

MTS BYLAWS

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ARTICLE I
NAME AND PURPOSE

Section 1.1 – Name

The name of this corporation shall be the Marine Technology Society, Inc. (hereinafter referred to as "the Society").

Section 1.2 – Purpose, Objectives, and Scope of Activities

1.2.1 **Purpose –** The purpose of the Society is to promote awareness, understanding, advancement, and application of marine technology.

1.2.2 **Objectives –** The objectives of the Society are to:

Facilitate a broader understanding of the relevance of marine technology to wider global issues by enhancing the dissemination of marine technology information;

Promote and improve marine technology and related educational programs; and

Advance the development of the tools and procedures required to explore, study, and further the responsible use of the ocean.

1.2.3 **Scope of Activities –** The activities of the Society shall be conducted throughout the world and shall include all those activities necessary or convenient to the above objectives that are not prohibited by law, its certification of incorporation, or these Bylaws. The Society shall conduct its affairs in accordance with the Not-for-Profit Corporation Law of the State of New York and the Internal Revenue Code of 1986, as amended.

ARTICLE II
OPERATING LOCATIONS

Section 2.1 – Offices

2.1.1 **Principal Office –** The principal office of the Corporation shall be fixed, and may from time to time be changed, by resolution of the Board.

2.1.2 **Other Offices –** The Society also may have an office in such other places as the Board of Directors may from time to time designate.

ARTICLE III
MEMBERSHIP

Section 3.1 – Classes of Membership

The classes of individual Society membership are as follows:
Member
Early Career Ocean Professional (ECOP)
Student Member
Patron
Emeritus Member
Life Member
Honorary Member

Additionally, the Society shall have organizational class memberships as follows:
Platinum, Gold, and Silver Business Members
Platinum, Gold, and Silver Institutional Members
Small Business

Section 3.2 – Qualifications

3.2.1 **Member –** Individuals having an active interest in the marine field and supporting the Society's objectives, and who pay the applicable annual membership fee as defined in financial policy.

3.2.2 **Early Career Ocean Professional (ECOP) –** An individual who is within the first ten (10) years of their marine related career and who pay the applicable annual membership fee as defined in financial policy.

3.2.3 **Student Member –** Individuals enrolled full-time (1) in bona fide community college, undergraduate or graduate degree programs at schools of recognized standing, and/or (2) in the final year of secondary school and intending to pursue higher education, and who pay the applicable annual membership fee as defined in financial policy.

3.2.4 **Patron –** An individual Member, upon contribution of additional voluntary Patron dues in an amount to be determined from time to time by the Board, shall be designated as a Patron of such membership class.

3.2.5 **Emeritus Member –** Individuals who are retired from active professional interest in the marine field and who pay the applicable annual membership fee as defined in financial policy.

3.2.6 **Life Member –** Individuals who otherwise would be eligible to be a regular Member, ECOP, or Student Member, and who contribute a one-time payment in an amount to be determined from time to time by the Board.

3.2.7 **Platinum, Gold, or Silver Business Member –** Business firms that endorse the objectives, policies, and activities of the Society, pay the business membership fee as defined in financial policy, and employ one or more individuals who would qualify as Members of the Society. Gross annual revenue equal to or in excess of $4 million (USD).

3.2.8 **Platinum, Gold, or Silver Institutional Member –** Libraries, federal, state, or local government organizations, colleges, or not-for-profit corporations that endorse the objectives, policies and activities of the Society and pay the institutional membership fee as defined in financial policy.

3.2.9 **Small Business Member** – Business firms that endorse the objectives, policies, and activities of the Society, pay the business membership fee as defined in financial policy, and employ one or more individuals who would qualify as Members of the Society. Gross annual revenue of company must be less than $4 million.

3.2.10 **Honorary Member –** Upon unanimous approval of the Board, individuals who have made outstanding contributions to the marine community and who have, through service to the community, acted in consonance with the objectives of the Society. Nominations may be proposed by petition signed by ten (10) members of the Society. If an invitation to join the Society as an Honorary Member is not accepted by the individual so elected within six (6) months of the date of election, the invitation and election shall be voided, and the individual shall not be carried on the active membership list of the Society. Upon approval by the Board of Directors of the Society, an Honorary Membership shall be valid for life.

Section 3.3 – Registration and Admission

3.3.1 **Registration –** Except as provided in Section 3.2.10, all registrations for membership, or requests for transfer between membership classes, shall be made in a form prescribed by the Society and shall contain sufficient information to support the registrant's or Member's request to join the applicable or requested membership class.

3.3.2 **Admission –** Admission to membership in any class or the transfer of membership to any other class, except

as provided in Section 3.2.10, shall occur: 1) when the registrant or Member has paid the applicable annual membership fee as defined in financial policy; and 2) upon the satisfaction of the Chief Executive Officer or his or her designee that there is sufficient information submitted with a registration or with a request to support the registrant or Member meets the requirements of the applicable membership class, provided that the Chief Executive Officer shall make regular reports to the Board of all actions taken pursuant to this authority.

Section 3.4 – Rights and Privileges

3.4.1 **Meetings and Publications –** All classes of members shall have the right to attend general membership meetings of the Society and to submit papers for publication in the journal of the Society and for presentation at Society sponsored conferences and symposia. All membership classes shall receive the regular publications of the Society as determined by the Board.

3.4.2 **Section Membership –** All members of the Society residing within the defined territory of a Section of the Society may hold concurrent membership of the same class in the Section.

3.4.3 **Fellows –** Members in good standing who have made outstanding contributions to the advancement of the Society's objectives and have distinguished accomplishments and experience in their professional fields may be nominated by the Fellows Committee to become a Fellow of the Society. The honor of becoming a Fellow shall be conferred only by resolution of the Board. Fellows shall be entitled to all rights and privileges of the Society.

3.4.4 **Members –** Members shall be entitled to all rights and privileges of the Society, except the right to serve on the Fellows Committee.

3.4.5 **Emeritus and Honorary Members –** Emeritus and Honorary Members shall have all the rights and privileges of a Member except the right to hold national elective office in the Society. Emeritus and Honorary Members may hold Local Section Office.

3.4.6 **Early Career Ocean Professionals (ECOP) Members –** ECOP members shall have all the rights and privileges of the Society, except the right to serve on the Fellow Committee.

3.4.7 **Student Members –** Student Members shall have all the rights and privileges of the Society, except the right to hold office in all but Student Sections.

3.4.8 **Platinum, Gold, Silver, and Small Business Members –** Business Members may designate a specified number of employees, as determined from time to time by the Board, but not to exceed twenty-five (25), as Members, ECOP Members, or Student Members, provided that each individual meets the qualifications for that membership class of the Society. The individuals appointed shall have the same rights, privileges, responsibilities, and obligations as other Members of that membership class. The membership fee shall be updated from time to time by the Board of Directors and published online and in appropriate policy documentation.

3.4.9 **Platinum, Gold, and Silver Institutional Members –** Institutional Members may designate a specified number of employees, as determined from time to time by the Board, but not to exceed twenty-five (25), as Members, ECOP Members, or Student Members, provided each individual meets the qualifications for that membership class of the Society. The individuals appointed shall have the same rights, privileges, responsibilities, and obligations as other Members of that membership class. The membership fee shall be updated from time to time by the Board of Directors and published online and in appropriate policy documentation.

Section 3.5 – Dues and Fees

Amounts – The annual dues for each class of membership, special assessments, and fees, if any, shall be set by the Board. Changes in dues structure and/or amount shall be published in all regular publications of the Society.

ARTICLE IV
MANAGEMENT

Section 4.1 – Board of Directors and Officers

4.1.1 **General –** The Board of Directors shall manage the affairs of the Society and shall consist of the President, Society-wide elected Officers and the Immediate Past President. The Society-wide elected Officers shall be the President-Elect, Vice President of Education, Vice President of Government & Public Affairs, Vice President of MATE, Vice President of Ocean Exchange, Vice President of Research, Industry & Technology, Treasurer & Vice President of Budget & Finance, Vice President of Communications & Publications, Vice President of Section Affairs, and Vice President of Early Career Ocean Professionals (ECOP).

4.1.2 **President –** The President shall serve as Chair of the Board of Directors and the Council. The President shall preside at all meetings of the Society. The President shall appoint the Editor of the Journal of the Society. The term of the President shall be two (2) years, commencing on 1 January of each odd numbered year. Accession to the Office of President is automatic from the Office of President-Elect. Should the President-Elect decline to assume the Office of the President, the Board shall elect a director to serve a two-year term as President by a vote of the majority of directors then in office. No employee of the Society may serve as the Chair, unless the Board approves such employee serving as Chair by a two-thirds vote of the entire Board and contemporaneously documents in writing the basis for the Board's approval; provided, however, that no such employee shall be considered an independent director as defined, and for the purposes set forth, in the New York Not-For-Profit Corporation Law (N-PCL).

4.1.3 **President-Elect –** The President-Elect shall exercise such authority as may be delegated by the President. The term of Office of the President-Elect shall be two (2) years and shall be coincident with that of the President. Should the President-Elect decline to accept the automatic accession to the role of President their role on the Board of Directors will end at the conclusion of their two-year term as President-Elect.

4.1.4 **Immediate Past President –** The Immediate Past President shall exercise such authority as may be delegated by the President. The term of Office of the Immediate Past President shall be two (2) years and shall be coincident with that of the President.

4.1.5 **Vice Presidents –** There shall be three Vice Presidents to guide the technical and external affairs of the Society: Vice President of Education, Vice President of Government & Public Affairs, and Vice President of Research, Industry & Technology. There also shall be a Vice President of Section Affairs, a Treasurer & Vice President of Budget & Finance, a Vice President of Communications & Publications, a Vice President of MATE, a Vice President of Ocean Exchange, and a Vice President of Early Career Ocean Professionals. The term of each Vice President shall be for a period of three (3) years, not to exceed two (2) consecutive terms, with the exception of the Vice President of Early Career Ocean Professionals which will be for a period of two (2) years, non-renewable.

The **Vice President of Early Career Ocean Professionals** shall represent the interests of Early Career Ocean Professionals within the Society.

The **Vice President of Education, Vice President of Government & Public Affairs**, and **Vice President of Research, Industry & Technology** shall be responsible for all Professional Committee activities of the Society.

The **Vice President of Section Affairs** shall be responsible for the activities of all Society sections.

The **Treasurer & Vice President of Budget & Finance** shall be responsible for the supervision of Society funds, supervision of Society investments, and shall have custody of all Society funds on deposit in banks or trust companies designated by the Board. They shall be responsible for financial reporting to the Board at such frequency and in such format as the Board shall demand.

The **Vice President of Communications and Publications** shall be responsible for publications of the Society and shall serve as Chair of the Publications Committee.

The **Vice President of MATE** shall represent the interests of MATE within the Society.

The **Vice President of Ocean Exchange** shall represent the interests of Ocean Exchange within the Society. Upon adoption of these revised Bylaws, the initial Vice President of Ocean Exchange shall be appointed by the Board of the Society in accordance with the terms of the Transaction Agreement entered into with Ocean Exchange and the initial term of the first Vice President of Ocean Exchange shall be for a period of two and one-half (2.5) years and thereafter, shall be subject to the Terms of Office for Vice Presidents in Section 4.1.8.

4.1.6 Secretary – The Immediate Past President shall serve *ex officio* as the Secretary of the Society and shall have the responsibilities usually associated with that position. The Secretary shall attend all meetings of the Board and shall record or cause to be recorded the minutes of all proceedings taken at such meetings, and maintain or cause to be maintained all documents evidencing corporate actions taken by written consent of the Board, in written and/or digital form to be kept for that purpose; and he or she shall perform like duties for any committees of the Board when required. He or she shall see to it that all notices of special meetings of the Board are duly given in accordance with these Bylaws or as required by statute; he or she shall be the custodian of the seal of the Society. He or she shall perform such other duties as generally are incident to the office of Secretary and as from time to time may be prescribed by the Board or by the President.

4.1.7 Elections

4.1.7(a) Nominations – No later than July 15 of each election year, the Nominating Committee shall present a slate of nominees to the President for each office to be elected for service in the upcoming year. The Committee, in its discretion, may present more than one candidate for each office. The President reserves the right to inquire as to the willingness of any candidate to stand for election to the office for which he/she was nominated. Candidates for Vice President of Early Career Ocean Professionals must qualify as an ECOP per Section 3.2.2 of these Bylaws for at least one (1) year of their term.

4.1.7(b) Record Date – Any member shall be eligible to vote on any action, so long as the member's name appears on the rolls of the Society in good standing as of a date set by the Board not more than fifty (50) nor less than ten (10) days before the date of the election.

4.1.7(c) Ballots – Upon the direction of the President, ballots for in-person and/or proxy voting shall be prepared containing the names of the nominees for each office to be elected in that year. Ballots for proxy voting shall be distributed electronically to all members entitled to vote, as of 1 August, or as of a date set by the Board no more than fifty (50) nor less than ten (10) days before the date of the Annual Meeting, whichever is later, of each year, and shall specify a date, not less than thirty (30) days from the date of dissemination, by which ballots must be received in order to be included in the final tallies.

4.1.7(d) Inspectors and Tellers – The President shall appoint not less than *three* (3) Members in good standing to serve as Inspectors and Tellers for each election. Inspectors and Tellers shall review the election procedures, shall supervise the proxy and/or in-person elections process, shall make such tests as they deem necessary to verify election results, and shall upon satisfaction that all appropriate procedures have been followed, certify the results of the election to the Board prior to the Annual Meeting.

4.1.7(e) Votes – All officers shall be elected by a plurality of Members eligible to vote, in person and by proxy, at the Annual Meeting. Each Member is entitled to one vote.

4.1.8 Terms of Office

4.1.8(a) Terms – Presidential terms of office as prescribed in Sections 4.1.2, 4.1.3 and 4.1.4 shall commence on 1 January of the calendar year following election. Vice Presidents shall be elected each year to begin serving a term of three (3) years on 1 January of the year following election. All terms of office shall continue for the period specified or until such time as the office is otherwise filled by special election or action of the Board.

4.1.8(b) Resignation/Removal – An officer may resign his/her office at any time upon written notice to the President or the President-Elect of the Society. An officer elected by the members may be removed, with or without cause, only by the vote of the members, but his/her authority to act as an officer may be suspended by the board for cause.

4.1.8(c) Vacancies – A vacancy in any Office, except that of President, occurring by reason of resignation or otherwise, shall be filled by majority vote of the Board at any duly constituted meeting from the Roster of Members in good standing. A vacancy in the Office of President shall be filled by the President-Elect. Individuals filling vacancies in accordance with this Section shall serve the remainder of the unexpired term, at which time a successor shall be elected as provided in section 4.1.7.

4.1.9 Meetings – The Board shall meet in-person at least two (2) times annually. Both meetings shall be coincident in time and place with another marine technology event and/or Society-sponsored conference. Additional special meetings may be called by the President, Treasurer and Vice President of Budget and Finance, or any three (3) other members of the Board of Directors and may be held at any pre-determined time and place. At all meetings, Directors may participate in the meeting by means of a conference call or similar communications equipment, including electronic video screen communication, allowing all persons participating in the meeting to hear each other at the same time and to participate in all matters before the Board. The Board of Directors may adopt such rules and regulations for the conduct of its meetings as it deems appropriate.

4.1.9(a) Notice of Special Meetings - Notice of the time and place of each special meeting of the Board shall be provided to each director by regular mail to an address provided by the director for that purpose, by email, by fax, by telephone, or in person, no less than eight (8) days prior to the meeting, provided however that notice of a special meeting to discuss matters requiring prompt attention shall be given to each director by email or telephone no less than forty eight (48) hours prior to the meeting.

4.1.9(b) Waiver of Notice - Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him. Such waiver of notice may be written or electronic. If written, the waiver must be executed by the director signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director.

4.1.9(c) Quorum – At any meeting of the Board of Directors, a majority of the Directors entitled to vote shall constitute a quorum. Any business transacted at such meeting shall be valid provided that it is adopted by a majority of those present, except as otherwise may be required by these Bylaws. In the event of a tie-vote, the majority vote of the entire Executive Committee shall decide; in the event the vote of the Executive Committee cannot break the tie, the vote of the President shall decide. In the absence of a meeting of the Board of Directors, only action authorized by unanimous written consent of the Board of Directors shall constitute a valid action of the Board. Unanimous written consents may be executed by any reasonable means, including facsimile signature. If the consent is written, it must be signed by the director. If the consent is electronic (e.g., by email), it must include sufficient information from which it can reasonably be determined that the consent was authorized by the director. Such action shall be reported at the next regular meeting of the Board of Directors.

4.1.10 Conflicts of Interest – The Board of Directors shall adopt a conflict-of-interest policy, which shall define related party transactions and the circumstances that constitute a conflict of interest, as well as appropriate procedures for disclosure. The Board of Directors shall evaluate related party transactions and potential conflicts of interest in accordance with the conflict-of-interest policy.

Section 4.2 – Council

4.2.1 Composition – The Council shall consist of the Board of Directors, the Chairs of the Local Sections, and the Chairs of the Professional Committees. The President of the Society shall serve as Chair of the Council.

4.2.2 Responsibilities – The Council shall serve in an advisory capacity to the Board of Directors and shall have such other functions and responsibilities as are assigned to it from time to time by the Board of Directors.

4.2.3 Meetings – The Council shall meet at least two (2) times annually. Additional meetings may be called by the President or by three (3) other members of the Council upon written notice to all members of the Council sent not less than twenty (20) days prior to the date of such meeting.

Section 4.3 – Committees

4.3.1 Powers and Duties. The Board shall have the power to create committees, each of which shall have such authority as the Board shall by resolution provide, except that no committee shall have authority as to the following matters:

(a) The submission to members of any action requiring members' approval under the New York Not-for-Profit Corporation Law.

(b) The filling of vacancies in the Board or any committee.

(c) The fixing of compensation of the directors for serving on the Board or on any committee.

(d) The amendment or repeal of the Bylaws, or the adoption of new Bylaws.

(e) The amendment or repeal of any resolution of the Board which, by its terms, shall not be so amendable or repealable.

(f) The election or removal of officers and directors.

(g) The approval of a merger or plan of dissolution.

(h) The adoption of a resolution recommending to the members action on the sale, lease, exchange or other disposition of all or substantially all the assets of the Corporation or, if there are no members entitled to vote, the authorization of such transaction.

(i) The approval of amendments to the certificate of incorporation.

4.3.2 Committees of the Board. Committees of the Board shall consist of three or more directors, as the business of the Corporation may require, and each such committee shall have the authority of the Board to the extent provided in a board resolution or in the certificate of incorporation or these Bylaws. The Board shall appoint the members of such Committees of the Board. The Chair of each Committee of the Board shall be selected by the Chair of the Board, unless otherwise chosen by the Board of Directors at the time of the appointment of the members. A majority of the members of each Committee of the Board shall constitute a quorum for the transaction of business, unless otherwise established pursuant to committee rules of procedure approved by the Board. Each Committee of the Board shall report to the full Board at the next Board meeting regarding any significant action which it takes or decisions that it makes.

4.3.3 Executive Committee. The Executive Committee shall be comprised of the President, President Elect, and Immediate Past President. The Board of Directors may, at its discretion, and by a vote of a majority of the entire Board, elect additional officers to the Executive Committee. The Executive Committee shall meet as needed to approve changes to Chief Executive Officer's salary and benefit package, Chief Executive Officer's tenure, and to carry out any other duties and actions identified by the Board of Directors.

4.3.4 Committees of the Corporation. Committees of the Corporation may be established by the Board, each of which shall consist of such persons, and shall have such authority, as is provided in the Board resolution establishing the Committee. Committees of the Corporation shall act in an advisory capacity or shall conduct events or activities of the Corporation, but shall not have authority to bind the Board. Members of Committees of the Corporation (who do not need to be directors) may be appointed by the Board Chair, or by any other means used to appoint officers of the Corporation.

Section 4.4 – Chief Executive Officer

4.4.1 Appointment – The administrative affairs of the Society shall be under the direction of a Chief Executive Officer selected by the Board of Directors. Between meetings of the Board of Directors, the Chief Executive Officer shall be under the oversight of the President, and shall report to the President at a frequency, and based upon circumstances, as shall be determined by the President or by mutual agreement of the President and the Chief Executive Officer.

4.4.2 Duties and Responsibilities – The Chief Executive Officer shall manage the daily affairs of the Society in accordance with policies established by the Board of Directors, the President, and these Bylaws. The Chief Executive Officer shall report to the President and shall provide assistance to other Society Officers and Committees as directed. Specific duties shall include, but not be limited to:

4.4.2(a) Administrative supervision of all Society staff employees.

4.4.2(b) Custody of all Society property and equipment.

4.4.2(c) Responsible for periodic review of Society financial affairs, in consultation with the VP of Budget and Finance, and shall make recommendations to the Board of Directors as necessary. The Chief Executive Officer shall oversee preparation of the annual budget, in consultation with the VP of Budget and Finance, for approval by the Board, and shall monitor performance against the annual budget as well as performance of the Society overall. The Chief Executive Officer further shall be responsible for recommendations to the Board on changes to dues and fees for all grades of membership in the Society and for coordination of non-operational fundraising activities of the Society.

Section 4.5 – Compensation and Indemnification

4.5.1 Compensation – No member of the Board or Council shall be compensated for service on the Board or Council.

4.5.2 Indemnification – The Society shall indemnify and hold harmless any person who is a Director or Officer of the Society from any claims and liabilities asserted against such persons and incurred in any such capacity or arising out of such status to the fullest extent legally permissible under the Not-for-Profit Corporation Law of the State of New York.

Section 4.6 – Insurance

The Board of Directors shall cause the Society to purchase and maintain sufficient insurance on behalf of any person who is or was a Director or Officer to cover claims and liabilities asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Society would be authorized by law to indemnify such person.

ARTICLE V
MEETINGS

Section 5.1 – Annual Membership Meeting

5.1.1 Date and Purposes – The Society shall hold an annual meeting of the general membership, which shall be presided over by the President. The meeting shall be held each year within or outside the State of New York. The meeting shall be held for the purposes of announcing results of the election of the Officers/Board of Directors, presenting an annual report by the Board of Directors as required by law, and the transaction of such other business as properly may come before the meeting. The annual report shall detail the Society's revenues, assets and liabilities, principal changes in assets and liabilities, the number of members, changes in that number and where the names and affiliations of members are available for review. The Board of Directors may, in its sole discretion, determine that meetings of members be held partially or solely by means of electronic communication, the electronic service and/or platform by which the meeting is held shall be the place of the meeting if a meeting is held solely by means of electronic communication. Any member's electronic participation in such meetings shall be subject to those guidelines and procedures as the Board adopts, provided the Board shall implement reasonable measures to: (1) verify that each person participating electronically is a member or a proxy of a member; (2) provide each member participating electronically with a reasonable opportunity to participate in the meeting, including an opportunity to propose, object to, and vote upon a specific action, if any, to be taken by the members, and to see, read or hear the proceedings of the meeting substantially concurrently with those proceedings; and (3) record and maintain a record of any votes or other actions taken by electronic communication at the meeting.

5.1.2 **Notice –** Members shall be notified as permitted by law of the Annual Membership Meeting, and such notice shall state the place, date and hour of the meeting. The notice shall be given (i) electronically (by email and MTS' social media accounts) not less than ten (10) nor more than fifty (50) calendar days before the date of the meeting, or (ii) by any other means that may be permitted by the New York Not-for-Profit Corporation Law.

5.1.3 **Quorum –** The presence, in person or by proxy, of not less than the members entitled to cast one hundred votes or one-tenth of the total number of votes entitled to be cast, whichever is lesser, shall constitute a quorum for the purpose of transaction of business.

Section 5.2 – Special Meetings

Special meetings of the members, except as otherwise provided by law, may be held within or outside the State of New York or electronically as per the provisions for electronic communication outlined in Section 5.1.1, and may be called by the Board of Directors or upon written demand of ten percent (10%) of the membership eligible to vote at such meeting. The written demand for any meeting so called by the members must include the date and place of the meeting to be held, the date of which shall be not less than sixty (60) nor more than ninety (90) days from the date of the demand. Such demand shall state the purpose(s) of the proposed meeting and no other business may be considered at such meeting. Notice of special meetings shall be given as required by law and shall state the place, date and hour of the meeting, the purpose(s) for which the meeting is called and by whom the meeting is called. The notice shall be given (i) electronically (by email and MTS' social media accounts) not less than ten (10) nor more than fifty (50) calendar days before the date of the meeting, or (ii) by any other means that may be permitted by the New York Not-for-Profit Corporation Law.

Section 5.3 – Professional and Regional Conferences

The Society may sponsor an annual professional conference dealing with technology and public policy developments of interest to the Society's membership and the general public. As an integral part of such conference, the Society may also sponsor an exposition designed to educate and inform the Society's membership and the public of advances in products and services available.

Upon the approval of the Board of Directors, Local Sections and Professional Committees of the Society may sponsor conferences dealing with issues of generally more limited geographic or professional interest than those addressed in an annual conference. Any rules and regulations developed in connection with the sponsorship and conduct of such conferences are subject to the approval by the Board of Directors.

ARTICLE VI
SECTIONS

Establishment

Section 6.1 – Local Sections

Upon petition of not less than fifteen (15) members in good standing, residing or having a place of business within a specified geographic area, the Board of Directors may authorize the establishment of a Local Section of the Society.

Section 6.2 – Student Sections

The Board of Directors may authorize Student Sections of the Society at specific community colleges, colleges, or universities of recognized standing, having programs of study in the marine sciences, technology or engineering. A petition for establishment of a Student Section must be signed by not less than ten (10) Student Members in good standing and shall be accompanied by the endorsement of at least one (1) Member of the Society who has agreed to serve as Councilor to the Student Section. The Councilor shall be a member of the Faculty or Staff of the institution concerned. Petitions shall be presented to the Board of Directors and shall be in a form specified by the Board.

ARTICLE VII

PROFESSIONAL COMMITTEES

Establishment

The Board of Directors may establish Professional Committees of the Society for the conduct of the Society's professional and technical affairs. At the time of constitution of a Professional Committee, and from time to time thereafter, the Board shall approve a statement of the Committee's objectives, scope of activities, and professional areas of specialization. Such statements of Professional Committees' purposes shall be reviewed for appropriateness by the Board not less frequently than every two (2) years. Chairs of Professional Committees shall be elected by the membership of the respective Professional Committees. The Board of Directors shall develop policies and procedures governing the creation, operation and dissolution of Professional Committees.

ARTICLE VIII
RULES AND REGULATIONS

Section 8.1 – Authority

Rules and Regulations, including Policies, Operating Manuals and Guides, may be issued pursuant to these Bylaws. All such documents shall be approved by the Board of Directors.

Section 8.2 – Precedence

Any Rules and Regulations issued pursuant to the authority of Section 8.1 shall be consistent with applicable law and these Bylaws.

ARTICLE IX
AMENDMENTS

These Bylaws may be amended, altered, or repealed by an affirmative vote of not less than two-thirds (⅔) of the Board of Directors voting at a duly noticed and constituted meeting of the Board; provided, however, that any such amendment, alteration, or repeal shall have been first proposed at a prior meeting of the Board of Directors and shall have been made available to the Membership at least thirty (30) days prior to the vote by the Board of Directors. At the time of the publishing, the membership shall be invited to comment on the proposed change. Any comments received shall be made available to the Board of Directors prior to voting on the proposed change. Amendments to these Bylaws may be proposed by a majority vote of the Board of Directors or by the petition signed by at least ten percent (10%) of the voting members of the Society.

Unless otherwise stipulated at the time of final voting by the Board of Directors, amendments shall become effective immediately upon approval by the required vote of the Board of Directors.