

AMENDED & RESTATED BYLAWS
OF
THE ANTARCTICAN SOCIETY

May, 2020

ARTICLE I
OFFICES

SECTION 1. OFFICES. The offices of the Antarctic Society shall be the residence 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 or the business of the Society may require.

SECTION 3. CHAPTERS. Chapters may be formed by ten (10) or more members of the Society, in good standing, who wish to meet periodically. Such chapters will be governed by rules and regulations established by the Board of Directors.

ARTICLE II
MEMBERSHIP

SECTION 1. ELIGIBILITY & 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. Investigation of the applicant shall be in accordance with rules prescribed by the Board of Directors.

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

SECTION 3. CLASSES OF MEMBERSHIP. As provided for in Article VI of the ARTICLES OF INCORPORATION of The Antarctic Society, the Society membership shall be divided into three (3) classes of members. The number of members in each class is unlimited. Each member may vote, hold office, and participate in all proceedings of the Society. The description of each membership class is:

- a. 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. Said members possess all of the privileges of regular members, but shall be exempt from the payment of dues.
- b. Regular Members: All persons interested in Antarctica shall be eligible for membership in the Society. All members of good standing may vote, hold office, and participate in all of the activities of the Society.
- 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 which to them shall seem sufficient, except as provided for in **Section 2**,

provided that such refusal be by a majority vote of the Board of Directors present at any meeting of the Board of Directors at which there shall be a quorum present. The Board of Directors may delegate its authority to either an admissions committee or a specified officer, such as the Treasurer, for the purpose of selecting Regular Members.

SECTION 5. RESIGNATION. Membership resignation shall be presented to the Treasurer of the Society. A resigning member shall not be relieved from liability for any dues accrued and unpaid at the time when such resignation is filed with the Treasurer. A former member may be reinstated when resignation was made in good standing.

SECTION 6. EXPULSION. Suspension or expulsion from membership shall occur when a member, after due warning, is delinquent in payment of dues or for due cause.

ARTICLE III **MEETINGS**

REGULAR BOARD OF DIRECTORS MEETINGS

SECTION 1. REGULAR BOARD MEETINGS. The Board of Directors shall meet at least once every calendar year. The Board of Directors shall consist of the elected directors, the Officers of the Society (President, Vice-President, Treasurer and Secretary), and the Ex-Officio Board Members (Editor, Webmaster, Social Media Director and Archivist). Members and guests may attend the Regular Board Meetings. Additional meetings may be held at any time deemed necessary by the Board of Directors.

SECTION 2. CONVENING OF REGULAR BOARD MEETINGS. The President shall designate a date and time for the meeting. Regular Board Meetings shall be held with participation in-person, by telephone or by online or other electronic means.

SECTION 3. NOTICE. Electronic and/or printed notice of an agenda for Regular 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 Regular Board Meeting by the Secretary and posted on the Antarctic Society website no more than sixty (60) days following the meeting.

MEMBERS MEETINGS (GATHERINGS)

SECTION 5. PLACE OF 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. A notice shall be sent to the members as provided for in **Section 7**.

SECTION 6. DATE OF MEMBERS MEETINGS: PURPOSE OF MEETING. Meetings of members shall be held to facilitate special presentations or lectures on subjects of membership interest, to access educational events, to promote interaction, and camaraderie among members. Policies regarding conduct of Members Meetings shall be determined by the Board of Directors.

SECTION 7. NOTICE. Electronic and/or written notice of the Members Meeting shall state the place, day(s), and hour(s) of the meeting, and shall be sent to all current active members.

SPECIAL BOARD MEETINGS

SECTION 8. 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.

SECTION 9. 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, and shall be conveyed not less than ten (10) business days before said meeting.

BOARD OF DIRECTORS VOTING

SECTION 10. VOTING. The Board of Directors shall vote to elect candidates for President, Vice-President, Treasurer, Secretary and Board Directors. Candidates may be put forward by the membership and by the current Board of Directors. Each person on the Board of Directors shall have one (1) vote except persons who are simultaneously Directors and/or Officers and/or Ex-Officio Officers who shall have only one total vote.

SECTION 11. QUORUM. Five (5) members of the Board of Directors, including the President or Vice-President, shall constitute a quorum for purposes of voting for both Regular and Special Board of Directors meetings.

SECTION 12. 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.

MEMBERSHIP VOTING

SECTION 13. VOTING. Each member shall be entitled to one (1) vote. Members may cast votes to approve proposals put forward by the Board affecting the Antarctic Society. Votes may be submitted by regular mail or by electronic means as approved by the Board of Directors.

SECTION 14. QUORUM. The number of votes submitted shall constitute a quorum for purposes of voting. The majority vote of the members voting shall decide any question brought before the membership.

ARTICLE IV

DIRECTORS

SECTION 1. NUMBER, QUALIFICATIONS. The Board of Directors shall consist of not less than four (4) nor more than sixteen (16), each of whom shall be a member in good standing. The Society's Officers, upon their election pursuant to Article IV, Section 2 of the BYLAWS, shall become members of the Board of Directors. The Ex-Officio Officers, upon their appointment by the Board of Directors, shall become members of the Board of Directors.

SECTION 2. ELECTIONS. Elections shall be held every three (3) years on a date specified by the Board of Directors. The Board of Directors shall elect no more than eight (8) Directors and four (4) Officers by plurality vote in each election.

SECTION 3. VACANCIES. Vacancies, including those caused by an increase in the number of directors, shall be filled as soon as possible by vote of a majority of the remaining Board of Directors. A new director appointed by the Board of Directors shall serve only until the expiration of the term of the director whom she/he replaces. The President may designate an interim director who shall serve until the next Board meeting.

SECTION 4. TENURE OF OFFICE. Each Director elected shall hold office for six (6) years or until their successor is elected and qualified. Directors may be elected to two (2) consecutive terms. No Director shall be eligible for re-election to the Board of Directors after serving two consecutive terms until one (1) year has elapsed since said person last served a full term of six years as 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 or by ARTICLES OF INCORPORATION or by these BYLAWS directed or required to be exercised or done by the members of the Board of Directors.

SECTION 6. COMPENSATION. The Officers, Ex-Officio Officers and Directors shall serve without compensation, but reasonable expenses incurred may be reimbursed when expended for and in the interest of the Society and approved by the Board of Directors.

SECTION 7. INDEMNIFICATION. The Society shall indemnify any Director, Officer, Ex-Officio Officer or former Director, Officer or Ex-Officio Officer of the Society against expenses actually and reasonably incurred by she/he in connection with the defense of any action, suit or proceeding, civil or criminal, in which she/he is made a party by reason of being or having been a Director, Officer or Ex-Officio Officer, except in relation to matters as to which she/he is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Society.

ARTICLE V

OFFICERS & EX-OFFICIO OFFICERS

SECTION 1. OFFICERS & EX-OFFICIO OFFICERS. The Officers of the Society shall be elected by a plurality 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.

Ex-Officio Officers include the Editor, Webmaster, Social Media Director and Archivist. Ex-Officio Officers are appointed by the Board of Directors. Other Ex-Officio Officers may be appointed from time to time by the Board of Directors as necessary. Ex-Officio Officers may also be Officers of the Society.

SECTION 2. TENURE OF OFFICE. The Society Officers shall hold office for three (3) years, or until their successors are duly elected and have qualified. Any officer may be removed at any time by the affirmative vote of a majority 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, 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 by death, resignation, removal or otherwise shall be filled by the Board of Directors. The new Officer appointed by

plurality vote of the Board of Directors shall serve until the expiration of the term of the Officer whom she/he replaces.

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

SECTION 3. All Officers shall on expiration of terms 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, shall preside at all meetings of the members and the Board of Directors, shall have general and active management of the business of the Society, and shall see that all orders and resolutions of the Board of Directors are carried into effect.

SECTION 5. POWERS. The President shall execute bonds, mortgages, and any other contracts requiring a seal, under the Society's seal, 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 Board of Directors may re-specify the discretionary spending amount from time to time.

THE VICE-PRESIDENT

SECTION 6. DUTIES, 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, POWERS. The Secretary shall attend meetings of the Society and the Board of Directors; shall record and make available the proceedings of said meetings; shall perform like duties for designated committees when required; and shall maintain the records and carry on the correspondence of the Society, except that pertaining to membership and financial matters, including the collection of dues. The Secretary shall give, or cause to be given, notice, as required by these BYLAWS, of all meetings of the members, regular meetings of the Board of Directors and special meetings of the Board of Directors, and shall 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 ad interim.

THE TREASURER

SECTION 9. DUTIES. The Treasurer shall collect, receive, and have custody of all funds and securities of the Society; shall keep full and accurate accounts of receipts and disbursements; and shall deposit all

moneys 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.

The Treasurer shall maintain a current membership database, and carry on correspondence with members.

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

The Treasurer shall, by resolution of the Board of Directors, process applications for membership and admit into membership and add to the membership database persons interested in Antarctica.

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 ad interim. 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 ad interim.

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 money, 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, money and other property of whatever kind in their possession or under their control belonging to the Society.

THE HONORARY OFFICERS

SECTION 14. 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.

THE EDITOR

SECTION 15. 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 in the Society website.

THE WEBMASTER

SECTION 16. 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 SOCIAL MEDIA DIRECTOR

SECTION 17. DUTIES. The Social Media Director is responsible for creating and maintaining Antarctic Society presence on social media as directed by the Board of Directors.

ARCHIVIST

SECTION 18. DUTIES. The Archivist is responsible for recording the history of the Society and maintaining appropriate historical records and memorabilia associated with the Society. The Archivist shall investigate and arrange, with the consent of a majority of the Board of Directors, locations for storage of Society historical records and/or memorabilia. The Archivist shall also maintain a complete digital copy of the images archive created through the Society's slide scanning service.

ARTICLE VI

DUES & FINANCES

SECTION 1. DUES. The amount of the annual dues of all members, except Honorary Members, shall be determined by the Board of Directors and payable annually in advance.

The amount of the annual dues of all corporate members, as defined in Article II, Section 3, shall be determined by the Board of Directors and payable annually in advance. 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 is within one (1) month of expiration or has expired.

SECTION 3. 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 4. FISCAL YEAR. The fiscal year of the Society shall be fixed by resolution of the Board of Directors.

SECTION 5. CHECKS. All checks, demands for money, 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.

ARTICLE VII

COMMITTEES

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

ARTICLE VIII

SEAL, FLAG, EMBLEM

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

ARTICLE IX
ADOPTION OF BYLAWS, 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 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.

ARTICLE X
DISSOLUTION

SECTION 1. DISSOLUTION. The Antarctic Society may be dissolved by a vote of two-thirds of the Board of Directors.

SECTION 2. DISTRIBUTION OF ASSETS. In the event of final 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 given to an exempt charitable organization or organizations, as defined in the Federal Internal Revenue Service Code. Each exempt charitable organization, and its share of the distributed assets, is to be determined by a vote of two-thirds of all 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.

_____ Date _____
President

_____ Date _____
Secretary