

Bylaws of The Coastal Society

Article I - Name

The name of this organization shall be "The Coastal Society."

Article II - Purposes

The Coastal Society was organized for the educational purposes of: promoting knowledge, understanding, and wise use of coastal environments; fostering interdisciplinary cooperation and communication among professionals, interest groups, and individuals concerning coastal environments; encouraging wise use of coastal resources consistent with the dynamic natural processes of coastal environments; providing public information on the importance of effective research and management programs; and articulating positions on proposed legislation and policies. The Coastal Society is an organization of private sector, academic, non-governmental and governmental professionals, students and institutions dedicated to actively addressing emerging coastal issues, fostering dialogue, forging partnerships, and promoting communication and education.

Article III - Definitions

For the purposes of these Bylaws, the terms "Society" and "Organization" are used synonymously and refer to The Coastal Society.

Article IV - Effect of These Bylaws

Nothing in these Bylaws shall be construed to supersede the provisions of the Articles of Incorporation (such Articles and any amendments thereof being hereinafter collectively referred to as the "Articles of Incorporation").

Article V - Membership

Section 1. Classes of Members -

- (a) The Society shall have nine classes of members. Each class may include foreign or United States members.
- (b) The nine membership classes are:
 - (1) Regular members. Regular membership is available to any individual interested in supporting the mission of TCS.
 - (2) New Professional members. New Professional membership is available to any individual interested in supporting the mission of TCS and who has been out of school for fewer than two years.
 - (3) Retired members. Retired membership is available to any individual interested in supporting the mission of TCS and who is over age 65 and retired.
 - (4) Corporate members. Corporate membership is available to any company, business, or organization interested in supporting the mission of TCS.
 - (5) Institutional members. Institutional membership is available to any institution or organization interested in supporting the mission of TCS.

- (6) Student members. Student membership is available to individuals enrolled in academic programs at the secondary, college, or graduate school level.
- (7) Library Member: Library membership is open to any library.
- (8) Honorary Member: Honorary Membership can be awarded by the Board to an outstanding individual who has made an extraordinary contribution to TCS and/or the field of Coastal and Ocean Management, Conservation, Education.
- (9) Other: to be added at the discretion of the Board of Directors.

Section 2. Membership -

- (a) Membership will commence upon payment of dues.
- (b) Membership may be terminated for non-payment of dues.
- (c) Regular, New Professional, Retired, Corporate, Institutional, and Student members shall have the right to vote.

Article VI - Dues

Section 1. Amount - Annual dues for membership shall be determined by resolution of the Board of Directors. The board shall have the power to adjust foreign dues to account for increased costs.

Section 2. Period of Dues - Payment of dues shall cover the calendar year in which they are paid.

Article VII - Offices

Section 1. Headquarters - The principal office of the Society shall be located at a site to be determined by the Board of Directors.

Section 2. Other Offices - The Society may also maintain offices at such other places as the Board of Directors may from time to time determine.

Article VIII - Annual Business Meeting

Section 1. Timing - The annual business meeting of the Society shall be held at a place determined by the Board of Directors.

Section 2. Notice of Meetings - Written notice of the annual Business Meeting, stating the time and place it is to be held, shall be distributed at least 30 days before the meeting.

Section 3. Quorum - Five percent of the membership shall be necessary and sufficient to constitute a quorum.

Section 4. Voting -

- (a) The affirmative vote of a majority of the voting membership present at the annual business meeting shall be necessary and sufficient to decide each question or matter.
- (b) Each member shall be entitled to one vote at the annual business meeting.

Article IX - Board of Directors

Section 1. Number and Election -

- (a) The Coastal Society shall be managed by a Board of Directors consisting of five elected Officers (an immediate Past-President, President, President-Elect, Secretary, and Treasurer) and eight elected Directors. The Executive Director is an ex-officio member of the Board of Directors, and other ex-officio members may be appointed from time to time. Officers are discussed in Article X, Directors in Article XI, the Executive Director in Article XII, and the members in Article XIII.
- (b) Elected Officers and Directors, and all ex-officio Board members except the Executive Director, must be members of the Society.

Section 2. Duties, Powers, and Committees -

- (a) The Board of Directors shall control and manage the Society's affairs, property, and interests, and may exercise all powers of the Society, except as herein or in the Articles of Incorporation expressly conferred upon or reserved to the members.
- (b) The President may create and appoint committees to assist the Board in the conduct of the Society's affairs, subject to approval by the Board of Directors.

Section 3. Annual and Regular Meetings: Notice -

- (a) The Board of Directors shall meet at least four (4) times each calendar year, one meeting of which shall be convened in conjunction with the Society's annual business meeting.
- (b) Notice of any regular meeting of the Board of Directors, or changes to the time and/or place thereof, shall be sent in advance to each Board member.

Section 4. Special Meetings: Notice -

- (a) Special meetings of the Board of Directors shall be held whenever called by the President or a designee, or by at least three members of the Board of Directors; time and place may be specified in the respective notices or waivers of notice thereof.
- (b) Except as otherwise required by statute, notice of such special meetings shall be sent directly to each Board member, addressed to the residence or usual place of business, at least three (3) days before the day on which the meeting is to be held.

Section 5. Chair - At Board of Directors' meetings, the President, or in his/her absence, the President-Elect shall preside. In the absence of the President and President-Elect, another Board member designated by the President shall preside.

Section 6. Quorum -

- (a) At Board of Directors' meetings, the presence of a majority of the total number of elected Board members (Officers and Directors) shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by the Articles of Incorporation or these Bylaws.
- (b) A majority of the Board members present at any regular or special meeting may adjourn the meeting until a quorum is present.

Section 7. Manner of Acting -

- (a) At all meetings of the Board of Directors, each elected member shall have one vote.

- (b) Action by a majority of the Board members at any meeting at which a quorum is present shall be the act of the Board of Directors.
- (c) Proxy votes may be accepted by the Chair if supported by written designation from the absent Board member to the proxy voting Board member, with specific reference to the issue(s) subject to a vote.

Section 8. Resignation - Any Board member, official or ex-officio, may resign at any time by giving written notice to the President. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the President.

Section 9. Removal - Any Board member, official or ex-officio, may be removed with cause at any time by the majority vote of the Board membership.

Section 10. Vacancies - Any vacancy in the Board of Directors occurring by reason of an increase in the number of Directors or by reason of the death, resignation, disqualification, removal, or inability to act of any Board member, or otherwise, shall be filled for the unexpired portion of any term by a Society member nominated by the President and approved by a majority vote of the remaining Board members present and voting at any regular meeting or special meeting of the Board of Directors called for that purpose. Consideration will be given to non-winning candidates for office in the most recent Society election.

Article X - Officers

Section 1. Number and Term of Office -

- (a) The Officers of the Society shall consist of a President, an immediate Past-President, a President-Elect, a Secretary, and a Treasurer. Elected Directors are discussed separately under Article XI.
- (b) Each Officer shall hold office for the duration of his/her term, or until his/her death, resignation, or removal.
- (c) Elected Officers shall assume their office, duties, and responsibilities on January 1 of the year following their election.

Section 2. Nominations and Elections -

- (a) The Election Nominations Committee shall consist of at least three members, including the current President, the President-Elect and the Past-President, who shall serve as Committee chair. Additional members, if any, shall be appointed in accordance with Article XIII.
- (b) The Election Nominations Committee shall consider diversity in the construction of an election slate
- (c) Election of Officers shall be held by ballot prior to December 1 each year.
- (d) The slate of officers shall be approved by the Board of Directors. The elections ballot shall be distributed to each member of the Society for approval. Each member is entitled to one vote for each opening. The candidate receiving the highest number of votes for each opening shall be elected to that position.

Section 3. Resignation - The general guidance offered in Article IX, Section 8 applies.

Section 4. Removal - The general guidance offered in Article IX, Section 9 applies.

Section 5. Vacancies -

- (a) A vacancy for President or President-Elect shall require immediate action by the remaining Board members. In the case of a vacancy for President-Elect, the President (or in the case of a vacancy for President, the President-Elect) shall convene a special meeting of Board members to fill the vacancy from among the remaining Board members.
- (b) A vacancy in any other office designated in Article X, Section 1, except that of President and President-Elect, shall be filled as provided by the general guidance in Article IX, Section 10.

Section 6. President -

- (a) The President shall be the Society's Chief Executive Officer and, subject to the Board's direction, shall have general charge of Society business.
- (b) The President's term shall be two years commencing January 1.
- (c) Any individual shall be limited to one elected term as President.

Section 7. Past-President -

- (a) The out-going President shall be the Past-President upon completion of his/her term as President, and shall be a voting member of the Board of Directors. In the event of death, resignation, or inability to serve, the next most recent Past-President willing to serve shall assume that office.
- (b) The Past-President's term shall be two years, commencing on January 1.

Section 8. President-Elect -

- (a) This Officer shall serve as an elected member of the Board, with full voting powers. During the President's absence or disability, the President-Elect shall exercise the President's functions and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President.
- (b) The President-Elect's term shall be two years commencing on January 1.
- (c) The President-Elect shall serve two years as President-Elect followed by two years as President and two years as Past President.
- (d) The President-Elect shall serve as Chair of the Special Projects Committee.

Section 9. Secretary -

- (a) The Secretary shall have the responsibility to:
 - (1) Record all the proceedings of business, general membership, and Board of Directors meetings;
 - (2) Cause all notices to be duly given in accordance with the provisions of these Bylaws;
 - (3) Work with the Treasurer (see Article X, Section 11) and Executive Director (see Article XII) to ensure all current books, reports, statements, and all other documents and records of the Society are properly kept and filed;
 - (4) On a regular basis, transmit historical information and files to the Executive Director for inclusion in the Society's archival files;
 - (5) Perform all duties incident to the Office of Secretary and such other duties as are dictated by these Bylaws, or as mutually agreed to by the President, Board of Directors, or Executive Director.
- (b) The Secretary's term shall be three years commencing on January 1.
- (c) The Secretary shall serve no more than two consecutive terms.
- (d) The Secretary shall serve as Chair of the Communications Committee.

Section 10. Treasurer -

- (a) The Treasurer shall have the responsibility to:
- (1) Oversee the funds, securities, receipts, deposits, and disbursements of the Society;
 - (2) Maintain records;
 - (3) Render to the President or the Board at each Board meeting or whenever requested, a statement of the Society's financial condition;
 - (4) Keep the Society's accounting books for all business and transactions over the past year;
 - (5) Serve as Chair of the Finance Committee to prepare an annual budget;
 - (6) Transmit historical information and files to the Executive Director for inclusion in the Society's archival files;
 - (7) Require from all Officers or agents of the Society reports or statements giving such information as he/she may desire with respect to any and all financial transactions of the Society;
 - (8) Perform all duties incident to the Office of Treasurer and such other duties as are given by these Bylaws or as from time-to-time may be assigned by the President, Board of Directors, or Executive Director.
- (b) The Treasurer's term shall be three years commencing on January 1.
- (c) The Treasurer shall serve no more than two consecutive terms.

Section 11. Sureties and Bonds - In case the Board of Directors shall so require, any Officer or agent of the Society shall execute to the Society a bond in such sum and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of his/her duties to the Society, including responsibility for negligence and for the accounting for all property, funds, or securities of the Society which may come into his/her hands.

Article XI - Directors

Section 1. Specifications -

- (a) There shall be eight (8) Directors on the Board of Directors, each elected for a three-year term according to the nomination, election, resignation, and removal procedures described for Officers in Article X.
- (b) Ex-officio members of the Board of Directors shall be recommended by the President and must be approved by a majority vote of the Board of Directors.
- (c) Vacancies shall be filled on a 3, 3, 2 cycle over each three-year period to ensure continuity on the Board of Directors.
- (d) Each Director shall hold office for the duration of his/her term, or until his/her death, ~~or~~ resignation or removal.

Section 2. Re-election - Directors shall be eligible for re-election subject to the limitation that they shall not serve more than two consecutive terms in same elected capacity for the Society.

Article XII - Executive Director

Section 1. Position - The Executive Director is the Chief Operating Officer of the Society. The nominee is recommended by the President and must be approved by a majority vote of the Board of Directors.

Section 2. Term - As an appointed rather than elected position, there is no set term of service. The Executive Director shall serve until he/she submits written notice of resignation (according to procedures in Article X, Section 3) or is removed (Article X, Section 4).

Section 3. Duties -

(a) The Executive Director shall:

- (1) Work closely with Officers, Directors, and Committees on all Society activities;
- (2) Maintain the Society's historic archives, including materials received at the end of each year from each Officer;
- (3) Maintain the principal Society office and receive and prosecute all inquiries;
- (4) Participate on the Board of Directors as a non-voting member;
- (5) Sit on the Finance Committee to prepare an annual budget.

Article XIII - Committees

Section 1. Standing Committees -

(a) The Society shall be served by the following standing committees, with basic roles as described:

- (1) Membership - to develop an organized effort to expand the Society's membership;
- (2) Education - to ensure that the Society's principal purpose is coordinated with all society activities, and to ensure that student awards are presented at the conference;
- (3) Special Projects - to pursue special opportunities such as partnerships and future conference locations;
- (4) Finance - to develop an annual operating plan;
- (5) Communications - to develop policies for disseminating information about the Society and its principal educational purpose. The Communications Committee shall have two subcommittees: Editorial Advisory Board and Web Site Advisory Board;
- (6) Development - to develop additional funding opportunities to enable the expansion of programs to carry out the purposes of the Society.
- (7) Chapters - to serve as a liaison between Board and chapters, provide support to and promote chapters, and manage creation of new chapters.
- (8) Executive -
 - (a) to support the President and provide general guidance to TCS, when appropriate, provide recommendations to the Board
 - (b) shall be made up of the President, President-Elect, Past President, Secretary, Treasurer, and Executive Director.

(b) Duration - Standing committees shall continue until terminated by an amendment to the Bylaws.

Section 2. Ad Hoc Committees - The President shall have the authority to appoint and dissolve ad hoc committees necessary to conduct the business of the Society, subject to approval by the Board of Directors.

Section 3. Committee Chairs and Membership -

- (a) Chairs are appointed by the President subject to approval by the Board of Directors unless otherwise specified in the Bylaws as part of the responsibility of office (see Article X - Officers);
- (b) Chairs who are not also members of the Board of Directors may be invited by the President to participate in Board activities, but may not vote on Board decisions;
- (c) Duties of Chairs -
 - (1) The Chair, in consultation with the President, shall appoint members to the committee;
 - (2) The Chair shall report to the Board on actions of the committee and changes in committee membership.

Article XIV - Chapters

Chapters - The Board of Directors by a majority vote may charter chapters of The Coastal Society.

Article XV - Publications

Section 1. Bulletin -

- (a) The Society publishes a quarterly Bulletin. Issues contain Society information and technical reports. Copies are sent to each member.
- (b) The Bulletin is coordinated by:
 - (1) an editor recommended by the President and approved by a majority of the Board of Directors;
 - (2) the Editorial Advisory Board, which is a sub-committee of the Communications Committee.

Section 2. Conference Proceedings - Proceedings shall be published biennially in conjunction with each Society biennial conference. Copies are sent to all members paid for the year of the conference.

Section 3. Special Publications - The Society releases occasional publications after special events, e.g., regional meetings or co-sponsored events. Copies are sent to all members.

Section 4. Official Society Journal - Coastal Management, a journal on international coastal issues edited by the University of Washington, is the Society's official technical/policy journal. The affiliation may entitle Society members to a subscription discount.

Section 5. Cooperation - The editor of Coastal Management shall be invited to sit on the Board of Directors as an ex-officio member.

Article XVI - Awards

Section 1. Categories -

The Society may confer any or all of the following awards to deserving individuals at its biennial conference:

- (a) Outstanding Service Award(s) to an individual for outstanding accomplishments related to the purposes of the Society.
- (b) President's Award to a Society member recognized for unusual service to the Society.

(c) Distinguished Service Award to a Society member for dedication to the Society.

(d) Best Student Paper/Presentation/Poster Award(s) for the best contribution in those respective categories presented at the Society's biennial conference.

(f) Robert W. Knecht Award for Professional Promise: Presented at TCS conferences to a rising professional in the field of coastal and ocean management who, in his or her early career, best emulates the vigor, dedication, vision and generosity of Robert W. Knecht.

Section 2. Selection - Award recipients shall be discussed and approved by the Board, except for:

(a) President's Awards - to be determined by the President;

(b) Best Student Paper/Presentation/Poster Awards - to be determined as directed by the chair of the Education Committee.

Article XVII - Execution of Instruments

All checks, drafts, bills of exchange, acceptances, bonds, endorsements, notes, or other obligations, or evidences of indebtedness of the Society, and all deeds, mortgages, indentures, bills of sale, conveyances, endorsements, assignments, transfers, stock powers, or other instruments of transfer, contracts, agreements, dividend or other orders, powers of attorney, proxies, waivers, consents, returns, reports, certificates, demands, notices of documents, and other instruments or rights of any nature, may be signed, executed, verified, acknowledged, and delivered by such persons (whether or not officers, agents, or employees of the Society) and in such manner as from time-to-time may be determined by the Board of Directors.

Article XVIII - Fiscal Year

The fiscal year of the Society shall be the calendar year.

Article XIX - Amendments

Section 1. Amendments to Bylaws - An amendment to these Bylaws may be proposed and submitted to the Board of Directors in writing by a member of the Board or by petition signed by 20 members of the Society. After general discussion at a Board meeting, the proposed amendment shall be distributed to each member of the Society 30 calendar days in advance of the Society's regularly scheduled annual business meeting. The amendment shall be effective upon approval by a simple majority vote of the members at such meeting where a quorum exists. If a quorum cannot be found at the annual business meeting, the vote shall remain open until 5% of the membership has approved the amendments.

Section 2. Amendments to Corporate Charter - The corporate charter may be amended in the manner set out in the laws and regulations of the State or District in which this corporation is incorporated.

Article XX - Indemnity

Section 1. General Indemnification - Any person made a party to any action, suit, or proceeding, by reason of the fact that he or she, their testator, or intestate representative is or was a Director, Officer, or employee of the Society, or of any organization in which the Director, Officer, or employee served as such at the request of the Society, shall be indemnified by the Society against reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with the defense of such action, suit, or proceedings, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding, or in connection with any appeal therein that such Officer, Director, or employee has engaged in conduct which: (I) violates criminal law; (ii) is engendered by malice or ill will; or, (iii) which constitutes unlawful discrimination or sexual harassment. Assuming that a Director, Officer, or employee of the Society has acted reasonably and within the scope of his/her delegated authority, the Society will fully defend the Director, Officer, or employee and hold him/her harmless from any liability. However, the Society is not responsible for, nor will it pay any damages for, any punitive damages assessed against such Director, Officer, or employee. Nevertheless, the Society will defend at its cost and expense those Director(s), Officer(s), or employee(s) against whom punitive damages are sought.

Section 2. Caveat to Indemnification - The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any Officer or Director or employee may be entitled apart from the provisions of this section.

Section 3. Limits to Indemnification - The amount of indemnity to which any Officer or any Director may be entitled shall be fixed by the Board of Directors, except that in the case where there is no disinterested majority of the Board available, the amount shall be fixed by arbitration pursuant to the then- existing rules of the American Arbitration Association.

Article XXI - Procedure

Procedures and other items, not specified in these Bylaws or by action of the meeting, shall be in accordance with the Pocket Manual of Rules of Order by Henry M. Robert.

Article XXII - General Prohibitions

(Notwithstanding any provision of the Articles of Incorporation or Bylaws which might be susceptible to a contrary construction.)

Section 1. Intent -

- (a) The Society shall be operated for the educational purposes set forth in Article II.
- (b) The Society shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Section 2. Earnings -

- (a) No part of the net earnings of the Society shall or may under any circumstances inure to the benefit of any private shareholder or individual.

- (b) The Society shall operate as a non-profit in conformity with Section 501(c)(3) in the U.S. Tax Code.
- (c) The Society shall not:
 - (1) Lend any part of its income or corpus without the receipt of adequate security and reasonable rate of interest to;
 - (2) Pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered, to;
 - (3) Make any part of its services available on a preferential basis to;
 - (4) Make any purchase of securities or any other property, for more than adequate consideration in money or money's worth from;
 - (5) Sell any securities or other property for less than adequate consideration in money or money's worth to;
 - (6) Engage in any other transactions which result in substantial diversions of its income or corpus to any Officer, member of the Board of Directors or substantial contributor to the Society.

The prohibitions contained in Article XXII, Section 2 (c) do not mean to imply that the Society may take such loans, payments, sales, or purchases to anyone else, unless such authority be given or implied by other provisions of the Articles of Incorporation or Bylaws.

Article XXIII - Distribution on Dissolution

Upon dissolution of the Society, the Board of Directors shall distribute the assets and accrued income to one or more organizations in accordance with the laws and regulations of the state or district in which it is incorporated as determined by the Board, but which organization or organizations shall meet the limitations prescribed in Article XXII, Section (1)(a) and (2) inclusive.

Original Bylaws adopted by the Steering Committee at its fourth meeting in Washington, D.C. on May 13, 1975.

The Adoption of the Bylaws by the Steering Committee was originally ratified by the Board of Directors and the Bylaws were formally adopted on behalf of the Society by the Board at its first meeting, in Washington, D.C., on May 13, 1975.

A minor amendment to the Bylaws was initiated by the Board of Directors in 1986, approved by unanimous vote of the membership in 1987, and adopted by the Board of Directors at a regular meeting in November, 1987.

A second amendment was initiated by the Board in 1990, placed before the membership for vote in May, 1991, and approved in May, 1991.

A third amendment was initiated by the Board of Directors in April, 1993, approved by unanimous vote of the membership in May, 1993, and adopted by the Board of Directors at a regular meeting in July, 1993.

Two technical amendments to align sections of the Bylaws were initiated by the Board of Directors in September, 1996, approved by the membership in December, 1996, and adopted by the board of Directors at the next Board meeting in March, 1997.

A fifth amendment was initiated by the Board of Directors in June, 2001, placed before the membership for vote in July, 2001, and approved in June, 2002.

A sixth amendment was initiated by the Board of Directors in June, 2009, placed before the membership for vote in June, 2009, and approved in October, 2009.