



The Southern Florida Chapter of the Explorers Club, Inc

Bylaws of the Chapter

ARTICLE I - NAME

The name of this organization shall be The Southern Florida Chapter of The Explorers Club, Inc. hereinafter referred to as the "Chapter." The Chapter shall operate as a Chapter and a division of The Explorers Club, a New York corporation whose Articles were filed October 17, 1905, with headquarters presently located at 46 East 70th Street, New York, New York 10021, hereinafter referred to as the "Club."

ARTICLE II - PURPOSE

Section 1. To promote and encourage exploration on land, on and under the sea, in the air and in space; to sponsor, encourage and assist research in the physical, biological, and natural sciences and to broaden knowledge of all phases of the universe; to sponsor education and educational facilities consistent with the aforesaid purposes of the Club and those more specifically set forth in Article III of the Bylaws of the Club and in "The Explorers Club Policies Governing Chapter Operation."

Section 2. To bring together explorers, scientists, and others interested in the objectives of the Chapter in the Southern Florida area by holding regular meetings where members, guests, and invited lecturers may present films, lectures, and discussions on explorations, research, and matters of interest to explorers, and to enjoy the fellowship of their peers.

Section 3. To assist the Board of Directors and Committees of the Club to carry out more effectively the objectives of the Club by participation in its activities and other appropriate support.

Section 4. Notwithstanding any other provisions of these articles, the Chapter is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent Federal tax laws.

ARTICLE III - ADMINISTRATION

Board of Directors

Section 1. The Board of Directors shall be composed of the Officers of the Chapter and the Immediate Past Chair. They shall hold office until their successors are chosen and have been qualified. There shall be no restriction on the number of terms any such Directors may serve or on serving successive terms.

Section 2. The Officers shall be: a Chair, Vice-Chair, Secretary, and Treasurer. These Officers shall be chosen by the members from among their own membership at the Annual Business Meeting. There shall be no restriction on the number of terms any such Officer may serve or on serving successive terms. The Board of Directors may appoint an Assistant-Secretary and an Assistant-Treasurer, which offices may be held by the same person. These appointed positions shall not be Officers of The Chapter.

Section 3. The Chair shall preside at all meetings of the Board of Directors and shall perform such other duties and services as normally devolve upon such office. The Vice-Chairman shall have the powers and perform the duties of the Chair in the case of the latter's absence or inability to serve.

Section 4. The Board of Directors shall have control and management of affairs, funds, and property of the Chapter and shall have all powers usual and necessary for such purposes. It shall act in accordance with the wishes of the members of the Chapter but may use its discretion in dealing with matters on which the membership has not taken a position. The Board of Directors may designate a bank as depository for the funds of the Chapter, and may revoke such designation and designate any other bank and change the authorization of the Officers who may sign checks for the account of the Chapter.

Section 5. The Board of Directors shall hold meetings at such times and places as it determines to be desirable or as called by the Chair, and shall report its actions to the members at the next meeting of the Chapter. Those members of the Board of Directors present at a duly called meeting shall constitute a quorum for the transaction of business.

Section 6. The Chair shall be an ex-officio member of each committee of the Chapter of which he or she is not an active member, with the exception of the Nominating Committee.

Section 7. The Secretary shall give notice of all meetings of the Chapter and shall keep the minutes of such meetings. The Secretary shall have charge of and maintain the records of the Chapter, except those required of the Treasurer.

Section 8. The Treasurer shall be charged with the collection and custody of the funds of the Chapter including all fees and dues, and shall keep the accounts of the Chapter and shall report thereon to the membership during each calendar quarter. The Treasurer shall authorize the payment of all bills and accounts upon approval by the Chair. All written obligations of the Chapter must be approved by the Chair and an additional Officer of the Chapter.

Section 9. The Board of Directors shall have the power to fill vacancies among the Officers or in its own membership and to appoint and remove committee Chairs and committee members.

ARTICLE IV - MEMBERSHIP

Membership in the Chapter shall include all members in good standing of The Explorers Club who have paid all dues and obligations to the Club and to the Chapter. Only those Members and Fellows in good standing with the Club and the Chapter shall be entitled to vote or hold office. Associate Members and Student Members shall have such rights and privileges as the Board may from time to time direct but in no event shall they have the right to vote or hold office in the Chapter.

ARTICLE V - STANDING COMMITTEES OF THE CHAPTER

The following Standing Committees are authorized:

Program: The Program Committee shall consist of one or more members appointed annually by the Board of Directors. The Program Chair is responsible for obtaining speakers for the meetings, arranging location and facilities for meetings, making dinner arrangements, distributing timely notices of meetings, and setting up audio visual equipment, as needed, for meetings.

Membership: The Membership Committee consists of one or more members appointed annually by the Board of Directors. The Membership Committee works with the Member Services of the Club and shall receive for consideration the names of applicants and shall furnish Member Services of the Club their recommendations concerning the admission of applicants, if requested. The Committee is charged with promoting membership of the Chapter by assisting and encouraging qualified individuals to join The Explorers Club.

Science and Education: The Science and Education Committee shall consist of one or more members appointed by the Board of Directors. The Science and Education Committee is responsible for administering the educational programs and activities of the Chapter, specifically instituting and maintaining contacts with educational institutions, schools, and colleges, which maintain programs of interest to the Chapter; to promote grants to deserving institutions and individual students who are interested in the research and exploration activities of the Chapter; and to support the Chapter in its efforts to educate members of the public in areas of interest to the Club.

History: The History Committee shall consist of one or more members appointed annually by the Board of Directors. The History Committee shall compile and keep a history of the Chapter and its activities.

ARTICLE VI - NOMINATING COMMITTEE

Section 1. The Nominating Committee shall be appointed by the Chapter Chair in September, approximately ninety (90) days prior to the Annual Business Meeting. The Nominating Committee shall select a slate of nominees for office of the Board of Directors for the coming year. The Nominating Committee shall consist of three (3) members of the Chapter who have been members in good standing of the Southern Florida Chapter of The Explorers Club for two years or more. The Chair of the Nominating Committee shall be the Immediate Past Chair of the Chapter, if available. If the Immediate Past Chair is not available, the position shall be appointed by the Chapter Chair.

Section 2. To be eligible for office, a nominee must be a Fellow or Member of the Club and have been a member in good standing of the Club for a minimum of two (2) years, and a Fellow or Member in good standing of Chapter for one (1) year.

Section 3. Any vacancy in the Nominating Committee, however caused, shall be filled for the remainder of the term by a member-in-good-standing appointed by the Chapter Chair.

Section 4. The Nominating Committee shall cease to exist after the election of officers has been completed.

ARTICLE VII - ELECTIONS

Section 1. At the November Chapter meeting, which shall occur approximately thirty (30) days prior to the Annual Business Meeting, nominations will be taken from the floor. If a member is unable to attend the November Chapter meeting, a nomination may be communicated to the Nominating Committee Chair prior to the November meeting. Prior consent must be obtained from a prospective nominee before his or her name may be placed in nomination.

Section 2. If the Slate of Officers contains only one candidate per office, no additional nominations have been communicated to the Nominating Committee prior to the November meeting, and no nominations have been placed in nomination from the floor at the November meeting, then the Chair may declare the slate elected by acclamation, eliminating the requirement for a ballot.

Section 3. If the Slate of Officers contains more than one candidate per office, election of officers will be by mail-in ballot. Following the November meeting, ballots will be mailed to all members in good standing of the Chapter. The ballots will contain the names of the nominees for each office plus a brief biography of each nominee, if available. Mail-in ballots must be received by the Chair of the Nominating Committee prior to the Annual Business Meeting. If requested, the Chapter members may also communicate their ballot choice(s) to the Chair of the Nominating Committee by email or fax. The ballots shall be counted by the Nominating Committee immediately prior to the Annual Business Meeting. Prior to the final tabulation of votes at the Annual Business Meeting, a last call will be made for all outstanding ballots. A majority of ballots received shall determine the results of the election. In the event of a tie, the election will be decided by lot. Duly elected Officers shall assume their office on January 1st.

ARTICLE VIII - MEETINGS OF THE CHAPTER

Section 1. The Annual Business Meeting of the Chapter for the election of Officers and for the transaction of such other business as may properly come before the meeting shall be held in December of each calendar year. The Chapter's annual report and election shall be held at the annual business meeting.

Section 2. A minimum of four regular meetings of the Chapter shall be held during each calendar year, normally from September through May. Additional meetings may be called by the Chair. Whenever possible, announcements of such meetings shall be given at least two weeks in advance.

ARTICLE IX - DUES AND FINANCE

Section 1. The Chapter shall carry on its activities with the funds made available by the Club and such dues or assessments as the Chapter may from time to time determine or by any other proper means.

Section 2. Each person who makes a verbal or written reservation for any function for which a charge is made shall be responsible for the payments.

ARTICLE X - INCOME DISTRIBUTION

Section 1. In any taxable year in which the corporation is a private foundation as described in IRC 509(a), the organization shall distribute its income for said period at such time and manner as not to subject it to tax under IRC 4942.

Section 2. The organization shall not (a) engage in any act of self-dealing as defined in IRC 4941(d), retain any excess business holdings as defined in IRC 4943(c), (b) make any investments in such a manner as to subject the organization to tax under IRC 4944, or (c) make any taxable expenditures as defined in IRC 4945(d) or corresponding provisions of any subsequent Federal tax laws.

ARTICLE XI - OPERATION

Section 1. No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.

Section 2. No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(h)). The Chapter does not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.

ARTICLE XII - DISSOLUTION

In the event of dissolution, all of the remaining assets and property of the organization shall after payment of necessary expenses thereof be distributed to such organizations as shall qualify under section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE XIII - AMENDMENTS

These Bylaws may be amended at any regular meeting of the Chapter provided the proposed amendment or amendments have been presented to the Chapter membership in writing at the last preceding meeting, or are communicated to each member before the preceding meeting, and are approved in due course by the Board of Directors of the Club.

ARTICLE XIV - EFFECTIVE DATE

Section 1. Changes to the Bylaws of the Southern Florida Chapter shall be approved by the Chapter and forwarded to the Board of Directors of The Explorers Club. They become effective

immediately upon the approval.

Section 2. Following Chapter and Explorers Club approval, changes to the Bylaws must also be submitted to the Internal Revenue Service.

Original Bylaws Adopted on April 28, 1992

Revised on September 30, 1996

Revised on April 15, 1998

Revised on November 18, 2000

Revised on March 27, 2012

Kristina Gossman, Chair
The Southern Florida Chapter of the Explorers Club, Inc.

Date

Chapter Corporate Seal