

**THE HYDROGRAPHIC SOCIETY OF AMERICA
NEW ENGLAND CHAPTER BY LAWS
(Revised Mar 31, 2021)**

SECTION-1 NAME

The name of the chapter is The Hydrographic Society of America – New England Chapter (EIN 82-5165715), hereinafter also referred to as the “Chapter”.

SECTION-2 OFFICE

The Chapter shall not retain a principal office but will publish a mailing address to members in the monthly Chapter newsletter for members’ communications. For all other business matters, the Chapter shall utilize the principal office of The Hydrographic Society of America, Inc.

SECTION-3 OBJECTIVES

The objectives of the Chapter shall be the advancement and promotion of the science of surveying at sea and related sciences, including, but not limited to, nearshore surveying, offshore surveying, positioning and mapping, and hydrography. To accomplish this objective, the Chapter shall be organized and operated for educational, charitable, and scientific 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 and any of their aspects by:
 - Arranging regular meetings for its 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 nearshore and 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 nearshore and 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.

SECTION-4 AFFILIATION

The New England 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”). 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. 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 at a time and location determined by the Executive Committee. The meeting and election shall be chaired by the Chairperson.

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. When possible, meetings will be conducted on a Thursday. Chapter Social Events shall be conducted on occasion at a time and place determined by the Executive Committee.

SECTION-9 OFFICERS

The Executive Committee of the Chapter will be comprised of seven (8) Officers, being:

- a. Chairperson;
- b. Treasurer;
- c. Secretary;
- d. Technical Chair;
- e. Regional Liaison Officers (Boston, Hartford, Portsmouth and Woods Hole).

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: The nominee for Chairperson shall be elected every even year for a term of two (2) years.
- b. Treasurer: The nominee for Treasurer shall be elected every odd year for a term of two (2) years.
- c. Secretary: The nominee for Secretary shall be elected every even year for a term of two (2) years.
- d. Technical Chair: The nominee for Technical Chair shall be elected every odd year for a term of two (2) years.
- e. Regional Liaison Officers shall be nominated every odd year for a term of two (2) years.

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 AGM;
 - 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 and Membership on the National AGM;
 - Serve as an observer (non-voting) at all National Board meetings.
- b. 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 arranging for preparation any Chapter tax filings;
- Assisting other Committee members as needed: • Maintain the Chapter books.

c. 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 any newsletters;
- Conducting Public Relations and Society promotional activities for the Chapter;
- Assisting other Committee members as needed:
- Serving as a signatory for the Chapter checking account
- 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.

d. 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.

e. Regional Liaison Officer: Regional Liaison Officers shall be responsible for:

- Identifying and disseminating information about regional events;
- Assisting develop and host regional Chapter events.

SECTION-12 SUB-COMMITTEES

In order to efficiently conduct Chapter business three (3) permanent sub-committees will be considered. 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;
- Educational Sub-committee – Chaired by a Membership & Student Liaison Chair;
- Social Events Sub-committee – Chaired by a Fundraising & Social Events Chair.

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

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 Secretary.

In the event of resignation by any member of the Executive Committee with the exception of the 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.

The person elected by the Executive Committee to fill the vacant position shall serve in that position until the next Annual General Meeting.

In the event that the Chairperson resigns, the Secretary shall serve as Chairperson until the next Annual General Meeting. If the Secretary 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.

SECTION-17 FISCAL MATTERS

The Hydrographic Society of America – New England Chapter 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 corresponding section of any future federal tax code. No part of the net earnings of The Hydrographic Society of America – New England Chapter 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 the purposes set forth in the purpose clause hereof.

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

The Hydrographic Society of America – New England Chapter is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

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 Chairperson. The 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 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 termination or dissolution of The Hydrographic Society of America – New England Chapter, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of The Hydrographic Society of America – New England Chapter hereunder shall be selected by the discretion of a majority of the managing body of the The Hydrographic Society of America – New England Chapter and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against The Hydrographic Society of America – New England Chapter or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of New Hampshire.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of New Hampshire to be added to the general fund.