

**THE ANTARCTICAN SOCIETY
BYLAWS**

December 2020

TABLE OF CONTENTS

| | |
|---|----|
| Purpose | 1 |
| Article I: Offices..... | 1 |
| Article II: Membership..... | 2 |
| Article III: Board of Directors..... | 3 |
| Article IV: Officers and Ex-Officio Officers..... | 4 |
| Article V: Meetings..... | 7 |
| Article VI: Dues and Finances | 9 |
| Article VII: Committees | 10 |
| Article VIII: Seal, Flag and Emblem | 10 |
| Article IX: Adoption of Bylaws and Amendments | 10 |
| Article X: Dissolution | 10 |

PURPOSE

The purpose of the Antarctic Society is to unite persons interested in Antarctica, facilitate the collection and dissemination of the scientific and personal experiences of those active in the Antarctic regions, encourage increased appreciation of the global importance of Antarctica, and share enthusiasm for the Southern Continent.

**ARTICLE I
OFFICES**

SECTION 1. OFFICES. The location of the Antarctic Society (the Society) office shall be the address of the Society’s Registered Agent in the state in which the Antarctic Society is registered as a nonprofit organization.

SECTION 2. OTHER OFFICES. The Society may also have offices at such other places as the Board of Directors may from time to time determine that the business of the Society may require.

ARTICLE II MEMBERSHIP

SECTION 1. ELIGIBILITY AND APPLICATION FOR MEMBERSHIP. Membership in the Society shall be open to all persons interested in Antarctica. Application for membership shall be communicated to the Treasurer of the Society in a manner provided for by the Board of Directors. Processing of the application shall be in accordance with rules prescribed by the Board of Directors.

SECTION 2. RESTRICTIONS. Membership in the Society shall not be restricted because of race, color, religion, creed, or gender identity or orientation.

SECTION 3. CLASSES OF MEMBERSHIP. As provided for in the ARTICLES OF INCORPORATION of The Antarctic Society, the Society shall have members. The Society membership shall be divided into three (3) classes of members and the number of members in each class is unlimited. The description of each membership class is:

- a. Regular Members: All persons interested in Antarctica shall be eligible for membership in the Society. All members may vote, hold office, and participate in all of the activities of the Society.
- b. Honorary Members: The Board of Directors may select for honorary membership in the Society individuals who have distinguished themselves by their contributions to the understanding of Antarctica or by extraordinary service to the Society. Honorary members possess all of the privileges of regular members, but shall be exempt from the payment of dues.
- c. Corporate Members: All corporations, partnerships, business organizations, etc., shall be eligible for membership in the Society. Such business organizations may neither vote nor hold office, but may participate in all other activities of the Society.

SECTION 4. SELECTION OF MEMBERS. The Board of Directors shall have the right to refuse any application for any reason deemed to be sufficient, except as provided for in **Article II, Section 2**, provided that such refusal be by a majority vote (>50%) of the Board of Directors present at any meeting with a properly constituted quorum. The Board of Directors may delegate its authority to process membership applications either to a committee or a specified officer for the purpose of selecting Regular Members.

SECTION 5. DUES. Dues shall be assessed in a manner determined by the Board of Directors. Failure to pay dues within the time established by the Board of Directors shall be considered voluntary resignation, at which time all privileges of membership shall lapse. Upon request, the Board of Directors may grant a dues waiver for one year in situations of hardship, extreme isolation, or other special situations.

SECTION 6. RESIGNATION. Membership resignation shall be presented to the Treasurer of the Society. Nonpayment of dues shall be considered voluntary resignation. A former member may be reinstated when dues are paid in full.

SECTION 7. PRIVILEGES. Privileges of Regular or Honorary membership include the right to vote and hold office. Membership in the Society is a privilege, not something that may be used to declare a public position taken by the Society or to provide support for an individual's activity or participation in otherwise unlawful activity.

ARTICLE III BOARD OF DIRECTORS

SECTION 1. NUMBER AND QUALIFICATIONS. The Board of Directors shall be composed of not less than eight (8) nor more than sixteen (16) voting members, each of whom shall be a member of the Society. The members of the Board shall consist of the Society's Officers, (President, Vice-President, Secretary, and Treasurer), as elected pursuant to **Article III, Section 2**; the Ex-Officio Officers (Editor, Webmaster, Social Media Director, and Archivist), as appointed by the Board of Directors; and a sufficient number of At-Large Directors to constitute a Board of not more than sixteen (16) voting members. While an Officer or Director may also serve as an Ex-Officio Officer, each individual on the Board of Directors shall have only one (1) vote.

SECTION 2. ELECTIONS. The Board of Directors shall vote to elect the Officers (President, Vice-President, Treasurer, and Secretary) and At-Large Directors. Elections shall be held every three (3) years on a date specified by the Board of Directors. Candidates may be self-nominated or nominated by any member, including a member or members of the current Board of Directors. The candidates receiving the highest number of votes for each office shall be elected. In the event of a tie, a run-off election shall be held.

SECTION 3. VACANCIES. Vacancies shall be filled as soon as possible by majority vote (> 50%) of the remaining Board of Directors. A new Director elected by the Board of Directors shall serve until the expiration of the term of the Director whom they replace. Between meetings of the Board of Directors, the President may designate an interim Director who shall serve until the next Board meeting.

SECTION 4. TENURE OF OFFICE. Each At-Large Director elected shall hold office for six (6) years or until a successor has been elected. A Director's term begins immediately upon completion of the election. At-Large Directors may be elected to two (2) consecutive six-year terms. No At-Large Director shall be eligible for re-election to the Board of Directors after serving two consecutive terms until one year has elapsed since that person last served a full term of six years as an At-Large Director.

SECTION 5. POWERS. The Board of Directors shall have the control and management of the Society's affairs, policies, and business. The Board of Directors may exercise all of the powers of the Society and do all such lawful acts and things as are not by STATUTE, by ARTICLES OF INCORPORATION, or by these BYLAWS otherwise prohibited.

SECTION 6. SIGNATURES. In order to execute the Duties and Powers of Officers, Ex-Officio Officers, and At-Large Directors as established in these Bylaws, electronic signatures

may be utilized in accordance with existing law.

SECTION 7. COMPENSATION. The Officers, Ex-Officio Officers and At-Large Directors shall serve without compensation. Reasonable expenses may be reimbursed when authorized in accordance with the Board of Directors policy.

SECTION 8. INDEMNIFICATION. The Society shall indemnify any Officer, Ex-Officio Officer or At-Large Director or former Officer, Ex-Officio Officer or At-Large Director of the Society against expenses actually and reasonably incurred by them in connection with the defense of any action, suit or proceeding, civil or criminal, in which they are made a party by reason of being or having been an Officer, Ex-Officio Officer or At-Large Director, except in relation to matters as to which they are adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Society.

ARTICLE IV OFFICERS AND EX-OFFICIO OFFICERS

SECTION 1. OFFICERS AND EX-OFFICIO OFFICERS. The Officers of the Society shall be elected by a vote of the Board of Directors for each office and shall be a President, a Vice-President, a Secretary, and a Treasurer, none of whom need be an elected Director of the Board of Directors. Candidates may be nominated by the membership and/or by the current Board of Directors. The candidates receiving the highest number of votes for each office shall be elected. In the event of a tie, a run-off election shall be held.

Ex-Officio Officers include the Editor, Webmaster, Social Media Director and Archivist. Ex-Officio Officers are appointed by the Board of Directors. Ex-Officio Officers may be Officers of the Society. Ex-Officio Officers may be created or retired according to the needs of the Society. In the event that additional Ex-Officio Officer positions are created, the Board shall remain limited to sixteen (16) voting members.

No person shall have more than one (1) vote on the Board of Directors.

SECTION 2. TENURE OF OFFICE. The Society Officers shall hold office for three (3) years, or until their successors are duly elected. Any Officer may be removed at any time by the vote of a majority (> 50%) of the Board of Directors. The President and Vice-President shall be eligible for re-election for an additional period of three (3) years. If either of these Officers serves for two (2) successive three-year terms (six [6] consecutive years), they shall not be eligible for re-election or appointment to the same office until a period of one (1) year has elapsed. The Secretary and the Treasurer may serve an unlimited number of successive three-year terms. Any vacancy occurring in any office of the Society shall be filled by the Board of Directors. The new Officer appointed by vote of the Board of Directors shall serve until the expiration of the term of the Officer they replace.

Ex-Officio Officers shall be appointed by the Board of Directors to indefinite terms. Ex-Officio Officers shall be replaced by the Board of Directors in case of resignation, death, or removal by majority vote of the Board of Directors.

SECTION 3. EXPIRATION OF TERM. On expiration of their term, all Officers shall surrender all property in their possession belonging to their respective offices to the newly elected Officer.

THE PRESIDENT

SECTION 4. DUTIES. The President shall be the chief executive officer of the Society. The President shall:

- a. Preside at all meetings of the members and the Board of Directors;
- b. Provide general and active management of the business of the Society; and
- c. Ensure that all orders and resolutions of the Board of Directors are carried out.

SECTION 5. POWERS. The President shall execute bonds, mortgages, and any other contracts, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other Officer or agent of the Society.

The President shall have the authority to approve discretionary expenditures related to the functioning of the Society that do not exceed an amount specified in advance by the Board of Directors. Expenditures greater than the specified discretionary amount must be approved by the Board of Directors.

The President shall communicate on behalf of the Society and provide oversight for correspondence otherwise delegated to specific Board members.

THE VICE-PRESIDENT

SECTION 6. DUTIES AND POWERS. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors may from time to time prescribe.

THE SECRETARY

SECTION 7. DUTIES. The Secretary shall:

- a. Attend meetings of the Society and the Board of Directors;
- b. Record and make available the proceedings of those meetings and perform similar duties for designated committees when required;
- c. Maintain the records and coordinate necessary correspondence of the Society;
- d. Give, or cause to be given, notice, as required by these BYLAWS, of all meetings of the members and of the Board of Directors; and
- e. Perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision they shall be.

SECTION 8. ACTING AD INTERIM. In the absence of the President and Vice-President, the Secretary shall become the acting President for the purpose of fulfilling the duties of the President.

THE TREASURER

SECTION 9. DUTIES. The Treasurer shall:

- a. Collect, receive, and maintain custody of all funds and securities of the Society;
- b. Keep full and accurate accounts of receipts and disbursements;
- c. Deposit all funds and other valuable effects in the name of and to the credit of the Society in such depositories as may be designated by the Board of Directors;
- d. Provide the Board of Directors and the membership a financial report no less than annually;
- e. Be responsible for submission of all required financial documents including state and federal reports; and
- f. Correspond with applicants and members as needed, ensure applications and renewals for membership are processed and maintain a current membership database.

SECTION 10. POWERS. The Treasurer shall disburse the Society's funds as may be directed by the Board of Directors or the President, taking proper vouchers for such disbursements, and shall render to the President and/or the Board of Directors at the regular meetings of the Board, or whenever required, an account of all transactions as Treasurer and of the financial condition of the Society.

SECTION 11. ACTING AD INTERIM. In the absence of the Secretary, the Treasurer shall become the acting Secretary for the purpose of fulfilling the duties of the Secretary. In the absence of the President, Vice-President, and Secretary, the Treasurer shall become the acting President for the purpose of fulfilling the duties of the President.

SECTION 12. RETIRING TREASURER. The retiring Treasurer shall within one (1) month after the expiration of their term or the date of their retirement deliver to the newly-elected or appointed Treasurer all funds, vouchers, electronic records and paper records of the Society in their custody, with a supplemental report covering all transactions occurring in the interim period between the close of the last fiscal year and the date the retiring Treasurer terminated office.

SECTION 13. BOND. If required by the Board of Directors, the Treasurer shall give the Society a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of their office and for the restoration to the Society, in case of their death, resignation, retirement or removal from office, of all records, papers, vouchers, funds and other property of whatever kind in their possession or under their control belonging to the Society.

THE EDITOR

SECTION 14. DUTIES. The Editor is responsible for compiling and printing and mailing (in the case of paper copies) the final version of the Society's periodic newsletter. All costs associated with the production and distribution of the newsletter shall be borne by the Society. The editor shall also forward the final electronic version of the newsletter to the Webmaster for distribution to members receiving the newsletter electronically and for inclusion on the Society website.

THE WEBMASTER

SECTION 15. DUTIES. The Webmaster is responsible for designing and maintaining the Society website as directed by the Board of Directors. The Webmaster shall post each newsletter on the Society website for membership access. The Webmaster shall control access to the members-only section of the website.

THE SOCIAL MEDIA DIRECTOR

SECTION 16. DUTIES. The Social Media Director is responsible for administering the Society presence on social media as directed by the Board of Directors.

THE ARCHIVIST

SECTION 17. DUTIES. The Archivist is responsible for recording the history of the Society and maintaining appropriate historical records and memorabilia associated with the Society. With the consent of a majority (> 50%) of the Board of Directors, the Archivist shall identify and maintain access to locations for storage of Society historical records and/or memorabilia. The Archivist shall also maintain a complete digital copy and backup copy of the images archive and usage agreements created through the Society's slide scanning service.

THE HONORARY OFFICERS

SECTION 18. The Board of Directors may select a person or persons to hold an honorary office. Persons holding such office shall possess the rights and privileges of Honorary Members as set forth in **Article II, Section 3** of these BYLAWS.

ARTICLE V MEETINGS

BOARD OF DIRECTORS MEETINGS:

SECTION 1. BOARD MEETINGS. The Board of Directors shall meet at least once every calendar year. Additional meetings may be held at any time deemed necessary by the Board of Directors. Members and invited guests may attend Board Meetings.

SECTION 2. CONVENING BOARD MEETINGS. The President shall designate a date and time for the meeting. Participation at Board Meetings shall be in-person, by telephone conference call, videoconference, or by online or electronic means.

SECTION 3. NOTICE. Electronic and/or printed notice of an agenda for Board Meetings shall be sent to the Board of Directors not less than ten (10) days before such meetings.

SECTION 4. MINUTES. Minutes shall be recorded for each Board Meeting by the Secretary and, after approval, the minutes or a summary thereof shall be posted on the Society website within sixty (60) days following the meeting.

SPECIAL BOARD MEETINGS

SECTION 5. SPECIAL BOARD MEETINGS. Special meetings of the Board of Directors, for any purpose or purposes, unless otherwise prescribed by STATUTE or the ARTICLES OF INCORPORATION, may be called by the President. The President shall state the purpose or purposes of the proposed meetings. Participation at Special Board Meetings shall be in-person, by telephone conference call, videoconference, or other online or electronic means.

SECTION 6. NOTICE. Notice of Special Meetings shall be sent electronically or by mail to each Board member and shall state the purpose, day, and hour of the meeting.

MEMBERS MEETINGS (GATHERINGS)

SECTION 7. MEMBERS MEETINGS. Meetings of the membership may be held as deemed appropriate by the Board of Directors at such location and date(s) to be designated by the Board of Directors.

SECTION 8. PURPOSE OF MEETING. Meetings of members shall be held to facilitate special presentations or lectures on subjects of membership interest, to access educational events, and to promote interaction and camaraderie among members. Policies regarding conduct of Members Meetings shall be determined by the Board of Directors.

SECTION 9. NOTICE. Electronic and/or written notice of the Members Meetings shall state the location, day(s), and hour(s) of the meeting, and shall be sent to all members at least sixty (60) days in advance of the meeting.

VOTING

BOARD OF DIRECTORS VOTING:

SECTION 10. QUORUM. Not less than eight (8) members of the Board of Directors, including the President or Vice-President, shall constitute a quorum for purposes of voting at Board of Directors meetings.

SECTION 11. ELECTIONS. The Board of Directors shall be elected as prescribed in **Article IV, Section 1.**

SECTION 12. VOTING. Each person on the Board of Directors shall have one (1) vote.

SECTION 13. PROXY VOTING. Any member of the Board of Directors may delegate their vote(s) by proxy to another Board of Directors member on any issue or proposal for which the Board of Directors requires a vote. A proxy vote shall count towards a quorum.

MEMBERSHIP VOTING:

SECTION 14. QUORUM. The number of votes submitted shall constitute a quorum for purposes of voting.

SECTION 15. VOTING. Each Regular and Honorary member shall be entitled to one (1) vote. Members may cast votes to approve proposals put forward by the Board of Directors. Votes may be submitted in person, by regular mail, or by electronic means as approved by the Board of Directors. In the event of voting by mail or electronically, notice of the pending vote shall be provided at least ten (10) days in advance of a voting deadline. Except as directed elsewhere in these Bylaws, any matter under consideration shall be decided by majority (> 50%) vote.

**ARTICLE VI
DUES AND FINANCES**

SECTION 1. DUES. The amount of the annual dues of all members (Regular and Corporate) shall be determined by the Board of Directors and payable annually, in advance. As stated in **Article II, Section 3** Honorary Members are exempt from dues.

Dues are not refundable under any conditions.

SECTION 2. NOTICE OF DUES. The Treasurer shall notify electronically or by mail each Society member, except Honorary Members, that dues are payable when membership has expired or is within one (1) month of expiration. Failure to pay dues within the period established by the Board of Directors shall be considered voluntary resignation.

SECTION 3. DUES WAIVERS. Upon request, the Board of Directors may grant a dues waiver for one year in situations of hardship, extreme isolation, or other special circumstances.

SECTION 4. FINANCES. The Board of Directors shall have the general supervision of the Society's finances and shall advise on all matters of financial policy.

SECTION 5. FISCAL YEAR. The fiscal year of the Society shall be fixed by resolution of the Board of Directors.

SECTION 6. CHECKS. All checks, demands for funds, and notes of the Society shall be signed by such officer(s) or such other person(s) as the Board of Directors may from time to time designate.

SECTION 7. REPORTS. The Treasurer shall report on the financial status of the Society at least annually. The Treasurer shall be responsible for the timely submission of and response to all required state and federal tax returns and inquiries.

SECTION 8. AUDIT. At any time, the Treasurer, President, Vice-President, or majority (> 50%) of the Board of Directors may request a financial review and/or an audit.

ARTICLE VII COMMITTEES

SECTION 1. COMMITTEES. Society committees may be established as determined by the Board of Directors.

SECTION 2. COMPOSITION. Each committee shall include sufficient members to accomplish the tasks outlined, of whom at least one shall be a member of the Board of Directors. The committee shall report to the Board of Directors in a timely manner.

SECTION 3. EXPENSES. Committee members shall serve without compensation. Reasonable committee expenses shall be reimbursed according to Board of Directors policy.

ARTICLE VIII SEAL, FLAG AND EMBLEM

SECTION 1. SEAL, FLAG AND EMBLEM. By resolution of the Board of Directors, the Society may create, design, adopt and utilize a Society seal, flag or emblem for exclusive use by the Society.

ARTICLE IX ADOPTION OF BYLAWS AND AMENDMENTS

SECTION 1. ADOPTION OF BYLAWS AND AMENDMENTS TO BYLAWS. These Bylaws may be altered, amended, or repealed and a new set of Bylaws adopted by a two-thirds (2/3) majority vote of the Board of Directors then in office. At least ten (10) days prior to such action, written notice setting forth a proposed action and time and place of meeting shall be given to all directors. Member comments shall be solicited prior to proposed Bylaw amendments.

ARTICLE X DISSOLUTION

SECTION 1. DISSOLUTION. After consultation with the membership, the Society may be dissolved by a two-thirds (2/3) majority vote of the Board of Directors.

SECTION 2. DISTRIBUTION OF ASSETS. In the event of dissolution of the Society, and after the discharge of all its liabilities, the remaining assets of the Society including all of its various specifically designated funds, shall be distributed for one or more exempt purposes within the meaning of organizations, as defined in the §501(c)(3) the Internal Revenue Code. Efforts will be made to find an organization(s) engaged in the conservation or education/history of Antarctic natural or cultural resources. Each exempt organization, and its share of the distributed assets, is to be determined by a two-thirds (2/3) majority vote of the Board of Directors serving at the time of dissolution.

WE, THE UNDERSIGNED, HEREBY CERTIFY that we are respectively and duly elected President and Secretary of The Antarctic Society, and that the foregoing is a true and correct copy of the duly adopted BYLAWS of said Society, to the date of this certification.

President

Date

Secretary

Date