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AMERICAN ACADEMY OF UNDERWATER OF SCIENCES
BYLAWS

ARTICLE I. NAME

The name of this corporation shall be the
AMERICAN ACADEMY OF UNDERWATER SCIENCES.

ARTICLE II. PURPOSES AND GOALS

Section 1. In fulfillment of the purposes set forth in the Articles of Incorporation, the American Academy of Underwater Sciences shall

- (a) develop, review and revise standards for safe scientific diving certification and the safe operation of scientific diving programs;
- (b) collect, review and distribute statistics relating to scientific diving activities and scientific diving incidents;
- (c) conduct symposia and workshops to educate the membership and others in safe scientific diving programs and practices;
- (d) represent the scientific diving interests of the membership before other organizations and government agencies; and,
- (e) fund research, education and development of safe scientific diving programs and practices.

ARTICLE III. MEMBERSHIP

Section 1. Membership Categories.

(a) Organizational Member. Any public or private research or educational organization or institution may become an Organizational Member of the American Academy of Underwater Sciences upon payment of dues and fees established by the Board of Directors, and submission of an executed agreement to comply with the purposes, goals and scientific diving standards of the Academy, if a majority of the Board of Directors finds that the organization or institution applying for Organizational Membership

- (i) has adopted a diving safety program and Manual for Diving Safety that meets or exceeds the Scientific Diving Standards of the American Academy of Underwater Sciences;
- (ii) agrees to submit for prior approval by the Diving Standards Committee of the American Academy of Underwater Sciences, all proposed changes or modifications to that diving safety program or that Manual for Diving Safety;
- (iii) agrees to adopt promptly and adhere to the diving standards and procedures established from time to time by the American Academy of Underwater Sciences;
- (iv) agrees to report promptly diving activities, incidents and accidents on forms provided by the American Academy of Underwater Sciences at intervals specified by the Academy; and

(v) agrees to accommodate on-site visitations from time to time by authorized representatives of the American Academy of Underwater Sciences, evaluating modes of diving, diving equipment, maintenance and general operating procedures, and other scientific diving policies, standards, programs and practices.

(vi) agrees to submit a listing of their Diving Safety Officer(s) and Diving Control Board Members on forms provided by the American Academy of Underwater Sciences.

(b) Individual Member

(i) Full Voting Member. Any natural person proposed and sponsored by a Full Member of the American Academy of Underwater Sciences or an Organizational Member Representative may become a Full Voting Member of the Academy upon payment of dues and fees established by the Board of Directors, and documentation of diving experience, if a majority of the Membership Committee finds that the person proposed for Full Voting Membership

(a) holds a diving certification from a recognized national certifying agency or equivalent, and

(b) has engaged in sustained or successive scientific diving activities during the past two years, or

(c) has completed a course in scientific diving that meets the requirements as specified by the most current edition of the AAUS Standards for Scientific Diving.

(ii) Full Non-voting Member. Any natural person who is a Diving Control Board Member of an Organizational Member shall become a Full Non-voting Member of the Academy upon payment of the **OM's dues and fees established by the Board of Directors**, and documentation of diving experience, if a majority of the Membership Committee finds that the person proposed for Full Non-voting Membership

(a) holds a diving certification from a recognized national certifying agency or equivalent, and

(b) has engaged in sustained or successive scientific diving activities during the past two years (initial application).

(iii) Associate Member. Any natural person who is proposed and sponsored by a Full Member of the American Academy of Underwater Sciences may become an Associate Member of the Academy upon payment of dues and fees established by the Board of Directors, if a majority of the Membership Committee finds that the person proposed for

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associate membership has demonstrated an abiding interest in scientific diving.

(a) Student Member. A student who is currently enrolled in an educational institution may be accepted as a Student Member upon satisfaction of the requirements for Associate Membership.

(b) Honorary Member. The Board of Directors may elect to Honorary Membership, for a term to be determined by the Board, any person who has contributed significantly to the purposes and goals of the American Academy of Underwater Sciences.

(c) Exchange Member. The Board of Directors may elect to Exchange Membership any organization or institution whose purposes, goals and standards are similar to and compatible with the American Academy of Underwater Sciences, upon terms and conditions established by the Board, and for a duration established by the Board.

(iv) Life Member. A Full Voting Member or Associate Member who has paid premium dues established by the Board of Directors shall be awarded a Life Membership.

(c) Corporate Member. Any corporation proposed by a Full Member of the American Academy of Underwater Sciences may become a Corporate Member of the Academy upon payment of dues established by the Board of Directors, if a majority of the Membership Committee finds that the corporation proposed for corporate membership has demonstrated an abiding interest in scientific diving.

Section 2. Membership Powers and Privileges.

(a) Organizational Member.

(i) Each Organizational Member is entitled to propose two natural persons as its Organizational Member Representatives in the American Academy of Underwater Sciences. Once qualified by the Membership Committee pursuant to the standards set forth at Section 1 (b) above, these individuals shall enjoy all of the powers and privileges accorded to their designated individual membership category.

(ii) All other Diving Control Board members shall receive individual membership in the American Academy of Underwater Sciences. Once qualified by the Membership Committee pursuant to the standards set forth at Sections 1 (b) above these individuals shall enjoy all of the powers and privileges accorded to their designated individual membership category with the exception of voting

(b) Full Voting Member. A Full Voting Member shall enjoy all powers and privileges conferred by these Bylaws and by law, including full participatory, voting and office holding privileges.

(c) Full Non-Voting Member. A Full Non-Voting Member shall enjoy all powers and privileges conferred by these Bylaws and by law, including full participatory and office holding privileges.

(d) Associate Members. Associate Members and Student Members may participate in meetings, committees, symposia and other activities of the American Academy of Underwater Sciences, but shall not enjoy any voting privileges and shall not qualify as a candidate for officer, director or chairperson of any Standing Committee.

(e) Life Member. A Life Member shall enjoy the powers and privileges appropriate to his or her qualifications as either a Full Voting Member or an Associate Member.

(f) Honorary and Exchange Members. Honorary and Exchange Members shall enjoy the powers and privileges conferred by the Board of Directors from time to time, but shall not enjoy any voting privileges and shall not qualify as a candidate for officer, director or chairperson of any Standing Committee.

(g) Corporate Member. A Corporate Member shall be recognized in the newsletter of the American Academy of Underwater Sciences, may purchase at a discount advertising privileges in appropriate Academy publications as permitted by the Board, and may rent at a discount space to set up and staff an information booth at appropriate Academy functions as permitted by the Board. Corporate Members shall not enjoy any other participatory, voting or office-holding privileges of the Academy.

Section 3. Membership Duration and Termination.

(a) Duration. With the exception of Lifetime Members, membership shall be awarded for no more than one year, expiring on December 31 of each year. No member shall enjoy any of the powers or privileges of membership unless and until all dues, fees and other charges owing to the American Academy of Underwater Sciences have been paid in full.

(b) Renewal. Membership shall be renewed and reviewed annually at the membership category as determined by the Membership Committee. Full Member renewal classification will be dependent upon the current guidelines as specified in the most current version of the AAUS Standards and Procedures. No renewing member shall enjoy any of the powers or privileges of membership unless and until all dues, fees and other charges owed to the American Academy of Underwater Sciences have been paid in full.

(c) Termination. Any member may resign in writing at any time. A majority of the Board of Directors may terminate a member at any time if the member

(i) for any reason fails to continue to meet the qualifications for membership set forth at Section 1 above; or,

(ii) commits an offense that constitutes a material violation of the purposes, goals, or standards of the American Academy of Underwater Sciences; or,

(iii) causes significant damage to the reputation of the American Academy of Underwater Sciences.

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(iv) No member terminated by action of the Board of Directors may qualify for future membership unless and until reinstated by the Board of Directors.

(d) Reinstatement. The Board of Directors may in its discretion reinstate a previously terminated member on terms and conditions that

(i) ensure proper qualifications for membership as set forth at Section 1 above,

(ii) make reparations for any damages caused to the American Academy of Underwater Sciences by the commission of any offense, and

(iii) safeguard the purposes, goals, standards and reputation of the American Academy of Underwater Sciences.

Section 4. Membership Meetings.

(a) Annual Meeting. The regular annual meeting of the general membership of the American Academy of Underwater Sciences may be convened in conjunction with an annual symposium on an appropriate date and at an appropriate location. The Board of Directors shall determine the exact date and location of the meeting.

(b) Special Meetings. Special meetings of the membership may be called by a majority of the Board of Directors or by a petition signed by a minimum of five percent (5%) of the eligible voting membership.

(c) Notice of Meetings.

(i) Written notice of the date, time and location of a membership meeting shall be sent to each member at the last known address not less than ten (10) days and not more than ninety (90) days in advance of the meeting. The notice shall also contain a statement of the general purposes of the meeting

(ii) If the meeting is a special meeting of the membership, the notice shall contain a description of each and every proposition and motion that will be presented for action by the membership at that meeting.

(iii) The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where the member attends a meeting for the sole expressed purpose of objecting to the transaction of business because the meeting is not lawfully convened

(d) Quorum and Voting.

(i) One third of the eligible voting members of the American Academy of Underwater Sciences, present in person or by proxy at the meeting, shall constitute a quorum for the transaction of business at any membership meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn or recess the meeting from time to time without further notice.

(ii) Each eligible Full Voting Member present and in attendance at the meeting shall be entitled to one vote on each matter properly submitted to a vote at the meeting. A vote by a majority of eligible voting members present constitutes approval by the membership, unless a greater proportion or other vote is required by law, the Articles of Incorporation or these Bylaws.

(e) Meeting Procedures. The President of the American Academy of Underwater Sciences shall preside at all **membership meetings**. The latest edition of Robert's Rules of Order shall govern all matters and proceedings unless a different procedure is required by law, the Articles of Incorporation or these Bylaws. The President may appoint a parliamentarian whose decision shall be final in all matters of meeting procedures.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Composition, Appointment and Election.

(a) The control of property and conduct of business of the American Academy of Underwater Sciences shall be vested in a Board of Directors which shall consist of four (4) executive officers (President, President-Elect, Secretary and Treasurer), three (3) Directors-at-Large, and four (4) Appointed Directors.

(b) The three Directors-at-Large shall be elected to office by a majority of those qualified Full Voting Members of the American Academy of Underwater Science voting in a regularly convened election of those directors.

(c) The Appointed Directors shall be appointed by the President with approval of the existing Board.

Section 2. Qualifications of Directors

Directors of the Academy shall be full members in good standing.

Section 3. General Powers and Duties.

(i) The Board of Directors shall represent the best interests of the constituent membership of the American Academy of Underwater Sciences by establishing and maintaining policies and standards consistent with the goals and purposes of the corporation, the Articles of Incorporation, these Bylaws, and applicable law. The Board of Directors shall supervise and govern the administration of finances in accordance with an adopted budget, the promulgation and enforcement of standards, the scheduling and administration of all Academy meetings and symposia, the publication of Proceedings and other documents, and all other management activities of the Officers and employees of the corporation.

(ii) Establish and assign the duties of such other committees as provided in these Bylaws and as necessary to study and report matters of interest to the Board of Directors;

Section 4. Term, Removal and Filling Vacancies.

(a) The term of office for all Directors shall begin on the first day of January

(i) Directors-at-Large shall serve for three years.

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(ii) Appointed Directors shall serve for one year or until a successor is appointed and qualified.

(b) Removal and Vacancies. The President shall declare a Board of Director seat vacant when the elected or appointed director

(i) Resigns in writing;

(ii) For any reason fails to continue to meet the qualifications for the position of director, as set forth in these Bylaws;

(iii) Misses three consecutive meetings and is not excused by the Board of Directors;

(iv) Commits an offense that constitutes a material violation of the purposes, goals, or standards of the American Academy of Underwater Sciences, as determined by the Board of Directors; or,

(v) Causes significant damage to the reputation of the American Academy of Underwater Sciences, as determined by the Board of Directors.

(c) Filling Vacancies. The President shall promptly appoint a qualified person to fill a vacancy on the Board. The appointment is subject to the consent and approval of the Board of Directors at its next meeting. The newly appointed Board member shall serve for the remaining term of that directorship.

Section 5. Meetings of the Board of Directors.

(a) Regular Meetings. The Board of Directors shall meet at least two times each year. An annual meeting of the Board shall be held in conjunction with the annual meeting of the membership and the annual symposium of the American Academy of Underwater Sciences. The Board may determine the times and places of other Board meetings.

(b) Special Meetings. Special meetings of the Board of Directors may be called by any executive officer or any two directors when determined that such a meeting is necessary for the transaction of business.

(c) Notice of Meetings. Written notice of the date, time and location of a meeting of the Board of Directors shall be delivered personally, or by facsimile telephone, or by electronic mail, or by postal delivery prepaid, to each director not less than three (3) days and not more than one hundred twenty (120) days in advance of the meeting. The notice shall also contain a statement of the general purposes of the meeting and a list of all old business and pending business that may become propositions or motions requiring voting action at the meeting. If the meeting is a special meeting of the Board, the notice shall contain a description of each and every proposition and motion that will be presented for action by the Board of Directors at that meeting.

(d) Quorum and Voting.

(i) A majority of the full Board of Directors, present in person or telephonically at the meeting, shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not present at any meeting, a majority of the directors present may

adjourn or recess the meeting from time to time without further notice.

(ii) Each director present and in attendance at the meeting shall be entitled to one vote on each matter properly submitted to a vote at the meeting. A vote by a majority of directors present constitutes approval by the Board of Directors, unless a greater proportion or other vote is required by law, the Articles of Incorporation or these Bylaws.

(iii) If the President determines in his or her discretion that the board should decide a matter of business before the next regular meeting of the board, the President may convene an electronic vote by notifying each board member that a ballot has been posted for electronic voting on the AAUS Internet voting site. The matter shall remain posted for voting for at least (15) days from the date of posting

(e) Meeting Procedures.

(i) The President shall preside at all meetings of the Board of Directors. In his or her absence, the chair shall be filled in the following order of priority of directors who may be in attendance at the meeting: the President-Elect, then the chairperson of the Diving Standards Committee, and then any other director designated by those directors present and constituting a quorum at the meeting.

(ii) The latest edition of Robert's Rules of Order shall govern all matters and proceedings unless a different procedure is required by law, the Articles of Incorporation or these Bylaws. The President may appoint a parliamentarian whose decision shall be final in all matters of meeting procedures.

(f) Open Meetings. All meetings of the Board of Directors shall be open to the membership, provided however the President may close a portion of a meeting to executive session for purposes of business pertaining to personnel matter, litigation, threatened litigation, or sensitive financial matters.

(g) Waiver and Consent to Informal Board Actions.

(i) The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the sole expressed purpose of objecting to the transaction of business because the meeting is not lawfully convened.

(ii) Any action required by law or these Bylaws to be taken at a meeting of the directors, or any action that may be taken at a meeting of directors, may be taken without a meeting or at a flawed or defective meeting if a consent in writing, setting forth the action taken, is signed with approval by all directors. The consent shall be filed with the minutes of the proceedings of the Board.

Section 5. Advisory Board.

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All past Presidents of the American Academy of Underwater Sciences who continue to qualify and hold membership in the Academy shall constitute the Advisory Board of the American Academy of Underwater Sciences. Members of the Advisory Board may sit with the current Board of Directors in an advisory capacity at any meeting of the Board, and may participate in all discussions of the business before the current Board.

ARTICLE V. EXECUTIVE OFFICERS

Section 1. Election and Appointment of Executive Officers.

(a) President. The business affairs of the American Academy of Underwater Sciences shall be conducted by a President, a President-Elect, a Secretary, a Treasurer, and such other officers and assistants as the Board of Directors may authorize from time to time.

(b) President-Elect. The President-Elect shall be elected to office by a majority of those qualified members voting in a regularly convened election held by the American Academy of Underwater Science. The President-Elect shall automatically succeed to the office of President at the end of his or her term as President-Elect.

(c) Secretary. The Secretary shall be elected to office by a majority of those qualified members voting in a regularly convened election held by the American Academy of Underwater Science.

(d) Treasurer. The President, subject to the approval of the Board of Directors shall appoint the Treasurer.

Section 2. Qualifications of Officers

Officers of the Academy shall be voting members in good standing.

Section 3. General Powers and Duties.

(a) President. The President is the principal executive officer of the corporation. He or she shall

(i) Administer, manage and control all of the business affairs of the corporation consistent with the policies and standards established by the Board of Directors, the goals and purposes of the corporation, the Articles of Incorporation, these Bylaws and applicable law;

(ii) Implement and administer the budget and manage the financial affairs of the corporation;

(iii) Represent the official position and best interests of the Academy in all matters pertaining to its goals, purposes, standards, policies and practices;

(iv) Organize, convene and preside at all meetings of the Board of Directors and of the membership;

(v) Appoint a Treasurer and four Appointed Directors positions who shall also serve as Directors, and such other committees as provided in these Bylaws and as necessary to study and report matters of interest to the Board of Directors;

(vi) Appoint two or more Directors to each Standing Committee. One of the Directors shall serve as committee chair..

(vii) Perform all duties incident to the office of corporate President, and other executive and administrative duties as maybe assigned from time to time by the Board of Directors.

(b) President-Elect. The President-Elect is the deputy executive officer and successor to the President. The President-Elect shall

(i) Assist the President in the discharge of his or her duties;

(ii) Succeed to and perform those functions and duties of the presidency that the President is incapable of or unwilling to execute;

(iii) Prepare, with the Treasurer, the annual budget proposal for presentation to the Board of Directors;

(iv) Perform all duties incident to the office of corporate President-Elect, and other executive and administrative duties as maybe assigned from time to time by the President or the Board of Directors.

(v) Oversee annual symposium preparations

(vi) Prepare the annual report from reports supplied by officers and directors

(c) Secretary. The Secretary is the principal recorder of corporate events and custodian of corporate records. The Secretary shall

(i) Record and maintain custody of all minutes of meetings of the membership and of the board of directors;

(ii) Promulgate all notices required by these Bylaws and by law;

(iii) Certify and otherwise authenticate actions of the corporation as requested and required from time to time;

(iv) Maintain custody of the corporate records and the corporate seal;

(v) Maintain a current register of the names and contact information of each member;

(vi) Complete and file in a timely manner all corporate reports required by law;

(vii) Perform those functions and duties of the Treasurer that the Treasurer is incapable of or unwilling to execute; and

(viii) Perform all duties incident to the office of corporate Secretary, and other recording, corresponding and archiving duties as maybe assigned from time to time by the President or the Board of Directors.

(d) Treasurer. The Treasurer is the principal financial officer of the corporation. The Treasurer shall

(i) Maintain charge and control of all monies, deposits, funds and securities of the corporation;

(ii) Maintain current, reconciled accounts, books and records pertaining to the finances and accounting of the corporation;

(iii) Deposit all monies of the corporation promptly and only in the banks or other depositories selected by the Finance Committee and the Board of Directors;

(iv) Prepare and present financial reports as requested by the President, the Finance Committee or the Board of Directors;

(v) Prepare and present an accurate and complete year-end accounting and financial report to the Audit Committee within 90 days after the close of the fiscal year;

(vi) Prepare and file all tax reports and returns in a timely manner,

(vii) Prepare an annual budget proposal in cooperation with the President-Elect for presentation to the Board of Directors; and

(viii) Perform all duties incident to the office of corporate Treasurer, and other financial and accounting duties as maybe assigned from time to time by the President or the Board of Directors.

Section 4. Term, Removal and Filling Vacancies.

(a) Term. The term of office for all Officers shall begin on the first day of January and shall continue for three years and until a successor is elected or appointed and qualified.

(b) Vacancy and Removal. The President shall declare an executive office vacant when the elected or appointed officer

(i) Resigns in writing;

(ii) For any reason fails to continue to meet the qualifications for the position of officer, as set forth in these Bylaws;

(iii) Materially neglects the duties of his or her office, as determined by the Board of Directors;

(iv) Commits an offense that constitutes a material violation of the purposes, goals, or standards of the American Academy of Underwater Sciences, as determined by the Board of Directors; or,

(v) Causes significant damage to the reputation of the American Academy of Underwater Sciences, as determined by the Board of Directors.

(c) Filling Vacancies. The President shall promptly appoint a qualified person to fill the vacant office. The appointment is subject to the consent and approval of the Board of Directors at its next meeting. The newly appointed officer shall serve for the unexpired term of that office

(d) Presidential Vacancy. If the President resigns or is removed from office prior to the expiration of his or her

term, the President-Elect shall immediately succeed to the presidency, and shall serve both the remaining term of the vacant presidency and the subsequent full term of his or her own succeeding presidency. The President-Elect shall appoint a vice president to serve the functions of, and complete the unexpired term of his or her vacated position of President-Elect.

ARTICLE VI. ELECTIONS

Section 1. Nominating Committee.

(a) Composition. During January of each election year, the outgoing President shall be the chairperson of the Nominating Committee. If the outgoing President cannot or will not fulfill these duties, the President shall appoint a chairperson of the Nominating Committee, subject to the approval of the Board of Directors. The chairperson of the Nominating Committee shall appoint at least two additional members to that committee. All members of the Nominating Committee shall be qualified Full Members in good standing. No member of the Nominating Committee may become a candidate for any elected position during the election year in which he or she served for any time on that Nominating Committee.

(b) Duties. The Nominating Committee shall

(i) To select and solicit from the membership a slate of no less than two of the most qualified and willing candidates for each position on the Board of Directors; which slate is subject to the approval of the Board.

(ii) To solicit and approve petitions of candidacy from the Membership.

- A call for petitions for candidacy to the Board of Directors shall be issued to the Membership. Any interested member may petition to run for the Board if s/he has ten (10) valid member signatures and meets the qualifications for the office.

(iii) Nominate a slate of no less than two of the most qualified and willing candidates for each position of elected officer and director

(iv) Submit to the Board of Directors for its approval a slate of all nominees, together with a biographical sketch of each candidate, on or before March 31 of the election year;

(v) By May 1st, prepare and notify all qualified Full Voting Members in good standing of the ballot posting on the AAUS website. This ballot includes all nominated candidates approved by the Board of Directors, leaving sufficient space for write-in votes for each elected position;

(vi) Administer the election by safeguarding the integrity of all returned ballots, counting all votes, and tabulating all ballot results immediately after the close of the election on June 30 of the election year.

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Section 2. Ballots and Voting Procedures.

(a) Format and Content. The ballot shall include the names and biographical sketches of all candidates nominated by the Nominating Committee and the Board of Directors, and all petitioning candidates. The ballot shall include sufficient space for a write-in candidacy for each elected position.

(b) Canvass. On or before May 1 of the election year, an appropriate ballot shall be sent to the last known address of each qualifying Full Voting Member in good standing.

(c) Voting Deadline. The election shall close on June 30 of the election year. All qualifying ballots must be received at the location designated by the Nominating Committee, postmarked by June 30 of the election year.

(d) Election. For the positions of President-Elect, Secretary, and Director-at-Large the candidate receiving the highest number of votes is elected. A tie vote shall be resolved by a majority vote of the Board of Directors. The results of the election will be announced on the AAUS web site no later than August 1st.

ARTICLE VII. COMMITTEES

Section 1. Types of Committees.

(a) Standing Committees. The Standing Committees of the American Academy of Underwater Sciences shall be the Diving Standards Committee, the Diving Statistics Committee, the Membership Committee, the Finance Committee, and the Scholarship Committee.

(i) In January of their inaugural year, the new President shall appoint two or more Directors to each committee, subject to the approval of the Board of Directors. One of the directors shall serve as committee chair.

(ii) Each standing committee chairperson shall assume this position, on January 1 of the inauguration-year, and shall serve in each position for a period of three years and until his or her successor is appointed and approved.

(iii) Each chairperson may appoint as many members to his or her committee as necessary to fulfill the general powers and duties of the committee.

(b) Advisory Committees. The Advisory Committees of the American Academy of Underwater Sciences shall be the Workshop Committee, and the Symposium Committee. Advisory committee chairpersons are not members of the board of directors.

(c) Ad Hoc Committees. The President may appoint from time to time ad hoc committees for any inquiry or project within the lawful scope of the Articles, purposes and goals, and Bylaws of the American Academy of Underwater Sciences. All ad hoc committees are temporary, and shall cease to exist either when their charge is completed, or when dismissed by the President, or on the January 1 inauguration of a new President, whichever occurs first.

(a) The Diving Standards Committee (Standing). The Diving Standards Committee shall advise the Board of Directors and the President in the development, review and revision of standards and procedures for safe scientific diving certifications, and for safe scientific diving programs. The Diving Standards Committee shall

(i) Maintain a Manual of Standards for Scientific Diving Certification and Operation of Scientific Diving Programs to respond to the needs of the membership and the scientific diving community in general;

(ii) Periodically review the standards and procedures for scientific diving, solicit recommendations from organizational member, and recommend to the Board of Directors revisions, changes, deletions or updates;

(iii) Recommend to the Board of Directors and the appropriate standing committees subject matter for symposia and workshops to educate the membership and others in matters pertaining to the standards and procedures for scientific diving;

(iv) Recommend to the Board of Directors subject matter for the research and development of standards and procedures for safe scientific diving;

(v) Review the proposed diving safety manual of applicants for Organizational Membership, and make appropriate recommendations to the Membership Committee;

(vi) Review the particular changes and modifications proposed by any Organizational Member for its own diving safety program or Manual for Diving Safety, and make appropriate recommendations to the Board of Directors;

(vii) Participate in on-site visitations or other forms of inspections of the scientific diving policies, standards, procedures, programs and practices of an Organizational Member, as directed by the Board of Directors;

(viii) Distribute to the membership the revisions, changes, deletions or updates of standards and practices for scientific diving that have been approved by the Board of Directors;

(ix) Respond to the inquiries of individuals and organizations, both members and non-members, regarding policies, standards, procedures, programs and practices for safe scientific diving and emergency related matters;

(x) Represent the safe scientific diving goals and purposes of the American Academy of Underwater Science, as directed by the Board of Directors, before other organizations and government agencies with corresponding or parallel interests in the development and administration of safe diving standards;

Section 2. General Powers and Duties of Committees.

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(xi) Submit to the Treasurer when requested an annual budget and cost accounting of the work of the Diving Standards Committee; and

(xii) Perform other functions pertaining to scientific diving standards that the President or the Board of Directors may request from time to time.

(b) The Diving Statistics Committee (Standing). The Diving Statistics Committee shall advise the Board of Directors and the President in all matters pertaining to the functional application and practical effectiveness of the standards, purposes and goals of the American Academy of Underwater Sciences. The Diving Statistics Committee shall

(i) Collect, analyze and review scientific diving incident reports of occurrences and accidents related to scientific diving, and report such information to the Board of Directors;

(ii) Inform and advise the Diving Standards Committee concerning the functional application and practical effect of existing and proposed scientific diving standards;

(iii) Develop and implement with the approval of the Board of Directors a procedure which encourages accurate, complete and timely reporting of incidents by the membership, while also providing confidentiality and protecting legal privilege where necessary;

(iv) Prepare and distribute statistical reports and summaries approved by the Board of Directors, analyzing and describing the functional application and practical effect of existing and proposed scientific diving policies, standards, programs and practices;

(v) Recommend to the Board of Directors and the appropriate standing committees subject matter for symposia and workshops to educate the membership and others in matters pertaining to the functional application and practical effect of existing and proposed scientific diving policies, standards, programs and practices;

(vi) Recommend to the Board of Directors subject matter for the research and development of safe scientific diving policies, standards, programs and practices;

(vii) Submit to the Treasurer when requested an annual budget and cost accounting of the work of the Diving Statistics Committee; and

(viii) Perform other functions pertaining to scientific diving statistics that the President or the Board of Directors may request from time to time.

(c) The Membership Committee (Standing). The Membership Committee shall advise the Board of Directors and the President in all matters pertaining to standards and practices for the recruitment, sustainment and growth of membership in the American Academy of Underwater Sciences. The Membership Committee shall

(i) Develop and review eligibility-criteria for all categories of both new and continuing membership, and make appropriate recommendations to the Board of Directors;

(ii) Process, review and administer all applications for new and continuing membership in accordance with the categories of membership and the criteria provided in these Bylaws;

(iii) Review the qualifications of all candidates proposed for Honorary Membership or Exchange Membership, and make appropriate recommendations to the Board of Directors;

(iv) Report regularly to the Board of Directors and to the Secretary the changing status of new, renewing and terminating membership activities;

(v) Develop programs, procedures, brochures and incentives to encourage and promote new memberships in the American Academy of Underwater Sciences;

(vi) Assist the Treasurer and the Board of Directors in determining the prices to be established as membership dues, in budgeting anticipated income from membership dues, and in collect dues and other fees owing from members to the American Academy of Underwater Sciences;

(vii) Submit to the Treasurer when requested an annual budget and cost accounting of the work of the Membership Committee; and

(viii) Perform other functions pertaining to membership that the President or the Board of Directors may request from time to time.

(d) The Finance Committee (Standing). The Finance Committee shall be responsible for the pursuit, management, supervision and administration of the Reserve Fund and such other properties, investment funds, endowments, trusts, and gift funds, as the Board may designate from time to time. The Finance Committee shall

(i) advise the Board of Directors and make recommendations for the investment and administration of the Reserve Fund. The Board may grant limited discretionary powers to the Finance Committee to sell and reinvest the Reserve Fund.

(ii) examine and verify the accuracy and completeness of the financial books, records and accounts of the American Academy of Underwater Sciences, and shall report the results of its audit to the Board of Directors. The examination by the Audit Committee shall begin on April 1 of each calendar year, or no more than 30 days after the Treasurer has submitted a year-end financial report to the Board of Directors, whichever date occurs first.

(e) The Scholarship Committee (Standing). The Scholarship Committee shall be responsible for

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establishing the application, review and awarding of the AAUS Student Scholarship(s)

- (i) Prepare and release announcement for application for AAUS Student Scholarship(s)
- (ii) Form a committee for review of applicant proposals
- (iii) Establish review criteria for proposals
- (iv) Compile reviews, evaluate and establish scholarship awardee(s)
- (v) Notify Board of scholarship awardee(s)
- (vi) Announce scholarship awardee(s) on AAUS website

(f) The Workshop Committee (Advisory). The Workshop Committee shall advise the Board of Directors and the President in all matters pertaining to the evaluation, planning and administration of workshops sponsored by the American Academy of Underwater Sciences.

(g) The Symposium Committee (Advisory). The Symposium Committee shall be responsible for organizing and administering an annual symposium convened in conjunction with the regular annual meeting of the general membership of the American Academy of Underwater Sciences

(h) Ad Hoc Committees. Each ad hoc committee shall perform those functions directed by the President, and shall make recommendations, evaluations and reports to the Board as directed by the President.

ARTICLE VIII. FINANCIAL ADMINISTRATION

Section 1. Fiscal Year and Accounting.

- (a) Fiscal Year. The fiscal year of the American Academy of Underwater Sciences shall be January 1 through December 31 of each calendar year.
- (b) Accounting. The Treasurer in accordance with generally accepted accounting practices shall maintain the books and accounts of the corporation.
- (c) a compiled financial statement with full disclosure of the books, records and accounts of the American Academy of Underwater Sciences shall be completed regularly, in accordance with generally accepted accounting principles.

Section 2. Contracts, Bequests and Trusts.

- (a) Contracts. The President is empowered and authorized to enter into contracts or execute and deliver instruments in the name of and on behalf of the American Academy of Underwater Sciences. For corporate obligations in excess of One Thousand Dollars (\$1000), the President and one other officer of the corporation must sign the documentation. For corporate obligations in excess of Five Thousand Dollars (\$5000), the Board of Directors must approve the documentation before any commitment is executed.
- (b) Bequests and Trusts. Bequests and trusts may be accepted and administered by the American Academy of Underwater Sciences if the Board of Directors determines

before acceptance that no conditions or specifications significantly hinder the purposes, goals or general welfare of the Academy. Unless otherwise specified by the donor or by the accepting Board of Directors, bequests and trusts shall be added to the Reserve Fund and managed by the Finance Committee.

Section 3. Budget.

Before the beginning of each fiscal year, the Board of Directors shall adopt a budget for that fiscal year allocating funds and authorizing lawful expenditures consistent with the Articles of Incorporation, these Bylaws, and the purposes and goals of the American Academy of Underwater Sciences. The budget may be revised, modified or amended from time to time during the fiscal year by the Board of Directors.

Section 4. The Reserve Fund.

(a) The Reserve Fund consists of all membership dues received from Life Members, all gifts, contributions, bequests and endowments without purposes designated by the donor or the Board of Directors, and such other monies or assets as the Board of Directors may designate from time to time.

(b) The Reserve Fund shall be held in a trust administered by the Finance Committee in accordance with policies and guidelines established by the Board of Directors. Either the income or the principal or both may be transferred to the General Fund with the approval of a majority of the seated Board of Directors.

(c) The Reserve Fund shall always be maintained and administered by the Finance Committee and the Board of Directors wholly and consistently in compliance with the tax-exempt status of the corporation under all relevant provisions of the U. S. Internal Revenue Code.

Section 5. The General Fund

- (a) The General Fund consists of all dues, fees, income and revenues from every source other than those monies designated for the Reserve Fund at Section 4(a) above.
- (b) The General Fund shall be administered by the President and the Treasurer in accordance with the annual budget established by the Board of Directors.
- (c) The General Fund shall always be maintained and administered by the President, the Treasurer and the Board of Directors wholly and consistently in compliance with the tax-exempt status of the corporation under all relevant provisions of the U. S. Internal Revenue Code.

ARTICLE IX. TAX EXEMPT STATUS

No part of the assets of the Academy shall inure to the benefit of, or be distributable to, its members, Directors, Officers, or other private persons, except that the Academy shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the objectives of the Academy. No substantial part of the activities of the Academy shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Academy shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other

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provision of these Articles, this Academy shall not, except in insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its purposes.

ARTICLE X. ORGANIZATIONAL AFFILIATIONS

At the discretion of the Board of Directors, the Academy may enter into mutual relationships with other academic or scientific organizations or institutions for the purpose of furthering the aims of the Academy. The Board shall determine the specific nature of such relationships. Any organization with which a formal relationship has been established may be granted the right to designate a representative to the Board of Directors. The representative may then receive minutes and notices of all Board meetings and may participate at these meetings, except that the representative shall not vote on issues before the Board.

ARTICLE XI. OFFICIAL STATEMENTS

Official statements on questions of public policy shall be issued only with the approval of the Board of Directors. The Board must formally approve any statement purporting to represent the viewpoint of the Academy. No official statements shall violate ARTICLE IX of these Bylaws.

ARTICLE XII. AMENDING OR REPEALING BYLAWS

These Bylaws may be amended, repealed or new Bylaws may be adopted, upon prior notification of intent to the membership, by a simple majority vote of the full Board of Directors.

ARTICLE XIII. EFFECTIVE DATE

These Articles shall become effective on June 01, 2016.

Revisions Page

May 2016: Upon recommendation of a CPA, the AAUS Board of Directors proposed a language change concerning the review of the AAUS finances. It is was open to the AAUS Membership for review and commentary for 60 days (March 01 April 30, 2016), and approved by vote of the AAUS BOD on May 27, 2016.

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Article VIII,
Section 1,
Subsection (c)

Revised Page 9 Article VIII, Section 1, Subsection (c) to read: ***“a compiled financial statement with full disclosure of the books, records and accounts of the American Academy of Underwater Sciences shall be completed regularly, in accordance with generally accepted accounting principles.”***

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