

## **Section 3: Admission, Termination, and Reinstatement of Members.**

- A. Applications for admission to membership shall be made in writing to the Executive Director
- B. General membership applications and formal on-site audit shall be reviewed, and if approved by the Executive Director presented to the Board of Directors, who shall act upon the application within 45 days. The Board of Directors shall act upon the recommendation by mail, electronic communication, or at a Board of Directors meeting. The formal on-site audit can be performed by the Executive Director, Member of the Board, or a designated and approved 3<sup>rd</sup> party consultant. All costs associated with the on-site audit will be incurred by the Contractor applying for membership in the ADCI. The cost of the audit will include travel, room, board, and any fees that are required by the approved 3<sup>rd</sup> party performing this service. The cost of the audit will be a flat rate, as determined by the Board of Directors, for audits performed in the Continental United States. Costs associated with performing formal on-site audits, outside of the Continental United States, will be scaled on a case by case basis.
- C. If the application is approved, the applicant shall be admitted upon the payment of the first year's dues.
- D. Applicants for Associate or Supporting, or Individual Membership shall be reviewed by the Executive Director. Should there be no documented reason for rejection the Executive Director will accept the applicant for membership subject to ratification by the Board of Directors.
- E. The election/Selection of an Honorary Life and/or Commercial Diving Hall of Fame member shall require the affirmative vote of a majority of the Directors present in person or by proxy at a regular meeting of the Board of Directors, except that no Director shall vote upon his or her election as an Honorary Life Member.
- F. **Resignation:** Any member may resign from membership by delivering a written resignation to the Executive Director to take effect on the date of receipt. No dues, fees, or assessments previously paid by the resigning member shall be remitted.
- G. **Review Procedures:**
  - 1) Should documentation be presented to the Executive Director of a member's non-compliance with the Association of Diving Contractors International Consensus Standards for Commercial Diving and Underwater Operations, or that a member is operating its business in a manner contrary to the objectives and purposes of the Association, the Executive Director shall gather all available documentation and if not otherwise resolved, shall convene the Membership Review Committee and forward all documentation to the members.
    - i. Any member of this Committee who may have a conflict of interest in the review procedure shall be ineligible to serve on the committee and an alternate appointed.
    - ii. In the event of a conflict of interest of the Executive Director, the President shall appoint another individual to perform the duties required of the Executive Director
  - 2) Within 14 days of receipt, the Membership Review Committee shall review the documentation and shall formally communicate with the member under review, in writing, setting forth the allegation(s) and requesting a written response. The member under review shall be provided not less than fourteen days to respond.
  - 3) Take no further action if it is determined that the complaint is unfounded or incorrect, or that the member under review has produced a satisfactory explanation or correction of the matter.
  - 4) Request additional time to gather more information before rendering a report.

- 5) If the Membership Review Committee deems that further action is necessary, the Chairman shall forward a report to the Board of Directors recommending a specific course of action, which may include Termination under the provisions of these By-Laws
  - 6) The procedure for review and investigation set forth above will be suspended in any case where the member being reviewed has been named as a defendant in a legal action pertaining to the review allegations until the conclusion of that action. All investigation material, documentation and reports, as well as the action taken by the Board of Directors shall remain strictly confidential
  - 7) The outcome of the review may be promulgated under the authority of the Board of Directors.
- H. Termination:** Any member may be terminated or suspended by the Board of Directors for any misconduct or other activities considered detrimental to the objectives and purposes of the Association. A member may also be terminated for non-payment of dues, fees, charges, or assessments in which event the Executive Director may effect termination by notice to the member and to the Board of Directors. In the case of termination for any cause other than non-payment of dues, fees, or assessments, the member may request a hearing.
- I. Reinstatement:** A member who has been terminated for reasons other than non-payment may be reinstated only by the Board of Directors.
- J. Change of Membership Class:** Any member who desires to change from one membership class to another shall be required to submit a new application for membership in the revised class. Dues paid in one class of membership may not be transferred to another except with specific authorization of the Executive Committee.

## ***Article II: Dues, Fees, Charges and Assessments***

### ***Section 1:***

- A. Amount of Dues: Annual dues; their structure, and any other fees, charges, or assessment for membership shall be established and may be modified, amended, or changed by the Board of Directors. In cases where a Member may have multiple offices, the dues schedule for that member will be based upon the gross annual revenues derived from all operating locations for the conduct of underwater services or, in the case of an Associate member the delivery of their product in support of the activities of a General Member. If a company has operations within the jurisdiction of multiple chapters, and wishes to become a member of more than one chapter,

a fee shall be paid for each additional chapter membership. A company with multiple chapter affiliations, will sti have one company vote, and when applicable one Board of Directors vote.

- B. To Whom Payable: All dues, fees, charges, and assessments of members established by the Board of Directors shall be paid to the Association and remitted to the Association's office within thirty (30) days of notification. The Board of Directors may establish delinquency dates for purpose of terminating membership by reason of non-payment of any such dues, fees, charges, or assessments.

### ***Section 2: Allocation of Funds to Chapters.***

- A. The Board of Directors shall have an option to provide for the allocation of funds from each Chapter Equity Account as established to each active Chapter in the support or operation of such chapters. The allocation of funds shall be established on an annual basis on projected budget requirements submitted by each Chapter Chairperson, and shall be reviewed by the Executive Director and Treasurer, and presented to the Board of Directors.

### ***Section 3: Allocation of Funds from Chapters.***

- A. Chapters of ADC, other than Flag State Chapters, shall not independently raise or develop sources of funding [other than for authorized Chapter meetings or other designated events], or to retain funds in accounts other than those designated and maintained at ADC headquarters. Any funds raised during authorized Chapter meetings or other designated events in excess of costs shall be forwarded to ADC national headquarters as soon as possible after completion of the meeting or event together with a full accounting relating thereto. Such funds shall be credited to the designated Chapter Equity account.
- B. Flag State Chapters shall receive an amount of money set by the Board of Directors per annum from ADCI for each of the first three years following approval of a petition to form a Flag State Chapter; that sum to be paid when the Flag State Chapter notifies ADCI that it is legally established in the Flag State and has elected Officers.” That sum shall be used only for the purposes of supporting the financial needs of the Flag State Chapter and shall be accounted to ADCI at the end of each year.

## **Article III: Meetings**

### ***Section 1: Board of Directors***

Meetings of the Board of Directors shall be held as determined from time to time. Written notice of the time and place of each meeting shall be given to the Directors by personal delivery, or receipted electronic transmission, at least 30 days prior to the meeting date, or by first-class mail deposited in the United States mail at least 45 days

before the meeting date. Directors may participate in a meeting by means of electronic equipment allowing all persons participating in the meeting to hear each other at the same time.

## ***Section 2: Annual General Meeting***

The Association shall hold an annual general meeting of members at such time and place as may be designated by the Board of Directors.

## ***Section 3: Special Meetings***

Any meeting of Association members may be called at any time by the Board of Directors. A special meeting may also be called upon request of the President or any five Directors with seven (7) days prior notice. Special meetings may also be called by a petition signed by at least thirty (30%) percent of the members who have voting rights in the Association.

## ***Section 4: Notice***

- A. Notice on any annual general meeting or special meeting of voting members shall be provided to each member not less than thirty (30) days before the date of the meeting.
- B. Notice of any special meeting shall state the purpose for which the meeting is called, and only the business included within such stated purpose(s) may be conducted at a special meeting.
- C. Written notice of the time and place of each meeting shall be given to the Members by personal delivery; receipt acknowledged for electronic transmission, or by first-class mail.

## ***Section 5: Proxies***

- A. Any voting member may be represented by a designated written proxy at any called meeting of the Association including meetings of the Board of Directors. The individual to whom a proxy has been furnished shall vote on behalf of the provider in a manner consistent with the understanding of the parties.
- B. Proxies, to be recognized, must be received by the person designated prior to the meeting at which they are to be voted.
- C. Any member may revoke the proxy on any given item before the vote is taken.
- D. A member may withdraw the proxy and vote in person at a meeting.
- E. For Annual General Membership or Special, or Board of Directors meetings no member may hold more than three (3) proxies from other members.

## ***Section 6: Ballots***

The notice of any annual general or special meeting shall also include a ballot form listing the items to be voted; together with instructions regarding the procedure for voting.

## ***Section 7: Quorum***

- A. Unless otherwise specifically required by law the members present in person shall constitute a quorum for any called Annual General Meeting.
- B. Unless otherwise specifically required by law a simple majority of members in person for any Board of Directors meeting shall constitute a quorum. For purposes of a quorum, absence of Chapter representatives shall not affect the establishment of the quorum.
- C. A majority of the Executive Committee, but no less than three Directors, shall constitute a quorum.
- D. Only voting members are considered to constitute a required quorum

## **Article IV. Board of Directors**

### ***Section 1: Composition***

- A. The Board of Directors shall consist of ten (10) elected members from the class of General Members and four (4) elected from the class of Associate Members, plus each Chapter's representatives.
- B. Each member of the Board of Directors may cast only one vote, (except for authorized proxies).**
- C. The affairs of the Association shall be managed by a Board of Directors to consist of the following persons: the President, the two Vice-Presidents, the Secretary/Treasurer, and other Directors (sometimes herein referred to

collectively as "Directors" or individually as a "Director"). The President shall serve as Chairman of the Board of Directors.

- D. The Executive Director shall serve as a non-voting member of the Board of Directors.

## ***Section 2: Authority***

- A. The Board of Directors shall control and manage the affairs of the Association and shall have the power:
  - 1) To purchase or acquire any property, rights and privileges and to dispose of such at such prices and at such terms and conditions as the Board of Directors may determine;
  - 2) To admit and terminate memberships;
  - 3) To appoint or contract the Executive Director for such salary or other compensation as the Board of Directors may determine;
  - 4) To determine the officers or persons who shall be authorized to sign checks, notes, receipts, acceptances and releases and any and all contracts and other documents on behalf of the Association;
  - 5) To select from among the Board of Directors the Executive Committee of the Board;
  - 6) To create and appoint such other committees from among the Board of Directors or among the members of the Association or otherwise as the Board of Directors may determine;
  - 7) To establish written Board of Directors Rules for the operation of the Association which supplement and include matters not specifically covered in these By-Laws, including the ADCI Procedures Manual.
  - 8) To undertake the necessary actions to obtain and protect a trademark, logo and/or emblem on behalf of the Association;
  - 9) To select general counsel for the Association;
  - 10) To do all such other acts and things necessary and desirable in the conduct of the affairs and the furthering of the purpose and objectives of the Association.
- B. Unless otherwise specifically required by law or these By-Laws, any action taken by affirmative vote of a majority of the Directors at a meeting, shall constitute the action of the Board of Directors. Any action which may be required or permitted to be taken by the Board of Directors without a meeting may be taken by a majority vote provided by mail or other forms of electronic communication. Any such writings shall be filed with the records of the Association.
- C. The foregoing enumeration shall be construed as enlarging and not limiting the grant of authority to the Board of Directors.

## ***Section 3: Compensation***

- A. The Board of Directors and Officers [with the exception of the Executive Director] shall serve without compensation.
- B. The Board of Directors may be reimbursed reasonable expense incurred with regard to carrying out their duties as Directors of this corporation in accordance with approved procedures.

## ***Section 4: Vacancies in Board of Directors***

In each case of a vacancy occurring on the Board of Directors through death, resignation, disqualification or other cause, the Board of Directors, by the affirmative vote of a majority of the remaining Directors, may appoint an eligible successor to hold office for the remaining portion of the term of the vacant Directorship. Portions of a term served by any Director shall not affect eligibility for election to a full term or terms.

## ***Section 5: Removal***

- A. Any Officer or Director may be removed, with or without cause, at any time by the affirmative vote of the Board of Directors.
- B. In the event a Director shall miss, or fail to attend two Board of Directors meetings within any calendar year; such will constitute cause for the Board to vote with respect to the removal of such Director from the Board. If a

Director is removed, due to a vote by the Board of Directors, then the seat shall remain vacant until the next scheduled election.

- C. Any Officer or Director so removed shall be ineligible to hold a position on the Board of Directors until after three (3) years after the next General Election, unless an exception is made by the Board of Directors.

### ***Section 6: Resignation***

Any Officer or Director may resign by delivering a written resignation to the Board of Directors via the Executive Director. The resignation shall take effect upon the date of receipt at the ADC office. Any Officer or director who so resigns shall be ineligible to hold a position on the Board of Directors until three (3) years after the next General Election, unless an exception is made by the Board of Directors.

## **Article V: Committees**

### ***Section 1: Executive Committee***

- A. The President, with the approval of the majority of the Board of Directors, shall appoint an Executive Committee to include the President [who shall be the Chairman], the Vice Presidents, the Treasurer, and the Executive Director (as a non-voting member) , and as many as two other Directors, with one domiciled and representing the international sector. The immediate past President of the Association may also be invited to become a member of the Executive Committee. The Executive Committee shall have and may exercise all of the authority and the duties of the Board of Directors between meetings of the Board of Directors except as limited by law and except that it shall have no authority with respect to the following matters:
  - 1) The filling of vacancies in the Board of Directors or in any committee appointed by the Board of Directors;
  - 2) The amendment, repeal, or adoption of these By-Laws or ADC Standards;

- 3) The fixing of compensation of the Directors for serving on the Board of Directors or on any committee appointed by the Board of Directors, except for the reimbursement or payment of cost and expenses on programs approved by the Board of Directors;
  - 4) The reversal of any action by the Board of Directors or by the members;
  - 5) The levy of any special assessments or adjustment in dues payable by members.
- B. The Committee shall act by the affirmative vote of a majority of its members at a meeting at which a quorum is present. Members of the Committee may participate in a meeting by means of a telephone or electronic equipment allowing all persons to hear each other at the same time.
  - C. Meetings of the Committee may be called by the Chairman or by any two members. Except in an emergency, notice of the time and place of each meeting of the Committee shall be given to each member by telephone or electronic means at least seventy-two hours before the date of the meeting, or by first-class mail deposited in the United States mail at least fifteen days before the date of the meeting.
  - D. Unless a separate Finance Committee is appointed by the Board of Directors, the Executive Committee shall perform the duties of a Finance Committee.

## ***Section 2: Safety Committee***

- A. A Safety Committee may be established to develop processes and procedures relating to the Safety needs of the members. This committee, if established, shall accept tasking of the Board of Directors to make recommendations that, following review and approval by the Board of Directors, may be promulgated, or submitted to others as appropriate. The Chairman of this Committee must be a member of the Board of Directors.
- B. Before any recommendations are made to any regulatory body and/or to the members of this Association an affirmative vote of a majority of the Board of Directors shall be required. The Chairman shall designate the number of members of the Safety Committee. Membership in the committee is not restricted only to member companies.

## ***Section 3: Technical Committee***

- A. A Technical Committee may be established to develop processes and procedures relating to the Technical needs of the members. This committee, if established, shall accept tasking of the Board of Directors to make recommendations that, following review and approval by the Board of Directors, may be promulgated, or submitted to others as appropriate. The Chairman of this committee must be a member of the Board of Directors.
- B. Before any recommendations are made to any regulatory body and/or to the members of this Association and the Industry, an affirmative vote of a majority of the Board of Directors shall be required. The Chairman of the committee shall designate the number of members of the Technical Committee. Membership in the committee is not restricted only to member companies.

## ***Section 4: Membership Review Committee***

A Membership Review Committee may be called into being to investigate and recommend action on any complaints regarding members. This committee shall consist of the First Vice President as Chairperson, the Chapter Chairperson of the affected Member,, the Executive Director of ADC, and may include such other persons designated by the Executive Committee. The Chairpersons of the Safety and of the Technical Committees may also be invited to serve on the Committee.

## ***Section 5: Tellers of Election***

The President or, Chapter Chairperson [for Chapter elections] shall appoint three Tellers of Election who shall take and sign an oath to faithfully execute their duties as Tellers of Election with strict impartiality and according to the best of their abilities. Their duties shall be to verify proxies, collect ballots, and tabulate the votes, including those votes cast in person at meetings. The Tellers of election shall certify the result to the Executive Director, or Chapter Chairperson as appropriate. Their term of office shall expire when their report of the vote has been presented and accepted.

**Section 6: Other Committees**

The Board of Directors may create other committees as they may deem necessary or advisable and may delegate to any such committee any authority of the Directors except as limited by law and the provisions of these by-laws. The President shall designate the Chairperson of each committee with the approval of the Board of Directors. Each committee shall include at least one Director.

**Article VI: Officers**

**Section 1: List of Officers**

The officers of the Association shall be a President, two Vice Presidents, a Treasurer, and the Executive Director/Secretary.

**Section 2: President**

- A. The President, after being duly nominated and elected by the Board of Directors, shall serve for a term of one year unless re-elected.
- B. In the event of the death, resignation, disqualification or demonstrated inability to perform the duties of the office of the elected President, the Executive Director shall convene the Board of Directors to select a successor to serve as President during the remainder of the term of the elected President. The First Vice President shall preside over

the meeting to select a successor. The member chosen must be a General Member, and a Director in good standing. In the event of temporary absence or temporary disability of the President, the duties and responsibilities of this office shall be discharged by the First Vice President.

- C. The President shall have general supervision of the affairs of the Association, subject to the direction of the Board of Directors. The president:
  - 1) Shall serve as Chairman of the Board of Directors and of the Executive Committee;
  - 2) May be a member of standing and special committees, with the exception of the National Nominating Committee;
  - 3) Shall preside at meetings of the members and perform such other duties as provided for elsewhere in these By-Laws and as may be assigned to the President by the Board of Directors; and
  - 4) Shall submit a report of the operation of the Association for the fiscal year to the Board of Directors at their last regular meeting of the fiscal year and to the members at the annual general membership meeting.

### ***Section 3: Vice-Presidents***

- A. A First and a Second Vice President, after each has been duly nominated and elected by the Board of Directors, shall serve for a term of one year unless re-elected.
- B. The Vice-Presidents may be appointed by the President, with the approval of the Board of Directors, to be members of any standing or special committees, except the Nominating Committee.
- C. During a temporary disability or prolonged absence of the President, the First Vice President shall assume the duties and responsibilities of that office.

### ***Section 4: Treasurer***

- A. The Treasurer shall be elected to office for a term of one year unless re-elected, and may be appointed by the President to membership in any other of the standing and special committees.
- B. The Treasurer shall establish procedures for:
  - 1) Receipt and deposit of all monies to the credit of the Association in such depositories as may be designated by the Board of Directors;
  - 2) Disbursement of Association funds as ordered by the Board of Directors, obtaining the proper vouchers for such disbursement;
  - 3) Providing, a financial statement, at regular intervals, to the Board of Directors
  - 4) Submission of annual report and tax returns and such other reports as may be prescribed by the Board of Directors. The annual report shall be certified by a competent accountant selected by the Board of Directors.
  - 5) Establishment of a bond, if required, with one or more securities as required by and satisfactory to the Board of Directors. The bond is for the faithful performance of the duties of this office and the restoration to the Association of all books, papers, vouchers, money or other property of whatever kind in the Treasurer's possession belonging to the Association in case of death, resignation or removal from office. The cost of the bond shall be borne by the Association

### ***Section 5: Secretary***

- A. The duties of Secretary, shall, unless otherwise directed by the Board of Directors, be delegated to the Executive Director. If not so directed, these duties shall be assumed by the elected Treasurer who shall, in that case, be designated the Secretary/Treasurer.
- B. The Secretary shall be responsible for recording the reporting the minutes of all meetings of the Board of Directors and Executive Committee, and for taking such other actions as are appropriate and necessary.

### ***Section 6: Executive Director***

- A. The Executive Director is appointed or contracted by the Board of Directors

- B. The Executive Director shall be the Chief Executive Officer of the Association subject to the direction of the Board of Directors and under the supervision of the President. The Board of Directors may establish an employment contract and position description outlining the duties and responsibilities of the Executive Director.
- C. The Executive Director shall:
  - 1) Be charged with the responsibility to maintain all records of the Association.
  - 2) If no Safety or Technical Committee is appointed, take responsibility to develop Safety and Technical standards, procedures, processes, etc. appropriate to the goals and objectives of the Association with approval of the Board of Directors.
  - 3) Be a member, without voting rights, of all standing and special committees unless otherwise provided by the action of the Board of Directors; however, the Executive Director shall not be a member of the Nominating Committee;
  - 4) Engage and manage employees as may be authorized by the Board of Directors
  - 5) Supervise and promote the affairs of the Association.
  - 6) Execute, as directed by the Board of Directors, all documents whereon a signature of the Secretary of the Corporation is required.
  - 7) Perform such other duties as may be assigned by the Board of Directors, under the supervision of the President.
  - 8) Establish a bond, if required, with one or more securities as required by and satisfactory to the Board of Directors. The bond is for the faithful performance of the duties of this office and the restoration to the Association of all books, papers, vouchers, money or other property of whatever kind in his possession belonging to the Association in case of death, resignation or removal from office. The cost of the bond shall be borne by the Association

## **Article VII: Nominating Procedures for the Election of Officers, Directors and Chapter Chairpersons**

### ***Section 1: Eligibility and Term of Office***

- A. Only General and Associate members shall be eligible for election as a Director, Chapter Chairperson or Officer.
- B. **Only General Members may serve as President or as Vice President of the Association. Associate members may serve in the capacity of Treasurer**
- C. The terms of the Board of Directors (other than Chapter Chairmen) shall be no more than three (3) years prior to standing for reelection. The terms shall be staggered in order to ensure continuity of experienced membership on the Board.
- D. Chapter Chairpersons and Chapter Officers may be elected for a maximum term of two years. If so desired by their members, a Chapter can hold annual elections.

### ***Section 2: Nominating Procedures***

- A. At least four months prior to the Annual General or Annual Chapter Meeting, the Board of Directors, or the Chapter Chairperson shall convene a Nominating Committee, whose term of office shall be for four months and

whose duties are to solicit and report nominations for the Board of Directors or Chapter Chairpersons. This Committee shall consist of three members in good standing, at least one of whom shall be a member of the Board of Directors, or in the case of Chapters, a Chapter Officer. The duties and responsibilities of this Committee are to nominate candidates for office to fill expiring terms of members of the Board of Directors or of the Chapter.

- B. Prior to, and not later than 61 days before the Annual General or Chapter Meetings, Members may submit to the Nominating Committee, in care of the Executive Director; or in the case of Chapters, the designated recipient, the names, addresses, written acceptance, and biographical information of candidates for election to the Board of Directors or Chapter positions, in the General and Associate Membership categories, respectively.
- C. The Nominating Committee shall deliver in writing to the Executive Director, or in the case of Chapters, the designated recipient, on or before the 60th day prior to the Annual General or Chapter Meeting the names of its nominees for the various offices next falling vacant, the written acceptance of each nominee, and biographical background on the nominees.
- D. On or before the 50th day prior to the Annual General the Executive Director shall mail to each member qualified to vote in the respective membership categories the slate of candidates identified on an absentee ballot together with the statement of acceptance to run for office and biographical information delivered by the Nominating Committee. The Absentee Ballot will also contain sufficient blank lines for additional write-in candidates to be considered during the voting process. Write in candidates must be supported by the same biographical and acceptance documents as all other candidates.
- E. Chapter election procedures shall be as set forth above; except that Chapter procedures shall utilize the elected Chapter Officers (or other Chapter members designated), less the Chapter Chairperson to form the Nominating Committee and to deliver the slate of nominated candidates to the Chapter Chairperson in writing, on or before the 30th day prior to the Chapter Meeting at which elections shall take place. Notices of elections shall likewise, be issued by the Chapter Chairpersons or designated alternate(s).

### ***Section 3: Elections – Board of Directors and Chapter Officers***

- A. The slate of nominees for the Board of Directors or Chapter Officers shall be those individuals reported by the respective Nominating Committee for each class of Voting Member [General or Associate]. The absentee ballot shall identify candidates who are currently incumbents of either the Board of Directors or Chapter Officers. Supporting members of a Chapter shall have the right to vote for the election of Chapter Officers but shall not be eligible to vote for members of the ADCI Board of Directors or vote on ADCI General Business activities. <sup>[June 2005]</sup>
- B. The Ballot Form [either Absentee, or that to be used during a meeting] distributed to members for purposes of voting shall include sufficient blank lines to permit write-in candidates to be proposed by members. If a write-in candidate is furnished then; a statement from that candidate that he or she is willing to accept the nomination together with a short biography must be furnished.
- C. The member may submit an absentee ballot by means of a cross or check mark placed opposite the name of each candidate for whom he or she wishes to vote. The Executive Director shall certify to the validity and signature of all ballots and shall then deliver them to the Tellers of election.
- D. An absentee ballot not signed and dated by the member shall be considered defective and shall be rejected by the Tellers of Election. Duplicate ballots or proxies shall be rejected.

### ***Section 4: Closing Date for Absentee Ballots***

- A. The Tellers of election will recognize ballots received prior to the actual vote being taken. Ballots shall be retained for six months after the Tellers of Election report their findings.
- B. Members may revoke their mailed ballot and vote in person.
- C. If mailed, Absentee Ballots must be received at the designated address not later than three days prior to the meeting for which they are intended. Thereafter, sealed absentee ballots may be delivered to the Teller of Elections at the meeting for which they are intended to be applied.

### ***Section 5: Tabulation of Votes***

- A. Except in the case of election by acclamation, the Tellers of Election shall record the votes by ballot and count the votes made at the annual meeting or other meeting and certify the result to the Executive Director or

designated Chapter representative. The individuals having the greatest number of votes for the Board of Directors or Chapter Chairperson shall be considered elected.

- B. In the event of a tie in the vote with respect to any elected office a run-off election shall be immediately held. Should the run-off election result in another tie, the President of the Board of Directors or Chapter Chairperson shall cast the deciding vote.

### ***Section 6: Announcement of Election***

The names of the individuals elected to office shall be published.

### ***Section 7: Date to Assume Office***

Unless otherwise required, Officers, Directors, and Chapter Chairpersons term of office shall begin immediately upon having been elected.

### ***Section 8: Tellers of Election***

The President or, Chapter Chairperson shall appoint three Tellers of Election who shall take and sign an oath to faithfully execute their duties as Tellers of Election with strict impartiality and according to the best of their abilities. Their duties shall be to collect ballots and tabulate the votes, including votes cast in person at the meeting. The Tellers of election shall certify the result, in each case, to the Executive Director or Chapter Chairperson. Their term of office shall expire when their report of the vote has been presented and accepted.

## **Article VIII. Regional, Flag State, and International Chapters**

### ***Section 1: Definition and Purpose***

The purpose of the Chapter is to promote the goals and objectives of the Association by serving as a common forum for members residing in its' area; and through the conduct of meetings, symposia, lectures, or preparation and distribution of information, serve as a coordinating body to promote the Safety throughout the commercial diving and underwater industry.

- A. A Regional Chapter of the Association is the unit consisting of a minimum of five General or Associate members in good standing of the Association, residing or having a place of business within a specified geographic area,

which has been authorized by the Board of Directors as an Association of Diving Contractors International, Inc. Chapter.

- B. A Flag State Chapter of ADCI is the unit consisting of a minimum of three General or Associate members in good standing of the Association, residing or having a place of business within an identified nation, which has been authorized by the Board of Directors. In the case where a nation is represented by more than three member companies, the petition for Flag State Chapter membership must be signed by the majority of those member companies but, not less than three.
- C. The International Chapter shall comprise all member companies of an international nature, not otherwise members of a Regional or Flag State Chapter.
- D. Wherein there exist insufficient members in a nation to form a Flag State Chapter or wherein the laws or policies of a nation preclude the formation of such a body, then; the Board of Directors may appoint an ADCI Representative to support the goals and objectives of the Association. Where a representative is so appointed; that representative or their company shall have no authority to commit or bind the Association in any manner whatsoever and shall serve as the Representative in a manner as set forth by the Board of Directors.

## ***Section 2: Membership***

Chapters shall have no members who are not also members of the Association.

## ***Section 3: Chartering Procedure***

The steps toward chartering a Regional or Flag State Chapter are generally as follows:

The procedures necessary to petition for Charter of a Regional or Flag State Chapter are as follows:

- 1) When ADCI voting member companies within a Region or within a Flag State desire to submit a petition for formation of a Chapter, they shall appoint an organizing Committee. That Committee shall coordinate with the ADCI Executive Director who shall furnish such assistance and guidance as necessary and appropriate.
- 2) A Regional Chapter may be formed by submittal of a petition on a form to be furnished by the Executive Director containing no less than five signatures of ADCI General or Associate member companies resident to the region and in good standing or; in the case of a Flag State Chapter, containing no less than three signatures, or a majority of not less than three of the member companies resident to the nation and in good standing.
- 3) If approved for membership, the Regional or Flag State Chapter shall convene a meeting of the members of the Chapter; shall elect officers and shall adopt these bylaws. Officers to be elected shall be as suited to the make-up, composition, and other needs of their members. In the case of Flag State Chapters; officers shall be, as a minimum, those required by their national regulations.

## ***Section 4: Regional or Flag State Chapter Boundaries***

- 1) The geographic boundaries of a Chapter will depend on evidence of local interest.
- 2) The Chapter boundaries in effect at the date of this Amendment are as recorded in ADCI files.
- 3) Flag State boundaries will constitute the recognized territory of the nation. In cases of disputed territorial claims, a member company located in such disputed territory must specifically identify to which nation allegiance is identified.

## **Section 5: Officers**

- A. Election of Officers of a Regional or Flag State Chapter shall be consistent with the procedures set forth in these Bylaws at Sections 6 and 7.
- B. In the case of a Regional Chapter of an International nature, all ADCI members within the Region shall be also members of that chapter although some may also be members of a Flag State Chapter.
- C. Wherein Flag State Chapters are inclusive to an international Regional Chapter, the elected representative of the Flag State Chapter (i.e. Chairman, President, Managing Director et al) shall also be an Officer of the international Regional Chapter.
- D. The International Chapter members shall be represented by the Executive Director (non-voting) or a Chapter Chairman appointed by the Board of Directors annually.

## **Section 6: Procedural Activities**

- A. Meetings: In accordance with Article III of these bylaws.
- B. Nominating Procedures: In accordance with Article VII of these by-laws.
- C. Modifying Procedures:
  - a. ADCI Member companies of a nation must also be members of any proposed or established Flag State Chapter of the nation.
  - b. International Regional Chapter Officers shall represent each nation comprised within the Regional Chapter, with the primary Officers elected from different nations so as to be as democratic as possible in the conduct of Chapter business.

## **Section 7: Finances**

There shall be no additional dues assessed by a Regional, Flag State, or International Chapter for membership. Distribution of funds to Chapters, and from Chapters to ADC is outlined in these By-Laws.

## **Section 8: Legal Status and Obligations**

- A. The Association of Diving Contractors International, Inc. is chartered under the laws of the States of Texas and Louisiana and qualifies as a tax-exempt organization under Section 501[c] [6] of the Internal Revenue Code. As a subsidiary organizational unit of ADC, U.S. domestic Chapters fall within this tax-exempt status. International and Flag State Chapters may have specific legal requirements that differ from U.S. law.
- B. Status as a non-profit, tax-exempt organization gives the ADC and its U.S. Chapters special privileges. It also imposes special obligations for accounting for receipt and disbursement of funds and a necessity for each Chapter to file a fiscal year financial report to Headquarters to maintain the 501[c] [6] status. Accordingly, prior to 31 January of each calendar year, each Chapter Chairman must submit to the Executive Director and Treasurer:
  - 1) A Chapter Activity Report to provide a summary of the prior year's activities and income and expenses.
  - 2) A planned program and budget for the coming year.
  - 3) A report of Officers identities and elected terms of office when changes take place.
- C. International Chapter legal and tax status shall be as appropriate to the requirements associated therewith. In each instance requirements for reporting shall be established to comply with the best interest of the Association and the laws of the International Chapter domicile.

## ***Section 9: Dissolution of a Regional or Flag State Chapter***

- A. Any Chapter that is inactive or fails to respond to repeated inquiries from the ADC; or whose membership falls below three members of the ADC in good standing; or otherwise operates outside of the appropriate framework of these By-Laws; may be deprived of its charter by the ADC Board of Directors.
- B. Such action shall not be proposed without prior notification to the last known Chapter officers at least 60 days before the meeting that will consider abrogating the Chapter's Charter.
- C. All funds of a dissolved Chapter shall revert to the ADC for redistribution to the paying chapter members, subject to an assessment of administrative fee

## **Article IX. Publications, Awards and Research**

### ***Section 1: Publications***

- A. The Association may publish a magazine or newsletter under such name(s) as may be chosen by the Board of Directors. It may contain technical papers, Association news and information of interest to the members, or other material deemed appropriate by the Board of Directors and may also contain any notices to members. Any such publication shall be sent to members at no cost, and shall be available to others by subscription or any other system that may be established by the Board of Directors.
- B. Chapters may publish a newsletter under such names(s) as may be chosen by the Chapter officers and as approved by the Board of Directors. Its' content and distribution shall be as appropriate to serve the interest of the Chapter but shall not be intended to duplicate or in any other manner interfere with the Association publication.
- C. Publication of a newsletter shall be financially self-supporting and shall not require the depletion of Chapter financial resources.

### ***Section 2: Use of Association Name, Logo, or Emblem***

- A. Unless approved by the Board of Directors, the name, logo, emblem, or initials of the Association shall not be used by any person, or in any commercial publication or business, except that General, Associate, Supporting, Honorary Life and Affiliate members may indicate membership in the Association or conformity with Association standards or recommended practices.

- B. Individual members shall not use the name, logo, emblem, or initials of the Association for any commercial purposes whatsoever.
- C. Flag State Chapters may identify their membership in the Association for identification of their Chapter by affixing to the lower right hand corner of the ADC logo a duplicate of the national flag of that nation. This Flag State logo shall be submitted to ADC headquarters for final approval by the Executive Director, and use on ADC material supporting the goals and objectives of the collective membership.

### ***Section 3: Awards***

Awards, prizes and certificates may be established by the Association in accordance with rules or resolutions adopted by the Board of Directors.

### ***Section 4: Diving and Underwater Technology Research***

- A. Procedures - the Association may provide for research in diving and underwater technology directly by contract or by cooperating with separate research organizations. A separate section of the Association publication may be provided for research publications.
- B. Funding - Funding of research may be provided by voluntary or solicited contributions, by appropriation from any funds of the Association as authorized by the Board of Directors.
- C. Solicitations in the name of the Association may be made only with the approval of the Board of Directors.

## **Article X. Miscellaneous**

### ***Section 1: Fiscal Year***

The fiscal year of the Association shall commence on January 1 and end on December 31.

### ***Section 2: Audit***

A financial review of the financial records of the Association shall be conducted at least annually and also subjected to a formal audit each three years; both by a Certified Public Accountant approved by the Board of Directors.

### ***Section 3: Parliamentary Rules***

Robert's Rules of Order shall govern the conduct of all meetings of the Association in all cases not definitely provided for by the By-laws or any rules or regulations adopted by the Board of Directors.

### ***Section 4: Confidential Information***

Except under compulsion of legal process, neither the Executive Director nor any other employee of the Association shall divulge to anyone, including, without limitation, the President, the Vice Presidents, The Treasurer, the Directors,

Chapter Chairpersons, or Chapter Officers, confidential information or statistics secured from any member. Nothing in this Section 4 shall prevent the inclusion of such confidential information or statistics in composites or coded reports that do not disclose the identity of the individuals or companies to which the confidential information or statistics pertain.

### ***Section 5: Bonds***

All individuals authorized to sign checks and other financial documents or otherwise handle the monies of the Association may be bonded at the request of the Board of Directors. Cost of the bond(s) shall be borne by the Association.

## **Article XI: Amendments**

### ***Section 1: Amendments by Directors***

These By-Laws may be amended or repealed (excluding any amendment that decreases the number of Directors) by the Board of Directors. Any proposed amendment(s) to these By-Laws will require a thirty (30) day review period. The purpose of the review period is to provide the members of the Board of Directors and the Association's legal counsel an opportunity to study and assess the possible impacts of the proposed amendment(s) on the Association and membership. The thirty (30) day review period will commence from the date of the proposed amendment(s). After the review period, the Board of Directors shall vote on the proposed amendment(s). To remain in effect it must be approved by vote of the General Membership. at the next AGM.

### ***Section 2: Initiation of Amendments by Voting Members***

Any amendment(s) or repeal of these By-Laws may be initiated by petition signed by at least thirty percent of the voting members. The proposed amendment(s) would be submitted to the Board of Directors and the Association's legal counsel, and a thirty (30) day review period would commence. After the review period, a ballot will be submitted to the voting membership (General and Associate) for final approval at the next AGM.

## **Article XII: Merger or Reorganization**

The Association may merge or consolidate with any other nonprofit charitable organization in accordance with the laws of the state or states under the laws of which parties to the merger were organized. The Board of Directors may reorganize the Association into one or more divisions in order to separate distinct functions and operations of the Association or for any other reasons deemed appropriate by the Board of Directors , requiring an affirmative vote of two-thirds of the General Membership.

## **Article XIII. Dissolution**

The Association may be dissolved by an affirmative vote of two-thirds of the General Membership.. Upon dissolution, after paying all liabilities or making provisions for the payment of all liabilities of the Association, the balance of the assets of the Association, if any, shall be transferred to another nonprofit organization designated by the Board of Directors and which is qualified as a charitable organization under paragraph 501 (c) (3) of the Internal Revenue Code of 1954, as amended from time to time.

## **Article XIV. Indemnification**

### ***Section 1: Indemnification***

The corporation may indemnify any person who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another business, foreign or nonprofit corporation, partnership, joint venture or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, the indemnity shall be limited to expenses (including attorneys' fees and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the action to conclusion) actually and reasonably incurred in connection with the defense or settlement of such action and no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only

to the extent that the court shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, he is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

## ***Section 2: Defense***

To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any such action, suit or proceeding, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

## ***Section 3: Authority***

The indemnification hereunder (unless ordered by the court) shall be made by the corporation only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable or a quorum of disinterested directors so directs, by independent legal counsel, or (3) by the Members.

## ***Section 4: Expenses***

The expenses incurred in defending such an action, suit or proceeding shall be paid by the corporation in advance of the final disposition thereof if authorized by the Board of Directors in the manner provided in Section 3 above, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized hereunder.

## ***Section 5: Tenure***

The indemnification provided hereunder shall not be deemed exclusive of any other rights to which one indemnified may be entitled, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his heirs and legal representatives.

## ***Section 6: Insurance***

The corporation may procure insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another business, nonprofit or foreign corporation, partnership, joint venture or other enterprise against any liability asserted against or incurred by him in any capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the Nonprofit Corporation Laws of Louisiana and Texas.

I HEREBY CERTIFY that the above and foregoing 23 pages constitute the amended By-Laws of the Association of Diving Contractors International, Inc., adopted by the Board of Directors on January 2007.

ASSOCIATION OF DIVING CONTRACTORS INTERNATIONAL, INC.

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By: Phil Newsum, SECRETARY