

# SHIPWRECK PRESERVATION SOCIETY OF NEWFOUNDLAND AND LABRADOR INC.

## BYLAWS

### ARTICLE I: NAME

- A) The club shall be called the Shipwreck Preservation Society of Newfoundland and Labrador Inc. and may have the alphabetic abbreviation of 'SPSNL', and be referred to as 'SPSNL'.

### ARTICLE II: MISSION & GOALS

- A) The Mission of SPSNL is to advance shipwreck awareness, documentation and stewardship of shipwrecks throughout the province. The objectives of SPSNL are to:
- I. Promote the study, documentation and appreciation of Newfoundland & Labrador shipwrecks, and training in the historical, archaeological and diving methods needed to achieve this goal;
  - II. Promote the preservation of provincial shipwrecks through diver education and wreck protection activities; and
  - III. Promote a public awareness of shipwrecks and the importance of our nautical heritage to the history of Newfoundland & Labrador, in partnership with local communities and cultural heritage organizations.
- B) All SPSNL initiatives are founded on values of fellowship, inclusion and respect.

### ARTICLE III: MEMBERSHIP

- A) SPSNL shall have two classes of membership. Only members who have paid their annual dues shall have voting rights.
- B) In these Bylaws, unless the context indicates otherwise, the terms "member" and "members" shall refer to all classes of membership.
- C) In these bylaws, unless the context indicates otherwise, any member that has paid their annual dues and has not committed any other infraction against these bylaws shall be referred to as "in good standing."
- D) Classes of membership
- I. There shall be two classes of membership:
    - a. Full member
      - i. Full members in good standing shall have voting rights;
      - ii. Full members in good standing shall have access to all member benefits, such as training activities, organized events, and wreck coordinate databases.
    - b. Junior member
      - i. Junior members shall be anyone under the age of 16;
      - ii. Junior members shall not have voting rights;
      - iii. Junior members may be given permission to access some or all of the full membership benefits, for the purposes of advancing their

education if permission is obtained, in writing, from the President of the SPSNL.

- E) Full members in good standing shall be allotted one (1) vote.

#### **ARTICLE IV: ETHICS**

- A) Each member shall be guided by the highest standards of ethics, personal honour, integrity and conduct. A member found in breach of ethics or the SPSNL code of conduct may be admonished, allowed to resign, suspended or expelled from SPSNL by the SPSNL Board under Article V of the Bylaws.

#### **ARTICLE V: EXPULSION, SUSPENSION, AND RESIGNATION**

- A) Before a decision is made to expel or suspend any person, the member shall be notified by the SPSNL Board, and shall have the right to appear before the SPSNL Board for a review of their case. At this review, the member or someone designated by them may present an argument on their behalf. No member of any class of membership may be disciplined under the Article without the offer of this right of appearance before the SPSNL Board.
- B) After satisfying the above requirements, the procedure to expel a member shall be by a simple majority vote of the entire SPSNL Board.
- C) Any person suspended or expelled from SPSNL under Article IV of the Bylaws shall be notified to that effect by the President. Any person expelled from SPSNL may not be reinstated as a member or acquire membership in SPSNL unless there is unanimous approval of the SPSNL Board, upon payment of all dues owing at his/her suspension and subject always to such additional terms and conditions as may be stipulated by the SPSNL Board.
- D) A member may resign from or terminate their membership in SPSNL by non-payment of membership dues or by a letter of resignation to the President.

#### **ARTICLE VI: OFFICERS**

- A) The SPSNL Board shall comprise the Executive Committee and other Directors of SPSNL.
- B) Executive committee will consist of the following five (5) officers:
  - I. President
  - II. Vice President
  - III. Archaeologist
  - IV. Treasurer
  - V. Secretary
- C) The board of directors shall consist of at least the five executive committee officers, and up to ten (10) other directors for a maximum of fifteen (15) board members.

#### D) Election of Directors

- I. All SPSNL Board members shall be elected annually from among the Voting Members of SPSNL in the following manner:
  - a. The President shall call for nominations on one (1) month before the scheduled Annual General Meeting (AGM), and inform the membership of the closing date for nominations by the most appropriate means at their disposal. Nominations are to close during the Annual General Meeting (AGM).
  - b. A call for nominations shall be held during the Annual General Meeting. Voting shall be held directly after the call for nominations.
  - c. Voting will be conducted at the AGM, with the newly elected executive to begin immediately after the close of the AGM.
  - d. Any voting member may nominate themselves or any other individual with the consent of that individual for a position on the board.
  - e. Each nominated individual will be given at least one opportunity to communicate to the general membership, why they should be elected to the SPSNL Board. The medium shall be though any means the Board of Directors deems most appropriate. These communications will be done at the AGM.
  - f. No ballot shall be furnished to any Member who is not in good standing.
  - g. For the purposes of election, Members in good standing are members paid in full at least one week prior to the Annual General Meeting.
  - h. If there is a tie vote for a position, low counts are dropped and a second ballot is conducted. If after this second ballot the vote remains tied, the board of directors at the time the vote is cast will cast another vote to break the tie.
  - i. The newly elected members of the board will be announced via the most effective method of communication to the general membership within one week of the AGM.
  - j. The Executive officers (except the Archaeologist) shall hold no more than two consecutive two-year terms of office. In extenuating circumstances the SPSNL Board may unanimously approve a one-year extension of term for an Officer of SPSNL.
  - k. Directors and Executive officers will serve on the board for a two-year term, with the exception of the Archaeologist. The President and Treasurer will be elected in even years, and the Vice-President and Secretary in odd years.
  - l. Executive officers will be chosen by a majority vote of the board of directors at the first board meeting after the AGM.
  - m. Directors and Executive officers may resign at any time by submitting their resignation in writing to the President.
  - n. If the office of President becomes vacant for any reason, the Vice-president shall assume the role of President for the remainder of the existing term.

- o. If a vacancy, whether temporary or permanent, shall occur in any office of the SPSNL Board other than President, such vacancy shall be filled by majority vote of the SPSNL Board, for the remainder of the existing term.
- p. The board of directors may appoint a new director from the membership at any time by a majority vote of the board, subject to the maximum board size of fifteen members. New directors may be appointed to fill vacancies or to undertake new tasks on behalf of SPSNL.

E) Duties of Elected Officers

I. President

- a. The President shall be the presiding officer at all meetings of the SPSNL Board and Executive committee.
- b. The President shall appoint such committees as are required for the purposes of SPSNL within the limitations prescribed by these Bylaws, shall delegate members to represent SPSNL as required from time to time, and shall be, *ex officio*, a member of all committees, but shall not have a vote on any matter decided by any committee.
- c. At the Annual Meeting, the President shall submit and present to the membership a report on the activities of SPSNL from the past year, and plans formulated by the SPSNL Board for future activities of SPSNL.
- d. The President is the public spokesperson for SPSNL.
- e. The Board may designate other spokespersons, depending on the issue, as necessary and as it sees fit.
- f. The President shall be responsible for providing permission for Junior Members to gain access to benefits of full membership, as outlined in Article III.D.I.c.iv.

II. Vice President

- a. The Vice-President shall assist in the President's duties, shall sit on the Executive committee, and shall assume the office of President in case of a vacancy from any cause in that office, and shall assume the duties of President for such period as the President for any reason may be unable to perform official duties.
- b. The Vice-President shall chair the Membership Committee.

III. Secretary

- a. The Secretary shall assist the President in the conduct of the business of SPSNL, shall sit on the Executive committee, and shall perform such duties as shall from time to time be delegated by the SPSNL Board.
- b. The Secretary shall ensure that SPSNL keeps Minutes and Notices of all meetings of the Executive and board, and of all general meetings of SPSNL, and keep track of all Club Bylaws.
- c. With the Vice-President and Treasurer, he/she will be part of the Membership Committee, and keep a register of all Full and Junior Members of SPSNL.
- d. The Secretary shall be responsible for maintaining a list of who has volunteered to assist SPSNL each calendar year.

- e. The Secretary shall be responsible for interfacing with the SPSNL's web-master.
- f. The Secretary shall be responsible for submitting the annual reports required for incorporation with the appropriate provincial government department.
- g. The Secretary shall be responsible for keeping a record of all SPSNL correspondence and communications.

IV. Treasurer

- a. The Treasurer shall assist the President in the conduct of the business of SPSNL, shall sit on the Executive committee, and shall perform such duties as shall from time to time be delegated by the SPSNL Board.
- b. The Treasurer shall have charge of the financial affairs of SPSNL, and be responsible for maintaining the financial health and integrity of SPSNL. The Treasurer shall be responsible for the administration of the Annual Budget and Financial Plan of SPSNL, shall receive all funds of SPSNL, and, under the direction of the SPSNL Board and with strict adherence to the Annual Budget, shall disburse all funds of SPSNL. The Treasurer shall be an *ex-officio* member of all committees handling a budget, and shall at all times be fully cognizant of all financial commitments made by SPSNL.
- c. He/she shall provide to the Board each financial quarter complete financial statements reflecting the current status of SPSNL.
- d. Soon after each fiscal year-end, he/she shall prepare financial statements for the Annual General Meeting and shall present to the membership at the Annual General Meeting a complete set of financial statements, including a Balance Sheet, Income Statement, and an Inventory of the Assets of SPSNL.

V. Archaeologist

- a. The archaeologist shall assist the President in the conduct of the business of SPSNL, shall sit on the Executive committee, and shall perform such duties as shall from time to time be delegated by the SPSNL Board.
- b. The archaeologist shall be a member, *ex officio* of all committees, dealing both directly and indirectly, with any project of archaeological significance, and shall be fully cognizant of all archaeological projects and issues that are associated with SPSNL.
- c. The archaeologist will be responsible for obtaining provincial archaeology permits as necessary for SPSNL activities, and will be responsible for all reporting required under the terms of those permits.

VI. Directors, without portfolio

- a. The Directors shall be members of the SPSNL Board, but not the Executive Committee.
- b. The Directors without Portfolio shall assist the President in the conduct of the business of SPSNL and shall perform such duties as shall from

time to time be delegated by the SPSNL Board. Such duties may include leading or participating in committees established by the board, or special interest projects.

VII. Removal of Officers

- a. Directors and Executive officers may be removed from the board by a majority vote of the current board members. Board members may be removed for reasons of inappropriate, unethical or disrespectful conduct, for not fulfilling their duties on the board, including regular attendance at board meetings, or for behaviour that reflects badly on the SPSNL.
- b. Before a decision is made to remove a board member, the member shall be notified by the SPSNL Board, and shall have the right to appear before the SPSNL Board for a review of their case. At this review, the member or someone designated by them may present an argument on their behalf. No board member will be removed under this Article without the offer of this right of appearance before the SPSNL Board.
- c. Any board member shall be removed from the board automatically if he/she is expelled, suspended or resigns as an SPSNL Member pursuant to Article V or otherwise.

VIII. For the Protection of Officers and Directors

- a. Except as otherwise provided in the Corporations Act of NL, no Officer or Director for the time being of SPSNL shall be liable for the acts, receipts, neglects, or defaults of any other Officer, Director, employee or volunteer, or for any loss, damage or expense happening to SPSNL through the insufficiency or deficiency of title to any property acquired by SPSNL or for or on behalf of SPSNL or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to SPSNL shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or damage resulting from any dealings with any moneys, securities or other assets belonging to SPSNL or for any loss, damage or misfortune whatever which may happen in the execution of the duties of the Officer's or Director's respective office or trust or in relation thereto unless the same shall happen by or through the Officer's or Director's own willful neglect or default.

IX. Indemnities to Officers and Directors

- a. Every Officer and Director of SPSNL or other person who has undertaken any liability on behalf of SPSNL, their executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of SPSNL, from and against:
  - i. All costs, charges and expenses whatsoever which such Officer, Director or other person sustains or incurs in or about any action,

- suit or proceeding that is brought, commenced or prosecuted against the director, officer or other person for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in any such liability; and
- ii. All other costs, charges or expenses which the Officer, Director or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default. SPSNL shall also indemnify any such person in such other circumstances as the Corporations Act of NL or law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Corporations Act of NL or law.

## **ARTICLE VII: COMMITTEES**

### **A) SPSNL Board**

- a. The SPSNL Board shall consist of the SPSNL Executive Committee and the Directors.

### **B) SPSNL Executive**

- a. The SPSNL Executive is composed of the President, Vice-President, Archaeologist, Secretary and Treasurer and is responsible for the efficient running of the day-to-day affairs of SPSNL.

### **C) SPSNL Board Meetings**

- a. The SPSNL Board shall hold regular meetings at such time and place as the Board Committee shall determine, provided that at least six board meetings shall be held each calendar year.
- b. Special meetings of the SPSNL Board may from time to time be called by the President, or by any three members of the SPSNL Board, by giving notice in writing or electronically addressed to the members of the SPSNL Board, specifying the time and place of the meeting and, in a general manner, the business to be discussed. This notice shall be given to the Board at least seven (7) days prior to the special meeting.
- c. Notice of each meeting of the SPSNL Board shall be given to all members of the SPSNL Board not less than seven (7) days before the scheduled date of such meeting, and no meeting shall be held to be duly called and constituted unless either this notice shall have been given or all members of the SPSNL Board unanimously agree that it be waived.
- d. Members of the SPSNL Board may vote by proxy on matters requiring the unanimous vote of all SPSNL Board members. Three members of the SPSNL Board present in person, or by electronic or telecommunication medium, at a meeting of the SPSNL Board shall constitute a quorum. Except where otherwise required or permitted by these Bylaws, decisions of the SPSNL Board shall be

made by majority vote of those persons present at a meeting of the SPSNL Board duly called and constituted.

D) SPSNL Board Duties

- a. The SPSNL Board shall have control and management of the affairs and finances of SPSNL and shall be responsible for establishing and implementing policy with respect to all programs, services and communications of SPSNL.
- b. The SPSNL Board shall have full power to make such rules and regulations as it may from time to time consider necessary for the government and well-being of SPSNL and the conduct generally of its members, provided that such rules and regulations shall not be inconsistent with these Bylaws or the provisions of The Corporations Act of NL .

E) Standing Committees

- a. SPSNL shall maintain the following Standing Committees:
  - i. Membership (Vice-President (chair), Secretary and Treasurer and other members as may be required by the chair).
  - ii. Communications (Secretary (chair), and Webmaster and other members as may be required by the chair).
  - iii. Financial (Treasurer (Chair)), President, Vice-President and other members as may be required by the chair.

F) Special Committees

- a. The SPSNL Board may institute such special committees as are deemed necessary, and may thereafter disband such committees at its discretion.

G) Appointment of Committees

- a. All Standing Committee chairs shall be appointed by the President. Chairs of special committees shall be appointed by the President whenever necessary.

H) Duties of the Chair.

- a. The Chair of a standing committee or a special committee shall be responsible to the SPSNL Board for carrying out the duties of the committee and for the correct handling of income and expenditure by the committee. The Chair shall keep the SPSNL Board informed of the committee's activities by reporting to a particular member of the SPSNL Board designated by the President. As soon as practicable after being appointed, the Chair shall supply to the Treasurer, for the approval of the SPSNL Board, a budget of proposed expenditures by the Committee. The Chair shall be responsible for documenting the activities and procedures established through the committee's activities, and shall provide copies of this documentation to the board via the Secretary.

## **ARTICLE VIII: MEETINGS**

- A) An annual general meeting shall be held every year as designated and published by the SPSNL Board, at which time Directors for the ensuing year shall be elected and reports of the President and Treasurer, together with such other reports as may be directed by



the SPSNL Board, shall be presented. General meetings shall be arranged as deemed necessary to carry out the purposes of SPSNL.

#### **ARTICLE IX: VOTING**

- A) In Articles VIII and IX, "voting member" shall mean Full Members who are not in arrears with respect to dues at least one week in advance of the Annual General Meeting.
- B) Each year, the President and Treasurer shall submit their reports to the Annual General Meeting, and those voting members present in person or by proxy shall vote to accept or reject each report by a show of hands. A simple majority shall suffice to accept each report, and acceptance of both reports by the meeting shall constitute approval by SPSNL of all the acts of the SPSNL Board described in these reports.
- C) SPSNL Board members shall be elected biannually, in accordance with Article VI hereof.
- D) Extraordinary Resolutions to amend the Bylaws may be proposed by either (a) the SPSNL Board, or (b) a petition signed by 10 voting members and addressed to the SPSNL Board. Extraordinary Resolutions must be passed by a majority of not less than fifty one percent (51%) of such voting members as have cast their ballots in a vote upon the Extraordinary Resolutions, of which notice specifying the intention to propose the Resolutions has been duly given.
- E) All ballots should be conducted in such a way that ballot papers are addressed only to voting members as herein defined and shall be secret. The results of all ballots shall be announced promptly.
- F) A vote of the membership, other than for an election of Directors, shall be valid only if taken by a secret ballot of which notice has been forwarded to all voting members not less than 2 weeks prior to the voting day. This notice shall specify the Extraordinary Resolution upon which it is proposed to vote. All ballots shall be properly secured until counting. Promptly after the voting, the SPSNL Board shall arrange for the release and counting of the ballots.
- G) Notwithstanding the foregoing, the SPSNL Board may, at any time upon suitable notice, call a meeting of the membership to discuss any indicated topic but resolutions made by a meeting shall be only for the guidance of the SPSNL Board and shall not be binding on the SPSNL Board, the membership or SPSNL.

#### **ARTICLE X: DUES AND FINANCE**

- A) Dues
  - I. The annual dues of full members shall be set annually by the SPSNL Board.
- B) Payment of Dues
  - I. All annual dues are payable by March 31<sup>st</sup> in each year
- C) Fiscal Year
  - I. The fiscal year end of SPSNL shall be determined by the Board
- D) Suspension for Non-payment of Dues
  - I. Members, who are in arrears in the payment of their dues for the current year on the 31<sup>st</sup> day of March in that year, shall no longer be Members of SPSNL.
- E) Deposit of Monies

- I. All current monies belonging to SPSNL shall be deposited in its name in one or more SPSNL bank accounts of a Chartered Bank or Trust Company.
- F) Withdrawal of Monies
  - I. Any withdrawal of monies belonging to SPSNL shall be done by cheque and require the signature of any two of the President, Treasurer or Vice-President.
- G) Review
  - I. The books, accounts and reports of the Treasurer and SPSNL Office shall be reviewed as soon as may be practicable after the close of each fiscal year by the Treasurer and the President, and a report of such a review shall be presented at the Annual General Meeting of SPSNL next following the close of such fiscal year.
- H) Inspection by Members
  - I. The books and records of the SPSNL may be inspected by any member of SPSNL at the AGM or at any other time upon giving not less than two (2) weeks' notice to the SPSNL Board.
- I) Borrowing Power and Remuneration
  - I. The SPSNL Board shall be authorized to raise or secure the payment of money in such manner as it thinks fit for the purposes of SPSNL. SPSNL shall not borrow money and the SPSNL Board shall have no authority to enter into debt in SPSNL's name.
  - II. No Officer, Director or member of SPSNL shall receive any remuneration for his/her services. An Officer, Director or member may be reimbursed for reasonable expenses incurred by the Officer, Director or member in the performance of their duties with the approval of the Executive Committee.
  - III. No member shall receive a subsidy to attend any event or program including training or certification programs. This would include, but not be limited to, subsidizing members to participate in diving certification programs, within or outside the province. SPSNL can facilitate such events but the cost of such events shall be borne by those participating in the event alone. Under exceptional circumstances, the board may decide that SPSNL will provide financial support to a SPSNL activity when the benefits are open to all members and the activity advances the mission of the society.

## **ARTICLE XI: CERTIFICATION OF DOCUMENTS**

- A) Certification of documents shall be by the signature of any two of the President, Vice-President, Secretary, or Treasurer.

## **ARTICLE XII: INTERPRETATIONS**

- A) Any items in the Bylaws which are contrary to the laws of Canada or Newfoundland & Labrador are void.
- B) In these Bylaws, and in all rules and regulations enacted by the SPSNL Board, the singular shall include the plural whenever the context shall so permit and the circumstances require.

### **ARTICLE XIII: LOCATION**

- A) The site of the Headquarters of SPSNL shall be determined by the SPSNL Board.

### **ARTICLE XIV: SECTIONS, DIVISIONS, AND ASSOCIATED SOCIETIES**

- A) Chapters: Members residing in various geographical areas may, with the consent of the SPSNL Board, organize themselves as chapters of SPSNL, e.g., West Coast and Central.
- B) Divisions: Members interested in specific aspects of shipwrecks may, with the consent of the SPSNL Board, organize themselves as Divisions of SPSNL, e.g., Friends of the Bell Island Wrecks.
- C) Associated Societies: Societies having similar purposes and standards may be recognized by the SPSNL Board upon application as Associated Societies for the purpose of cooperation or support. The membership of an Associated Society need not be limited to members of SPSNL.
- D) Termination of Active Chapters: If at any time a member of the Board has reason to believe a Chapter has become inactive, the President will request a synopsis of yearly activities, number of SPSNL members in attendance at those activities and any other information deemed necessary from the Chapter in question. The Board will then make a determination, in good faith, if the Chapter is active. Where it is believed that a Chapter is inactive, the President will send a notice outlining the concern to the last contact of that Chapter. The organization will be given one year from the date the notice is sent in which to present documentation to the Board showing it should be considered an active Chapter. If at that time, the Board determines, in good faith, that the Chapter is still inactive, the President shall call a vote at a board meeting on removal the Chapter from Active Chapter status in SPSNL. SPSNL may, by special resolution at a Board Meeting, expel any Active Chapter for any cause that is deemed sufficient in the interests of SPSNL. This would include but not be limited to:
  - I. The Chapter has failed to abide by the SPSNL Bylaws or Code of Conduct;
  - II. members of the chapter have failed to follow established safety policies of SPSNL;
  - III. members of the chapter have engaged in unlawful, unethical or disrespectful conduct; or
  - IV. Members of the chapter have done or failed to do anything judged to reflect badly on SPSNL.

The Decision of those voting on the motion at the Board Meeting is final. All active SPSNL members in the Active Chapter's boundaries will be informed of this meeting in advance and will be invited to participate as non-voting members.

- E) Termination of other sections, divisions or associated societies: The SPSNL Board may terminate any agreement or regulation made under this Article.

### **ARTICLE XV: COMMUNICATIONS**

- A) Publications
  - I. The SPSNL Board may authorize publications (e.g., pamphlets, stickers) as may be considered appropriate to the needs of SPSNL, to be financed by SPSNL from its general or any special funds, and shall be responsible for the pricing and sale of such publications.

B) Website

- I. SPSNL shall maintain a website that contains information and other material pertinent to the objectives and activities of SPSNL.

**ARTICLE XVI: SERVICE AWARDS**

- A) SPSNL shall recognize meritorious service to SPSNL in one category. During the AGM, the president will acknowledge the volunteers of SPSNL.
  - I. 'Distinguished Member' Award: Club members, and others, who have demonstrated leadership, and have made a difference to SPSNL through a single initiative, or series of initiatives.

**ARTICLE XVII: DISPOSITION OF ASSETS**

- A) In the event of dissolution of SPSNL and where no successor organization is specified, then, subject to the provisions of The Corporations Act of NL , the Assets remaining after payment of all just debts and obligations shall be distributed to one or more non-profit charitable institutions, preferably serving shipwreck preservation in Canada.

23 May 2013