

BY-LAWS
OF
THE ANTARCTICAN SOCIETY

ARTICLE I
OFFICES

SECTION 1. OFFICES. The offices of the Society shall be located at 1619 New Hampshire Avenue, N.W., Washington, District of Columbia.

SECTION 2. OTHER OFFICES. The Society may also have offices at such other places, both within and without the District of Columbia, 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 outside of the District of Columbia by 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 AND APPLICATION FOR MEMBERSHIP. Membership in the Society shall be open to persons interested in Antarctica. Application for membership shall be communicated to the Membership Secretary 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 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 membership of the Society shall be divided into three 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 class of members 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 under standing 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 Membership Secretary of the Society, for the purpose of selecting Regular Members.

SECTION 5. RESIGNATION. Resignation from membership shall be presented to the Membership Secretary 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 Membership Secretary.

A former member may be reinstated when resignation was made in good standing. In such cases, the Membership Secretary may waive payment of initiation fees.

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 MEMBERSHIP MEETINGS

REGULAR MEETINGS

SECTION 1. REGULAR MEETINGS. The Society shall meet at least four times a year. At the Regular Meetings, to which guests may be invited, the Society shall ordinarily provide special programs of an informational or educational nature. Additional meetings may be held at any time the Board of Directors, for any purpose, desires to honor a distinguished visitor, celebrate some special occasion, or for any other reason deemed sufficient by the Board of Directors.

SECTION 2. PLACE OF REGULAR MEETINGS. Regular meetings shall be held at such locations as the Board of Directors determines.

SECTION 3. NOTICE. Written or printed notice of regular meetings shall be served upon or mailed, postage prepaid, not less than seven (7) days nor more than thirty (30) days before such meetings, to each member, addressed to him at such address as appears on the membership rolls, at least thirty (30) days prior to the date of the meeting.

ANNUAL MEETINGS

SECTION 4. PLACE OF ANNUAL MEETINGS. The annual meetings of the membership shall be held at such locations to be designated in a notice sent to the members as provided for in SECTION 6.

SECTION 5. DATE OF ANNUAL MEETINGS: PURPOSE OF MEETING. Annual meetings of members shall be held in April, at which time they shall elect, by a plurality vote, the members of the Board of Directors, officers, and transact such other business as may properly be brought before the meeting.

SECTION 6. NOTICE. Written or printed notice of the annual meeting shall state the place, the day, and the hour of the meeting, and shall be served upon or mailed, postage prepaid, not less than seven (7) days nor more than thirty (30) days before said meeting, to each member, addressed to him at such address as appears on the membership rolls, at least thirty (30) days prior to the date of the meeting.

SECTION 7. MINUTES. A full and true statement of the affairs of the Society shall be submitted at the annual meeting and a copy thereof shall be filed at the office of the Society.

SPECIAL MEETINGS

SECTION 8. SPECIAL MEETINGS. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by STATUTE or the ARTICLES OF INCORPORATION, may be called by the President and shall be called by the President or Secretary at the written request of a majority of the Board of Directors, or at the written request of twenty (20) members of the Society. Such a request shall state the purpose or purposes of the proposed meetings.

SECTION 9. NOTICE. Notice of special meetings shall state: the purpose, the day, the place and the hour of the meeting, and shall be served upon or mailed, postage prepaid, not less than two (2) business days before said meeting, to each member, addressed to him at such address as appears on the membership rolls thirty (30) days prior to the date of the meeting.

SECTION 10. BUSINESS TRANSACTED. No business shall be transacted at special meetings except that specifically stated in the notice.

MEMBERSHIP VOTING

SECTION 11. VOTING. At each meeting of the members, each member shall be entitled to one vote. At any meeting of the Society, any vote taken shall be by secret ballot if any member so requests.

SECTION 12. QUORUM. Those present shall constitute a quorum. The vote of the majority of the members present shall decide any question brought before such meeting, unless the question is one upon which by express provision of the STATUTES or of the ARTICLES OF INCORPORATION, a different vote is required in which case such express provision shall govern and control the decision of such question.

ARTICLE 3V 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, of full age, and at least one of whom shall be a citizen of the United States and a resident of the District of Columbia. The Officers of the Society, upon their election pursuant to ARTICLE V, SECTION 1 of the BY-LAWS, shall become members of the Board of Directors.

SECTION 2. ELECTION. At the annual meeting of the Society, the members shall elect four directors by plurality vote. Each director elected shall hold office for three years or until his successor is elected and qualified; provided that, in the event of failure to hold such meeting or to hold such election at such meeting, such election may be held at any special meeting of the members called for that purpose, and the directors then in office shall continue in office until their successors shall have been duly elected and shall have qualified. If the membership at such annual meetings or at any special meeting called for the election of directors shall not elect the full Board of Directors at such election, the directors elected may elect the remaining directors in the manner provided for the filling of vacancies in SECTION 3 of this ARTICLE.

At the first annual meeting of the members of the Society, the members shall elect four directors to serve terms for one (1) year; four directors to serve terms of two(2) years; and four directors to serve terms for three (3) years. The

election of the twelve directors at the first annual meeting in the manner establishes the necessary rotation of directors to enable the election of four directors at each subsequent annual meeting.

SECTION 3. VACANCIES. Vacancies, including those caused by an increase in the number of directors, shall -be filled as soon as possible by a majority of the remaining Directors though less than a quorum. A new Director elected by the Board of Directors shall serve only until the expiration of the term of the Director whom he replaces.

SECTION 4. TENURE OF OFFICE. No person shall be eligible for re-election to the Board of Directors until one year has elapsed since said person last served a full term of three years as Director.

SECTION 5. SOCIETY BOOKS. The Directors may keep the books of the Society at the office of the Society, or at such place or places as they may from time to time determine.

SECTION 6. POWERS. The Board of Directors shall have the control and management of the affairs, policies, and business of the Society. 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 BY-LAWS directed or required to be exercised or done by the members.

MEETING OF THE BOARD OF DIRECTORS

SECTION 7. TIME, NOTICE, AND PLAGE OF MEETINGS. Meetings of the Board of Directors shall be held at such time and place as designated as shall be fixed by the President of the Society.

SECTION 8. QUORUM. Five members of the Board of Directors, at a meeting duly assembled, shall be necessary to constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, except as may be otherwise specifically provided by STATUTE or by the ARTICLES OF INCORPORATION.

ARTICLE V OFFICERS

SECTION 1. OFFICERS. The officers of the Society shall be elected by the membership at the annual meeting and shall be a President, a Vice-President, a Secretary-Historian, and a Treasurer-Membership Secretary, none of whom need be an elected member of the Board of Directors.

SECTION 2. TENURE OF OFFICE. The officers of the Society shall hold office for one year, 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 members present at an annual meeting, or a special meeting called for that purpose. The President and Vice-President shall be eligible for re-election for an additional period of one year. If either of these officers serves for two successive one-year terms, he shall not be eligible for re-election to the same office until a period of one year has elapsed. The Secretary-Historian and the Treasurer-Membership Secretary may serve an unlimited number of successive one-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 the Board of Directors shall serve until the expiration of the term of the officer whom he replaces.

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. He shall execute bonds, mortgages, and any other contracts requiring a seal, under the seal of the Society, 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 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-HISTORIAN

SECTION 7. DUTIES, POWERS. The Secretary-Historian shall attend meetings of the Society and the Board of Directors; shall record the proceedings of the meetings of the Society and the Board of Directors in a book to be kept for that purpose; shall perform like duties for the committees when required; and shall maintain the records and archives and carry on the correspondence of the Society, except that pertaining to membership and financial matters, including the collection of dues. He shall give, or cause to be given, notice, as required by these BY-LAWS, of all meetings of the members 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 he shall be. He shall keep in safe custody the seal of the Society and, when authorized by the Board of Directors, affix the same to any instrument requiring it and, when so affixed, it shall be attested by his signature or by the signature of the Treasurer.

SECTION 8. In the absence of the President and Vice-President, the Secretary-Historian shall become the acting President for the purpose of fulfilling the duties of the President ad interim.

THE TREASURER-MEMBERSHIP SECRETARY

SECTION 9. DUTIES. The Treasurer-Membership Secretary shall collect, receive, and have custody of all funds and securities of the Society; shall keep full and accurate accounts of receipts and disbursements in books belonging to the Society; and shall deposit all moneys and other valuable effects in the name and to the credit of the Society in such depositories as may be designated by the Board of Directors.

The Treasurer-Membership Secretary shall maintain-a current membership list, and carry on correspondence in regard to all financial matters.

SECTION 10. POWERS. The Treasurer-Membership Secretary shall disburse the funds of the Society 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 the President, at the regular meetings of the Board, or when the

Board of Directors so requires, an account of all his transactions as treasurer and of the financial condition of the Society.

The Treasurer-Membership Secretary shall, by resolution of the Board of Directors, process applications for membership and admit into membership persons interested in Antarctica.

SECTION 11. In the absence of the Secretary-Historian, the Treasurer-Membership Secretary shall become the acting Secretary-Historian for the purpose of fulfilling the duties of the Secretary-Historian ad interim.

In the absence of the President, Vice-President, and Secretary-Historian, the Treasurer-Membership Secretary 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 month after the expiration of his term deliver to the newly elected or appointed treasurer all money, vouchers, books and papers of the Society in his 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, he 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 his office and for the restoration to the Society, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Society.

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 BY-LAWS.

ARTICLE VI MEMBERSHIP CERTIFICATES

SECTION 1. CERTIFICATES. The Board of Directors may authorize the issuance of membership certificates to the members of the Society. By resolution of the Board of Directors, the Treasurer-Membership Secretary may issue to each member a certificate in such form as shall be approved by the Board of Directors. Each certificate shall be signed by the President and Treasurer-Membership Secretary of the Society. Each certificate shall be sealed with the seal of the Society. The names and addresses of all members possessing said certificates shall be entered in books kept for that purpose by the proper officer of the Society.

ARTICLE VII INITIATION FEES, DUES, AND FINANCES

SECTION 1. INITIATION FEES. An initiation fee of two dollar (\$2.00) shall be charged, to be paid at the time an applicant submits his application. This fee is not refundable under any conditions after the applicant has been accepted as a member.

SECTION 2. DUES. The amount of the annual dues of all members, except Honorary Members, shall be three dollars (\$3.00), payable annually in advance on or before the first of October.

The amount of the annual dues of all corporate members, as defined in Article II, Section 3 (c), shall be one hundred dollars (\$100.00), payable annually in advance on or before the first of October. Dues are not refundable under any conditions .

SECTION 3. NOTICE OF DUES. The Treasurer-Membership Secretary shall serve upon or mail, postage prepaid, to each member of the Society, except Honorary Members, notice that dues are payable on or before the first of October.

SECTION k. FINANCES. The Finance Committee, as provided for in ARTICLE VIII, subject to the direction and control of the Board of Directors, shall have the general supervision of the finances of the Society 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 or demands for money and notes of the Society shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

ARTICLE VIII COMMITTEES

SECTION 1. COMMITTEES. There shall be the following standing Committees: Finance Committee and Program Committee. The Board of Directors may establish any other Committees, either temporary or permanent. Each of the Committees shall consist of at least three members of the Society, appointed by the President of the Society. The Chairman of each Committee shall be appointed by the President.

SECTION 2. DUTIES, POWERS. Each Committee shall keep the Board of Directors currently informed of the activities of the Committee, and meet with the Board of Directors when appropriate. Each Committee, subject to the direction and control of the Board of Directors, may make rules for its own government and to regulate the matters with which it is specifically charged. Each Committee shall act on its own initiative as much as possible.

SECTION 3. FINANCE COMMITTEE. The Finance Committee shall consist of at least three members of the Society including the Treasurer-Membership Secretary of the Society who shall serve as chairman. The Committee, subject to the direction and control of the Board of Directors, shall have general supervision of the finances of the Society.

SECTION 4. PROGRAM COMMITTEE. The Program Committee shall consist of at least three members of the Society. This Committee shall be responsible for planning the program, subject to the approval of the Board of Directors.

ARTICLE IX SEAL, FLAG, EMBLEM

SECTION 1. SEAL. The Society seal shall have inscribed thereon the name of the Society, the year of its incorporation and the words, "The Antarctic Society, District of Columbia."

SECTION 2. FLAG. By resolution of the Board of Directors, the Society may create, design, adopt and utilize a Society flag.

SECTION 3. EMBLEM. By resolution of the Board of Directors, the Society may create, design, adopt and utilize a Society emblem.

ARTICLE X
ADOPTION OF BY-LAWS, AMENDMENTS

SECTION 1. ADOPTION OF BY-LAWS. These BY-LAWS of the Antarctic Society shall be adopted by the Board of Directors.

SECTION 2. AMENDMENTS. These BY-LAWS may be altered or repealed at any regular meeting of the members. A copy of any proposed amendment shall be served upon or mailed, postage prepaid, to each member of the Society not less than thirty (30) days prior to the meeting at which the proposed amendments shall be discussed.

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 BY-LAWS of said Society, to the date of this certification.

President

Secretary-Historian