

**THE HYDROGRAPHIC SOCIETY OF AMERICA INCORPORATED.
RESTATED BYLAWS**

ARTICLE I. NAME

1.1 The name of the Society is “The Hydrographic Society of America, Incorporated,” hereinafter referred to in these Bylaws as the “Society”.

ARTICLE II. OFFICE

2.1 The principal office of the Society shall be in the State of Maryland at the address designated in the Articles of Incorporation (amended). The Society may have other offices as may be from time to time designated by the Board of Trustees.

ARTICLE III. OBJECTIVES

3.1 The objectives of the Society shall be the advancement of the science of surveying at sea and related sciences. The Society shall be organized and operated for scientific and educational purposes 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 or any of their aspects.

(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.

(c) To encourage research in hydrography and the practical application of technological knowledge so developed.

(d) To promote the better education and training of persons engaged in or intending to engage in the study of hydrography and related sciences.

(e) To provide a center in the United States for bringing together relevant issues.

(f) To promote public awareness of the field and its social and environmental implications.

3.2 The Society will engage in educational, scientific and charitable activities in support of the study of hydrography, including, for such purposes, cooperation with and support of other similar national and international non-profit organizations.

ARTICLE IV. MEMBERSHIP

4.1 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. Application forms require the applicant to identify his/her interest. 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:

4.2 Individual Members. Individual members shall be individuals over the age of 18,

whose interest in hydrographic activities and products is considered as being bona fide.

4.3 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.

4.4 Individual Retired Members. Individual retired members are individuals who are presently retired from a career in a hydrography oriented profession and who otherwise meet the criteria for individual membership.

4.5 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. Corporate members may designate two individuals, designated as the primary and secondary corporate contacts. These individual have all the benefits of Individual Members (4.2), including the right to vote and serve on the Board of Trustees.

4.6 Notwithstanding the above, the Board of Trustees shall have the right to establish specific criteria for each category, and to elect and to classify or to reclassify members, and to drop them from membership for non-payment of dues or for cause. In dropping a member for cause, the Board of Trustees shall set up proper procedures for action, with due regard for the right of the member to defend himself, such action must be sustained by a two-thirds vote of the full Board.

4.7 Only Members in good standing shall have the right to vote and to be elected to office in the Society.

ARTICLE V. MEETINGS

5.1 Annual Meeting. A general meeting of the Society, to be called the Annual General Meeting, shall be held at least once in a calendar year on a day duly designated by the Board of Trustees to transact any business that may be specified in the notice convening the meeting and such other ordinary business of the Society as may come before the meeting.

5.2 Special Meetings. Special General Meetings may be called by the President, with the approval of a majority of the Board of Trustees or by a petition of at least 20 members entitled to vote at such a meeting. The reason for the special General Meeting shall be fully stated in the meeting notice. Business transacted at all special meetings of members shall be confined to the purpose or purposes stated in the notice of such meeting.

5.3 Notice of Meetings. Written notice of each meeting of the members shall be given to each member of record entitled to vote at least twenty-one (21) days before the meeting. Each such notice shall state the place, day, and hour at which the meeting is to be held and, in the case of any special meeting, shall state briefly the purpose or purposes thereof. Such notice shall be deemed to be given if sent by mail to the member's post office address, or by electronic transmission to the member's address as it appears upon the books of the Society. Any accidental omission shall not invalidate the meeting.

5.4 Quorum. No business shall be transacted by any General Meeting unless a quorum of members is present. The presence in person of ten members entitled to cast a vote at the meeting constitutes a quorum at any meeting except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws. If a quorum is not present, the meeting, if convened upon request of members, shall be dissolved. In any other case, it may be adjourned from time to time

by a majority vote of the members present or represented, without any notice other than by announcement at the meeting, until a quorum shall attend. At any adjourned meeting at which a quorum shall attend, and as a result thereof be reconvened, any business may be transacted which might have been transacted if the meeting had been held as originally called.

5.6 Conduct of Meetings. The President, if present, shall preside at any General or Special Meeting, but if the President is not present, the Chair shall be taken by a member of the Board of Trustees as may be voted by a majority of the Members present. If no member of the Board of Trustees is present, the Chair shall be taken by any member as voted by a majority of the Members present. Except as otherwise provided in these Bylaws, meetings of the Society shall be conducted in accordance with the latest revised Robert's Rules of Order. Any waiver of the same shall require approval by 75% of the members present.

5.7 Voting. All members in good standing present at a General Meeting are **entitled to** cast a vote. All questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation or by these Bylaws. Voting shall be by a show of hands and the result declared by the Chair shall be final. The Chair may direct a ballot be taken and shall so direct same in the event of a contested vote.

ARTICLE VI. OFFICERS

6.1 Officers. Election of the officers shall be for terms commencing in even numbered years for President and Treasurer, and in odd numbered years for Secretary. Officers shall be elected **by** the membership to serve for two years after taking office or until their respective successors have been elected and take office.

6.2 President. The President shall be the principal elected officer of the Board of Trustees and shall preside at all meetings of the Board of Trustees and the Society. The President shall be a member ex-officio, with a right to vote, on any committee except the Nominating committee. The President shall appoint chairpersons of committees as needed. The President shall make constructive suggestions on ways to promote the welfare and increase the usefulness of the Society and shall perform such other duties as are necessarily incident to the office of the President, or as may be prescribed by the Board of Trustees.

6.3 Secretary. The Secretary shall ensure that all correspondence is dealt with and copies are maintained in an appropriate filing system at the principal office. The Secretary shall ensure that a comprehensive Register of Society Members is kept and a register of all applications for membership is maintained. The Secretary shall be responsible for all minutes of General Meetings and meetings of the Board of Trustees. It will be the duty of the Secretary to ensure that all members are notified of forthcoming meetings in accordance with the provisions of the Bylaws. The Secretary shall ensure that correspondence is answered promptly and that an accurate file of the same is maintained. The Secretary shall ensure that the official seal is maintained in a safe place and shall perform those other duties assigned to the Secretary by the Board of Trustees. The Board of Trustees may delegate the carrying out of any of these duties, for which the Secretary is responsible, to an agent or employee.

6.4 Treasurer. The Treasurer shall ensure that all monies paid to the Society are received and deposited in the name of the Society in such bank account or accounts as the Board of Trustees may direct. Such activity may include the investment of funds in a manner designated by the Board of Trustees. The Treasurer shall ensure that such disbursements are made as required for

the orderly accomplishment of Society activities or as the Board of Trustees shall direct. The Treasurer shall ensure that financial transactions are properly recorded and maintained as proper books of account. These books of account, as well as funds and vouchers, shall be available at all times for the inspection and verification by the Board of Trustees. The Treasurer shall provide annual Financial Statements, including Balance Sheet and Statement of Revenues and Expenses, for presentation to the membership at the Annual General Meeting. The Board of Trustees may delegate the carrying out of any of these duties, for which the Treasurer is responsible, to an agent or employee.

6.5 Removal from Office. Except where otherwise expressly provided in a contract duly authorized by the Board of Trustees, all officers and agents of the Society shall be subject to removal at any time by the affirmative vote of a majority of the whole Board of Trustees, and all officers, agents, and employees, shall hold office at the discretion of the Board of Trustees.

6.6 Filling of Vacancies. In the case of any officer vacancy through death, resignation, disqualification, removal or other cause, the Board of Trustees, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the officer whose place shall be vacant, and until the election of his successor.

ARTICLE VII. BOARD OF TRUSTEES

7.1 Composition. The Board of Trustees shall be composed of the above three elected officers and four elected members ("Trustees at Large") to make a total number of seven members. Voting for Trustees at Large will take place in the manner specified for officers. Election of Trustees shall be for two year terms, commencing in odd numbered years for two (2) Trustees at Large and even numbered years for (2) Trustees at Large.

7.2 Meetings. The Board of Trustees shall meet least once a year or at the call of the President or upon demand of a majority of its members. The place and exact time of the meeting shall be promulgated at least 7 days in advance to enable attendance. The Board of Trustees, standing committees, special committees, and subcommittees of the Board of Trustees are authorized to meet by electronic communications media so long as all members may participate.

7.3 Voting. Each member of the Board shall have one vote. The action of a majority of the Board of Trustees present at a meeting at which a quorum is present is the action of the Board of Trustees. A majority of the entire Board of Trustees constitutes a quorum.

7.4 Removal from office. Any Trustee at Large shall be subject to removal at any time by the affirmative vote of a majority of the whole Board of Trustees at any regular or special meeting.

7.5 Filling of Vacancies. In the case of any vacancy of a Trustee at Large member of the Board of Trustees through death, resignation, disqualification, removal or other cause, the remaining Trustees, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the Trustee at Large whose place shall be vacant, and until the election of his successor.

7.6 Management and Control. The management and control of the Society shall be vested in the Board of Trustees. The Board of Trustees' executive authority shall repose with the President, Secretary, and Treasurer in the event a quorum cannot be raised for an immediate decision.

7.7 Authority. The Board of Trustees shall have authority for the supervision, control and

direction of the affairs of the Society, shall determine its policies or changes thereof, within the scope of the Society as a whole, and shall have discretion over the expenditure of funds. The Board of Trustees may at any time make, alter, or rescind any Resolutions relating to management or any matter incidental to the work of the Society, but no such new Regulation shall be inconsistent with these Bylaws or the Articles of Incorporation of the Society. Any ruling by the Board of Trustees may be set aside or amended by the Society in General Meeting.

7.8 Delegation of Authority. The Board of Trustees may appoint various committees to perform some of its functions as set forth in Article IX below. Each committee shall consist of at least one of the trustees of the Society and to the extent provided in the resolution establishing such committee shall have and may exercise the powers of the Board of Trustees and may authorize the seal of the Society to be affixed to all papers which may require it.

ARTICLE VIII. EXECUTIVE DIRECTOR

8.1 The Board of Trustees may, in its sole discretion, engage an Executive Director to manage the affairs of the Society. The Executive Director shall serve at the pleasure of the Board, and shall have day-to-day responsibility for the Society, including carrying out the Society's goals and Board policy. The Executive Director will attend Board meetings, report on the progress of the Society, answer questions of Board members and carry out the duties described in the job description prepared by the Board. The Board may designate other duties and responsibilities as necessary.

ARTICLE IX. COMMITTEES

9.1 Standing Committees. In order that the business of the Society shall not unduly burden individual officers of the Society, there shall be committees to carry out the will of the Board of Trustees. Among these shall be:

(a) Nominating Committee. The Nominating Committee shall consist of at least one member of the Board of Trustees and two members drawn from the general membership. It shall make recommendations for elections in accordance with Article XI below.

(b) Bylaws Committee. The Bylaws Committee shall work to ensure conformity and consistency with the bylaws and with the purposes of the organization, and to avoid possible conflict with other policies and procedures already established. When a motion is made to change a by-law or to establish new policies or procedures, this committee shall review and research any past precedents on the subject and may confer with counsel for proper wording of a written report and recommendation to be submitted to the Board at the next scheduled meeting.

9.2 By a majority vote of the Board of Trustees, additional standing committees may be established.

9.3 Appointments. No later than 30 days after assuming office, the new President shall submit a list of standing committee chairpersons and the names of members to serve on each committee to the Board of Trustees for approval. The persons whose names are submitted shall have agreed to serve. Upon approval by the Board of Trustees, the list of committee chairpersons and members will be published as part of the first notice of the new term of office.

9.4 Ad Hoc Committees. As necessary, the President may appoint Ad Hoc Committees charged with a specific task.

9.5 Duties. The various committees may be charged with additional duties as determined

from time to time by the Board of Trustees. All committee chairpersons will submit a yearly report on activities at the meeting of the Board of Trustees held in conjunction with the Annual General Meeting.

ARTICLE X. DUES

10.1 Dues and membership fees are established by the Society at a rate to be determined by the Board of Trustees. Members will be notified of amounts due at least twice by written means or electronic communication at their address of record. If payment is not made within 30 days of the second notification or by March 31, whichever is later, that member may be dropped without any further notice. If good cause can be provided, such delinquency may be cancelled by the Board of Trustees.

ARTICLE XI. NOMINATION AND ELECTION PROCEDURES

11.1 Nominations. Nominations for the elective positions of President, Secretary, Treasurer and four Trustees at Large may be submitted to the Nominating Committee by any Member in good standing. Nominations in written form or electronic means must be received by the Nominations Committee by October 15. The nominations so made shall be delivered to the Secretary and forwarded to the members by written or electronic means no later than November 15.

11.2 Candidates. There shall be at least one candidate for each elective office. It is the responsibility of the Nominations Committee to see that each of the candidates meets the minimum criteria of membership in good standing before inclusion on the ballot, and that each candidate will serve if elected.

11.3 Ballot. Balloting shall be conducted **by mail** and/or electronic proxy initiated on the Society web page, between November 15 and December 15 of each year and the votes shall be counted at least one week prior to the end of the year. A candidate for office shall be elected if that candidate receives a majority of votes, except that if there are three or more candidates for an office, the candidate who receives a plurality of votes cast shall be elected.

ARTICLE XII. CHAPTERS

12.1 Society members may be grouped geographically or other criteria into Chapters. The purpose of such Chapters is to provide a forum for members to discuss matters of local or regional concern as well as to provide programs and opportunities for members to further local and Society goals.

12.2 Responsibilities of Chapters are as follows:

(a) To recognize the Society as the representative and central source of reference for its members.

(b) To support the programs of the Society on a local level.

(c) To hold at least two meetings per year. A copy of the minutes of each meeting shall be forwarded to the Board of Trustees.

(d) To conduct membership campaigns.

(e) To encourage the submission of articles and opinions to the Society for publication in its official publications.

12.3 Applications and Approval. Establishment of a Chapter may be requested by letter to the Board of Trustees with the signatures of at least eight (8) Society members who would constitute membership of that Chapter. Approval or disapproval will be undertaken by the Board of Trustees at the next scheduled or special meeting.

12.4 The officers of a Chapter shall carry on their business in a manner consistent with these Bylaws, and subject to the rules and regulations of the Board of Trustees.

12.5 The Board of Trustees shall be empowered to dissolve any Chapter for good cause.

12.6 Finances. The Chapters may receive financial support from the Society and may collect local dues where necessary. Chapters that require additional funds shall submit an itemized budget to the Society Treasurer prior to the expending of those funds. Subject to the approval of the Board, the Treasurer shall pay out such approved sums as promptly as is consistent with financial responsibility. In case of emergency, the Treasurer may, upon consultation with the President, pay out sums up to the limit set by the Board of Trustees.

12.7 Each Chapter shall submit an Annual Treasurer's Report to the Society for the Annual General Meeting.

ARTICLE XIII. MISCELLANEOUS

13.1 Indemnification. Any officer of the Society or member of the Board of Trustees or any servant or agent of the Society shall be entitled to be indemnified by the Society 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 as such officer.

13.2 Corporate Seal. The Secretary shall ensure that a corporate seal, circular in form and inscribed with the name of the Corporation, the year of its organization and the word "Maryland", is retained in a secure place at the principal office.

ARTICLE XIV. FISCAL MATTERS

14.1 Sources of Income. It shall be the duty of the Board of Trustees to maintain adequate funds for the operation of the Society. The Society's sources of funds shall be fees, dues, contributions from members, donations, funds received from fund raising activities, and income derived from the investment of its funds pending the use thereof for advancement of the objectives and purposes of the Society. No fund raising activity shall be carried out that would jeopardize the tax exempt status of the Society.

14.2 Expenditures. The Society shall expend its funds only in furtherance of the objectives and purposes of the Corporation.

14.3 Fiscal Year. The Society's fiscal year shall commence on January 1 and end on December 31 of each calendar year.

14.4 Accounting.

(a) All income of the Society shall be entered on the books under its proper account and shall become part of the general fund of the Society. All proper expenditures, as designated by the Board of Trustees of the Society, shall be paid from the general funds of the Society.

(b) An income and expenditures statement shall be submitted to the Board of Trustees

annually. Such statements shall include the budget for each budget item, income applied to and expenditures charged against such budgeted item for the year to date, and the anticipated income and expenditures referable to each budgeted item for the remainder of the year.

(c) A statement of the income, expenditures, assets and liabilities of the Society shall be made at the end of the fiscal year. It shall be the responsibility of the Treasurer to arrange for the preparation of said statement which shall be submitted to the Board of Trustees of the Society within 120 days following the end of the fiscal year.

14.5 Bank Accounts. Such officers or agents of the Society as from time to time designated by the Board of Trustees shall have authority to deposit any funds of the Society in such banks or trust companies as shall from time to time be designated by the Board of Trustees and such officers or agents as from time to time shall be authorized by the Board of Trustees may withdraw some or all of the funds of the Society so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of the Society, and made or signed by such officers or agents; and each bank or trust company with which funds of the Society are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for payment of money, when drawn, made or signed by officers or agents so designated by the Board of Trustees until written notice of the revocation of the authority of such officers or agents by the Board of Trustees shall have been received by such bank or trust company. The signature of each officer or agent of the Society authorized to draw against the accounts shall from time to time be certified to the banks or trust companies in which funds of the society are deposited. In the event that the Board of Trustees shall fail to designate the persons by whom checks, drafts and other instruments or orders for payment of money shall be signed, as hereinabove provided, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the Treasurer of the Society.

14.6 Loans. Such officers or agents of this Society as from time to time shall be designated by the Board of Trustees shall have authority to effect loans, advances or other forms of credit at any time or times for the Society from such banks, trust companies, institutions, corporations, firms or persons as the Board of Trustees shall from time to time designate, and as security for the repayment of such loans, advances, or other forms of credit to assign, transfer, endorse and deliver, either originally or in addition or substitution, bonds, rights and interests of any kind in or to bonds, certificates of such rights or interests, deposits, documents covering merchandise, bills and account receivable and other commercial paper and evidence of debt at any time held by the Society; and for such loans, advances or other forms of credit to execute and deliver one or more notes, acceptances or written obligations of the Society on such terms and with such provisions as to the security or sale or disposition thereof as such officers or agents shall deem proper; and also to sell to, or discount or rediscount with such banks, trust companies, institution, corporations, firms or persons any and all commercial paper, bills receivable, acceptances and other instruments and evidences of debt at any time held by the Society, and to that end to endorse, transfer and deliver the same. There shall from time to time be certified to each bank trust company, institution, corporation, firm or persons so designated the signatures of the officers or agents so authorized; and each such bank, trust company, institution, corporation, firm or person is authorized to rely upon such certification until written notice of the revocation by the Board of Trustees of the authority of such officers or agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

ARTICLE XIV. AMENDMENTS

15.1 Any member of the Society may propose a change in the Bylaws which will be referred to the Bylaws Committee. The Board of Trustees will approve or disapprove by simple majority vote any proposed change in the Bylaws of the Society submitted by the Bylaws Committee. If approved by the Board of Trustees, the proposed Bylaws change will appear in the meeting notice exactly as approved for consideration by the membership as a special order of business at the next scheduled membership meeting. Approval shall require a majority of the membership voting.

ARTICLE XV. AFFILIATION

16.1 Upon majority vote of the Board of Trustees, the Society may affiliate with other hydrographic societies, and if necessary, changes to the Bylaws reflecting the same shall be approved by both the Board of Trustees and the General Membership according to the procedure described in these Bylaws.

ARTICLE XVI. GENDER AND HEADINGS

17.1 All references herein in the singular shall be construed to include the plural, and the masculine, and the masculine to include the feminine or neuter gender, where applicable, and where the context shall require. Section headings are for convenience of reference only and shall not be construed as part of these Bylaws nor shall they limit or define the meaning of any provision herein.