



THE HYDROGRAPHIC SOCIETY OF AMERICA HOUSTON CHAPTER BYE-LAWS

AS APPROVED BY MEMBERSHIP VOTE AT AGM JANUARY 11, 2011

SECTION-1 NAME

The Name of the chapter is The Hydrographic Society of America – Houston Chapter, hereinafter also referred to as the “Chapter”.

SECTION-2 OFFICE

The Chapter shall not retain a principle office but will publish a mailing address to members in the monthly chapter newsletter for member’s communications. As of October 28th, 2010, the Houston Chapter of the THSOA was approved by the US Internal Revenue Service under IRS Code 501(c)(3) as a not-for-profit entity with the Resident Agent being located in the State of TX. For all other business matters, the Chapter may correspond with the principle office of The Hydrographic Society of America, Inc.

SECTION-3 OBJECTIVES

Said corporation is organized exclusively for educational, charitable, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code or individuals in pursuit of higher education in the offshore sciences and engineering disciplines or other such educational pursuits as the board deem worthy as follows:

- a. To enable technologists and others engaged in or interested in hydrography and related sciences to meet, correspond, promote, encourage, and coordinate the study of such sciences in all and any of their aspects by:
 - Arranging regular meetings for it’s members and guests;



- b. To accumulate, extend, increase, disseminate and publish information and knowledge relating thereto and to facilitate the exchange of information, knowledge and ideas on all subjects and related matters of interest in this field by:
 - Organizing regular technical presentations, field visits and member networking events;
 - Representing and communicating information regarding the regional offshore surveying community to The Hydrographic Society of America.
- c. To encourage research in hydrography and the practical application of technological knowledge so developed by:
 - Promoting the offshore survey, positioning and mapping professions to colleges, universities, educational organizations and to industry and government organizations;
 - Commit a portion of the Chapter's annual income to the creation and support of student scholarship programs.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a.) by a corporation exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SECTION-4 AFFILIATION

The Houston Chapter of The Hydrographic Society of America is a local chapter of The Hydrographic Society of America, Inc. (hereinafter also known as "THSOA" and/or the "Society"). The THSOA was incorporated in the State of Maryland (United States) in 1984 and was granted status as a non-profit organization by the U.S. Internal Revenue Service in 1985. As of October 28th, 2010, the Houston Chapter of the THSOA was granted exemption under the same IRS Code 501(c)(3) with the Resident Agent being located in the State of TX.

Local Regional Chapters of the THSOA are involved in the following activities:

- a. Provide a forum for members to discuss matters of local or regional concern;
- b. Provide programs and opportunities for members to further local chapter and THSOA goals;
- c. Conduct Membership campaigns;
- d. Encourage the submission of articles and opinions for the Society in its official publications.



SECTION-5 MEMBERSHIP

All persons interested in surveying for all marine activities or in the results thereof, or in the development and provision of associated techniques and instrumentation shall be eligible for regular membership. There will be no restrictions on membership eligibility because of place of birth, residence, nationality, sex, race, or creed. Categories of membership shall be as follows:

- a. Individual Members: Individual Members shall be individuals over the age of 18, whose interest in Hydrographic activities and products is considered as bona fide;
- b. Individual Student Members: Individual Student Members are individuals over the age of 18, who meet the Individual Membership criteria but who are full-time students at an approved educational institution. Graduate Students who receive full-time support from an employer are not eligible to become Student Members but can become Individual Members.
- c. Individual Retired Members: Individual Retired Members are individuals who are presently retired from a career in a hydrographically oriented profession and who meet the criteria for individual membership;
- d. Corporate Members: Corporate Members are organizations or companies which carry out business or have an interest in the conduct of, and products resulting from, hydrographic surveying and associated technologies and sciences. Corporate Members may designate two individuals, designated as the primary and secondary corporate contacts. These persons have all the benefits of Individual Members (5a) including the right to vote and hold office.

SECTION-6 DUES

Dues and membership fees are established by the Society at a rate to be determined by the Board of Trustees of the Hydrographic Society of America, Inc.

SECTION-7 ANNUAL GENERAL MEETINGS

The Chapter shall hold an Annual General Meeting (hereinafter also referred to as the AGM) for the purpose of the election of Officers and for a report of Chapter activities, finances, and other business as needed. The AGM shall be held each January on or near the second Tuesday of the month, at a time and location determined by the Executive Committee (Chapter Board Members). The meeting shall be chaired by the Chairperson (if absent, by the Vice Chairperson) and the election conducted by the Vice Chairperson or another Board Member if necessary. Three volunteers from the membership shall be solicited to count and verify the ballot. An announcement of the AGM, including a list of nominees and any proposed changes to the By-Laws, shall be published in the Chapter Newsletter and distributed to members prior to the AGM. The agenda for the AGM shall include the following:



- a. Introduction;
- b. Minutes of the previous AGM;
- c. Chairperson's Report;
- d. Treasurer's Report;
- e. Old Business;
- f. New Business;
- g. Election of Executive Committee;
- h. Adjournment.

SECTION-8 CHAPTER MEETINGS & SOCIAL EVENTS

The Chapter shall conduct meetings or social events at a time and place determined by the Executive Committee/Chapter Board. When possible, meetings will be conducted on the second Tuesday of each month. Chapter Social Events shall be conducted on occasion at a time and place determined by the Executive Committee/Chapter Board.

SECTION-9 OFFICERS

The Executive Committee/Chapter Board will be comprised of seven (7) Officers, being:

- a. Chairperson;
- b. Vice Chairperson;
- c. Treasurer;
- d. Secretary;
- e. Technical Chair;
- f. Fundraising & Social Events Chair;
- g. Membership & Student Liaison Chair.



SECTION-10 ELECTIONS & TERMS

Elections for the Executive Committee of the Chapter will be held annually at the Annual General Meeting. Members of the Executive Committee must be in good standing with the Society, and must be nominated by a member also in good standing with the Society. Nominees successfully elected shall assume office immediately following the conclusion of the Annual General Meeting. Terms and election years for Executive Committee positions are as follows:

- a. **Chairperson:** A new Chapter Chairperson shall be nominated and elected by the Membership every year but will serve the first year as the Vice Chairperson and shall automatically serve as Chairperson for the term immediately following their term as Vice Chairperson subject to membership approval at each AGM. This is a (2) year commitment comprising the first year as Vice Chairperson and the second year as Chairperson.
- b. **Vice Chairperson:** The Chapter Vice Chairperson shall be elected every (1) year and shall serve as Vice Chairperson for the first year. Following a period of (1) year serving as the Vice Chairperson, the Vice Chairperson will automatically become the new Chapter Chairperson serving a period of (1) year as Chairperson. This is a (2) year commitment comprising the first year as Vice Chairperson and the second year as Chairperson.
- c. **Past Chair:** This position shall be dissolved from the Chapter/Board once the Chairperson and Vice Chairperson elections and their respective rotation cycle as per above, is in motion (January AGM 2012).
- d. **Treasurer:** The nominee for Treasurer shall be elected every odd year for a term of two (2) years.
- e. **Secretary:** The nominee for Secretary shall be elected every even year for a term of two (2) years.
- f. **Technical Chair:** The nominee for Technical Chair shall be elected every odd year for a term of two (2) years.
- g. **Fundraising & Social Events Chair:** The nominee for the Fundraising & Social Events Chair shall be elected every odd year for a term of two (2) years.
- h. **Membership & Student Liaison Chair:** The nominee for the Membership & Student Liaison Chair shall be elected every even year for a term of two (2) years.
- i. Therefore, the election of officers shall proceed as follows:
 - Even Years: Vice Chairperson; Secretary; Membership & Student Liaison Chair;
 - Odd Years: Vice Chairperson; Treasurer; Technical Chair; Fundraising & Social Events Chair.



SECTION-11 DUTIES OF EXECUTIVE COMMITTEE

The duties of the Executive Committee are as follows:

- a. Chairperson: The Chairperson shall be responsible for:
 - Chairing all Executive Committee and Chapter meetings;
 - Making Chapter meeting arrangements with host facility;
 - Determining the date, time and place of Executive Committee meetings;
 - Preparing annual budget with Treasurer for approval by Committee;
 - Recruiting new Committee members for election at the Annual General Meeting;
 - Nominating for Committee approval all interim candidates to replace Committee members resigning or otherwise not completing their terms of office;
 - Assigning additional duties to other Committee members as needed;
 - Serving as a signatory for the Chapter checking account;
 - Serving as the Chapter liaison with the National Committee;
 - Attend the THSOA National AGM and give a Chapter report if requested by the National Committee:
 - Provide a report to the Chapter Committee and the Membership on the National AGM;
 - Serve as an observer (non-voting) at all National Board meetings.
- b. Vice Chairperson: The Vice Chairperson shall be responsible for:
 - Assisting the Chairperson in all duties as requested;
 - Chairing all Committee and Chapter meetings in the absence of the Chairperson;
 - Serving as the membership point of contact for all By Laws issues;
 - Assisting other Committee members as needed.
- c. Treasurer: The Treasurer shall be responsible for:
 - Preparing the annual budget with the Chairperson for approval by the Committee;
 - Reporting on the Chapter finances to the membership at all Chapter meetings including the AGM;
 - Controlling the Chapter checking account;
 - Serving as a signatory for the Chapter checking account;
 - Insuring that all expenditures have been approved by the Committee prior to payment;
 - Preparing or arranges for preparation any Chapter tax filings;
 - Assisting other Committee members as needed;
 - Maintain the Chapter books.
- d. Secretary: The Secretary shall be responsible for:
 - Maintaining the minutes of all Committee and Chapter meetings;



- The distribution of Committee and membership communications;
 - The preparation and distribution of the monthly Newsletter;
 - Conducting Public Relations and Society promotional activities for the Chapter;
 - Chairing the Public Relations subcommittee;
 - Assisting other Committee members as needed;
 - Coordinate the adding and removing of signatories for the Chapter checking account with the issuing Bank;
 - Providing the National Committee with a copy of the minutes of the Annual General Meeting and Annual Financial Statement.
- e. Technical Chair: The Technical Chair shall be responsible for:
- Arranging for, review, and coordinate speakers and technical presentations for Chapter meetings;
 - Chairing the Technical subcommittee;
 - Assisting other Committee members as needed.
- f. Fundraising & Social Events Chair: The Fundraising & Social Events Chair shall be responsible for:
- Chairing the Social Event Sub-Committee;
 - Coordinating all Social Events and Fundraising activities;
 - Assisting other Committee members as needed.
- g. Membership & Student Liaison Chair: The Membership & Student Liaison Chair shall be responsible for:
- Maintaining the Chapter membership roles and membership status;
 - Reporting on the Chapter membership to the Society;
 - Confirming membership status at Chapter meetings;
 - Serving as Student Liaison with regional Universities and educational organizations that conduct Hydrographic courses or training related to Hydrography;
 - Nominating eligible students for Chapter scholarship awards to the Committee;
 - Assisting other Committee members as needed.



SECTION-12 SUB-COMMITTEES

In order to efficiently conduct Chapter business, three (3) permanent sub-committees shall be established. Should the Chairperson determine that other sub-committees be required or desired, the Chairperson can, with approval of the Executive Committee, form such sub-committees and appoint the sub-committee chairs. The three permanent sub-committees, and the associated Chairs, shall be:

- Technical Sub-committee – Chaired by the Technical Chair of the Executive Committee;
- Public Relations Sub-committee – Chaired by the Secretary of the Executive Committee;
- Social Events Sub-committee – Chaired by the Fundraising & Social Events Chair of the Executive Committee.

SECTION-13 INDEMNIFICATION

Any officer or member of the Executive Committee or any subcommittee of the Executive Committee or any servant or agent of the Chapter shall be entitled to be indemnified by the Chapter in respect of all proceedings, costs, damages, claims and demands brought or made against him/her in respect to anything arising out of the proper and authorized discharge of his/her duties such as such officer.

SECTION-14 EXECUTIVE COMMITTEE MEETINGS

The Executive Committee of the Chapter shall meet not less than three (3) times per year and as often as the Chairperson deems necessary in order to conduct the business of the Chapter, at a time and place to be determined by the Chairperson. A quorum is required to conduct all Chapter business.

SECTION-15 MANAGEMENT

The Executive Committee of the Chapter shall have control and management of properties and monies of the Chapter.



SECTION-16 RESIGNATIONS

- a. Members of the Executive Committee can resign their position by providing a Letter of Resignation to the Chairperson. The Chairperson may resign by providing a Letter of Resignation to the Vice Chairperson.
- b. In the event of resignation by any member of the Executive Committee with the exception of the Chairperson or Vice Chairperson, the Chairperson will:
 - Inform the Executive Committee and provide a copy of the Letter of Resignation within fifteen (15) days of receiving the aforementioned letter.
 - Conduct a search for a suitable candidate to fill the vacant position.
 - Nominate and present the candidate to the Executive Committee for approval by majority vote at the next Executive Committee meeting.
- c. The person elected by the Executive Committee to fill the vacant position shall serve in that position until the next Annual General Meeting.
- d. In the event that the Chairperson resigns, the Vice Chairperson shall serve as Chairperson until the next Annual General Meeting. If the Vice Chairperson is unwilling or unable to serve as Chairperson, then a special Executive Committee meeting will be held within thirty (30) days and a member of the Executive Committee shall be nominated and elected as interim Chairperson by the other members of the Executive Committee. The interim Chairperson shall serve as Chairperson until the next Annual General Meeting.
- e. In the event that the Vice Chairperson resigns, the Chairperson will:
 - Inform the Executive Committee and provide a copy of the Letter of Resignation within fifteen (15) days of receiving the aforementioned letter.
 - Conduct a search for a suitable candidate to serve as Vice Chairperson Ad Hoc.
 - Nominate and present the candidate to the Executive Committee for approval by majority vote at the next Executive Committee meeting.



SECTION-17 FISCAL MATTERS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

- a. It shall be the duty of the Executive Committee to maintain adequate funds for the operation of the Chapter. The Chapter's sources of funds shall be fees, dues, contributions, donations, funds received from fund raising activities, and income derived from interest paid on the balance of funds banked. No fund raising activity shall be carried out that would jeopardize the tax exempt status of the Chapter or Society.
- b. The Chapter shall expend its funds only in the furtherance of the objectives and purposes of the Chapter as stated in SECTION-3.
- c. The fiscal year of the Chapter shall commence on January 1, and end on December 31 of each year.
- d. All income of the Chapter shall be entered on the books under its proper account and shall become part of the general funds of the Chapter.
- e. A report of income, expenditure, assets, and liabilities shall be submitted to the membership at the AGM
- f. Such officers or agents of the Chapter shall have authority to deposit any funds of the Chapter in such banks as shall from time to time be designated by the Executive Committee and such officers or agents as from time to time shall be authorized by the Executive Committee may withdraw funds of the Chapter so deposited, upon checks, drafts, or other instruments or orders for the payments of money, drawn against the account or in the name or on behalf of the Chapter, and made or signed by such officers or agents; and each bank with which the funds of the Chapter are so deposited is authorized to accept, honor, cash, and pay, without limit as to the amount, all checks drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Executive Committee until written notice of the revocation of the authority of such officers or agents by the Executive Committee shall have been received by such bank. The signature of each officer or agent of the Chapter authorized to draw against the accounts shall from time to time be certified to the bank in which funds of the Chapter are deposited. In the event that the Executive Committee shall fail to designate the persons by whom checks, drafts and other



instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the Chairperson and counter-signed by the Treasurer of the Chapter.

- g. No Officer or agent of the Chapter shall be authorized to effect loans, advances, or other forms of credit for the Chapter.
- h. The Chairperson and Treasurer shall submit for approval an annual budget to the Executive Committee, no later than March 31st of each calendar year.

SECTION-18 AMENDMENTS

Any Member of the Chapter may propose a change in the By Laws by submitting the proposed change in writing to the Vice Chairperson. The Vice Chairperson will introduce the proposal at the soonest possible Executive Committee meeting to the Committee Members for consideration. The Executive Committee will approve or disapprove by simple majority vote the proposed change to the By Laws of the Chapter. The Vice Chairperson shall inform the submitting Member in writing of the Executive Committee's decision. If approved by the Executive Committee the proposed By Laws change will appear in the meeting notice exactly as approved for consideration by the membership at the AGM. Approval shall require a voting majority of the membership present and voting.

SECTION-19 DISSOLUTION

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

