

Bylaws of the Aquatic Science Association, Inc.

Article I: Name

The name of this corporation is the Aquatic Science Association, Inc. (“ASA”). ASA is a nonprofit corporation organized and existing under the laws of the State of Florida.

Article II: Purpose and Powers of the Corporation.

The ASA is organized, and shall be operated, exclusively for educational, scientific and charitable purposes as may qualify it for tax exempt status under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law). More specifically, the mission of ASA is to acquire land through acquisitions and stewardship programs to be held in public trust for conservation and protection of natural resources. With the managed lands we are able to conduct extensive scientific research and exploration to further the knowledge of our staff to provide direct community support with educational programs and conservation initiatives. The ASA possesses and may exercise all lawful corporate powers necessary and convenient for promoting these missions, purposes, goals and objectives of the organization, including public education, conservation, exploration, scientific research and the acquisition of land for conservation and protection of all karst and aquatic features including but not limited to lakes, ponds, rivers, creeks, springs, sinks, sloughs, caves, aquifers and oceans and connecting marsh lands.

Article III: Membership

A. General Qualifications. Membership in the ASA shall be limited to members whose dues to ASA are paid current.

B. Classes of Members.

1. Individual Membership

a. Basic

i. Cannot vote in any election brought before the membership

ii. Cannot hold office

iii. Can participate in any ASA function

b. Regular

- i. Can vote in any election brought before the membership
- ii. Can hold office if meets other qualifications
- iii. Can participate in any ASA functions
- iv. Receives *Quarterly Newsletter*

c. Associate (17 and under or full time student)

- i. Not allowed to vote
- ii. Cannot hold office
- iii. Can participate in any ASA functions
- iv. Receives *Quarterly Newsletter*

d. Life (One-time payment)

- i. Can vote in any election brought before the membership
- ii. Can hold office if meets other qualifications
- iii. Can participate in any ASA functions
- iv. Receives *Quarterly Newsletter*

2. Family

a. Basic Family

- i. Cannot vote in any election brought before the membership
- ii. Cannot hold office
- iii. Can participate in any ASA functions

- b. Regular Family
 - i. Can vote in any election brought before the membership
 - ii. Can hold office if meets other qualifications
 - iii. Can participate in any ASA functions
 - iv. Receives *Quarterly Newsletter*

- c. Life Family
 - i. Can vote in any election brought before the membership
 - ii. Can hold office if meets other qualifications
 - iii. Can participate in any ASA functions
 - iv. Receives *Quarterly Newsletter*

C. Meetings and Voting Privileges of Members.

1. The annual meeting of the membership shall be convened during the Annual workshop at a time or place determined by the board of directors. Special meetings of the membership may be called by the Chair of the board of directors or by a majority of the directors. Voting directors may occur by mail (including electronic mail) without convening a meeting. The presiding director (Chair or Vice Chair) shall conduct all meetings of the membership in accordance with Roberts Rules of Order Revised, except as relaxed in his or her sole discretion to promote the business of the membership.

2. Notice of the date, time, place and list of activities of the annual meeting or of a special meeting of the membership shall be given to the membership either in an ASA publication of general membership circulation, or by posting on the ASA website, at least ten (10) days before the meeting occurs. Attendance of a member at a meeting, either in person or by proxy, constitutes waiver of notice and waiver of any objection to the place, time or manner in which it has been called or convened, unless the member attends the meeting solely for the purpose of stating, at the beginning of the meeting, every objection to the transaction of affairs.

3. Ten percent (10%) of the current membership in good standing present in person and by teleconference constitutes a quorum for the conduct of business at a special meeting.
4. A member may vote in person or on-line. If a quorum is present when a vote is taken at a membership meeting, the affirmative vote of a majority of members present is the act of the membership.

Article IV: Board of Directors

- A. Number and Terms. ASA shall be governed by a board of directors consisting of seven (7) members of which five (5) will be elected by the membership for a term of two (2) years, or appointed to fill a vacancy as provided below. No board member can serve more than three (3) consecutive terms excluding life Chair Board Members.
- B. Qualifications. Directors and candidates must be current members of the ASA in good standing for at least one (1) year prior to being nominated for a directorship.
- C. Election of Directors. Five (5) directors shall be elected by the general membership of ASA: two (2) on odd years, for a term of two (2) years and three (3) on even years, for two year terms.
 1. On or before June 10 of each calendar year, the Chair shall appoint a nominating committee consisting of three (3) or more ASA members in good standing responsible for identifying candidates for election to the board of directors. No sitting director shall be a member of this nominating committee, and no member of the nominating committee may become a candidate for directorship in that election. The nominating committee only solicits and universally accepts all candidates or without screening, except to ensure the candidate is a member in good standing.
 2. On or before June 10 of each calendar year, the Chair shall appoint a fair and impartial administrator of the election. The administrator of the election need not be an ASA member or employee. No sitting director or ASA employee may serve as administrator of the election, and no administrator of the election may become a candidate for a directorship in that election.
 3. On or before September 1 of each calendar year, the nominating committee shall solicit recommendations for nominees from ASA membership through a publication of general membership circulation, or the ASA website, or by direct mailing. The solicitation shall include an address for returning a nomination.

4. On or before September 15 of each calendar year, the nominating committee shall select and submit to the administrator of the election a list of qualified nominees.
5. On or before September 20 of each calendar year, each nominee shall submit to the administrator of the election a candidate-platform statement of size and format determined by the administrator of the election.
6. On or before October 15 of each calendar year, the administrator of the election shall post on the ASA website, and shall mail as hard-copy to every ASA member in good standing, a ballot and the platform statements of the candidates. Every ballot must contain a serial number. Website voting shall include sufficient protections to ensure at least the same level of electoral integrity established for hard-copy ballots. Ballots shall not be mailed if the number of candidates is less than or equal to the number of seats open for election.
7. Completed ballots must be received by the administrator of the election on or before November 15 of each calendar year in order to qualify as a legal vote.
8. All candidates shall be notified of the election results within seven (7) days after the close of the election.
9. At the next meeting of the board, the candidates who received the highest total number of votes from the voting membership shall be seated in place of the outgoing directors for their new terms as directors. At this meeting, outgoing board members shall turn over all ASA materials and files in their possession to the newly elected board.

D. Powers and Duties of Directors. The board of directors may exercise all corporate powers and emergency powers authorized by law and necessary or convenient to effect any or all of the missions, purposes, goals, and objectives of ASA. The powers include, but are not limited to:

1. Assessing and collecting dues and late fees;
2. Conducting workshops, seminars and similar programs including specifically an Annual Workshop;
3. Publishing, selling and distributing books, booklets, information matter and other items;

4. Purchasing goods, services and interests such as real property with title and benefit vesting in the ASA;
5. Adopting policies binding on the membership and related to the missions, purposes, goals and objectives of ASA;
6. Soliciting donations and expending funds for purposes consistent with the missions, purposes, goals and objectives of ASA;
7. Accepting money, services, tangible and intangible goods and interests in real property for purposes consistent with the missions, purposes, goals and objectives of ASA; and
8. Promoting and encouraging the membership and the public to act in a manner consistent with the missions, purposes, goals and objectives of the ASA.

E. General Standards for Directors.

1. An ASA director shall discharge his or her duties as a director, including his or her duties as a member of a committee, in good faith, with the care that an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner (s)he reasonable believes to be in the best interests of the corporation, An ASA director shall conduct all business affairs with professional integrity in a courteous, respectful and businesslike manner, with due regard for protecting confidentiality and other corporate interests in litigation, in threats of litigation, in personnel matters, and in sensitive financial matters.
2. In discharging his or her duties, a director may rely on information and opinions of others, if the relying director reasonable believes that the person providing the information and opinions is reliable or competent and merits confidence in the matter presented.

F. Compensation and Loans. Directors shall serve without compensation, but directors shall be reimbursed for an actual and reasonable out-of-pocket expense incurred on behalf of the corporation, if the expenditure was duly authorized beforehand in an ASA budget, or by the Chair and within the authority of the Chair, or by the board of directors. No loan shall be made by ASA to a director at any time for any purpose.

G. Meetings of the Board of Directors.

1. Regular Meetings. Regular meetings of the board of directors shall be convened four (4) times per year at times and places determined by the board.
2. Special Meetings. Special meetings of the board may be convened by the Chair, or by a majority of the directors, or by one-eighth (1/8) of the membership filing a written petition signed by them and stating the purpose for the board meeting. The petition shall be submitted to an officer of the ASA. This meeting shall be held within 45 (forty-five) days of the receipt of the petition.
3. Open Meetings. All meetings of the board shall be open to the ASA membership, except that business pertaining to threatened or pending litigation, personnel or sensitive financial matters may, in the sole discretion of the Chair or by a majority vote of the directors present; be recessed to a closed session for deliberation and decision. Any ASA member may address the Board of Directors at any open meeting. It is requested but not required the ASA member submit his/her request in writing to the Chairman to place on the agenda.
4. Quorum and Voting. Four (4) directors constitute a quorum of the board of directors. An affirmative vote of four (4) directors is required for approval of any business matter.
5. Meeting Procedures. The presiding director (the Chair or in his or her absence or disability, the Vice Chair) shall conduct all board meetings in accordance with Roberts Rules of Order Revised, except as relaxed in his or her sole discretion to promote the business of the corporation.
6. Notice to Members. Notice of the date, time and place of any meeting (regular quarterly or special) of the board of directors may be given to the membership either in an ASA publication of general membership circulation, or by posting on the ASA website, at least fourteen (14) days before the meeting occurs.
7. Notice to Directors. Notice of the date, time and place of the quarterly meetings or a special meeting of the board of directors shall be given to the directors by telephone, e-mail or U.S. Postal Service, orally communicated or posted at least fourteen (14) days prior to any meeting.
8. Distribution of Agenda and Materials. The agenda and all significant study materials pertaining to action items on the agenda should, when practicable, be distributed to each director at least fourteen (14) days prior to any meeting.

9. Appearance and Participation by Directors. A director may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

10. Waiver of Notice and Objection. Attendance of a director either in person or by simultaneous hearing, constitutes waiver of notice and waiver of any objection to the place, time or manner in which the meeting has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of affairs because the meeting is not lawfully called or convened.

11. Actions without a Meeting. Board approval of business matters may be conducted entirely by mail, electronic mail or telephone conversation when deemed necessary. Material to be reviewed must be distributed to members of the Board prior to tabulating decisions. Decisions should be sent to the Secretary for tabulation. A minimum of four (4) affirmative votes from the Directors shall be necessary to approve such business.
 - a. Resignation or Removal.
 - i. A director may resign at any time by delivering written notice to the board, the Chair or the corporation. A resignation is effective when delivered unless it specifies a later effective date.
 - ii. Any member of the board of directors may be removed from office with or without cause by the vote or agreement in writing by a majority of all votes of the directors. The notice of a meeting of the members to recall a director or directors shall state the name of each specific director sought to be removed. A proposed removal of a director at a meeting shall require a separate vote for each board member sought to be removed. Where removal is sought by written agreement, a separate agreement is required for each board member to be removed. If removal is effected at a meeting, any vacancies created thereby shall be filled by the members at the same meeting.
 - iii. The board of directors may remove a director for cause, which exists whenever:

- a) A director has been convicted within the past 10 years of a felony or crime of moral turpitude; or
 - b) A director has been declared to be of unsound mind by final order of a court; or
 - c) A director has been absent from two (2) consecutive regular quarterly meetings without prior notice; or
 - d) A director has violated the General Standards in Art. IV.E.1 above
- iv. No removal of a director by the board shall be effective until the board has provided notice of the impending removal to that director, and has afforded that director an opportunity be heard on the matter.
 - v. A director who has resigned or been removed shall deliver within 72 hours of resignation or removal all records, files and ASA property, materials in his/her possession to the Chair or Vice-Chair if the Chair is not available.

H. Filling A Vacancy

1. If a vacancy occurs thirty (30) days or less after the regular Annual meeting of the board for installation of new directors, it shall be filled by the candidate who received the highest number of votes among candidates not elected to vacancies created by expiring terms. If a vacancy occurs more than thirty (30) days after the regular Annual meeting, it shall be filled by affirmative vote of a majority of the remaining directors, even if the remaining seated directors constitute less than a quorum.
2. A director elected or appointed to fill a vacancy shall be elected or appointed for the remainder of the term of his or her predecessor in office.

Article V: Officers

- A. Required Officers. The officers of the corporation shall include a chair, vice-chair, secretary, treasurer and two (2) program directors. At the regular Annual meeting of the directors each year, these officers shall be appointed by the board of directors from among its members. Two officer positions may be combined and filled by a single director. In the performance of their executive duties, ASA officers shall be held to the General Standards in Art. IV.E.1 above.

B. The Chair. The Chair is the chief executive officer of the corporation, and shall perform the following duties for the corporation:

1. Call and conduct meetings of the membership and of the board of directors,
2. Prepare and distribute to the board an agenda and materials for board meetings,
3. Supervise, direct and coordinate the vice chair, secretary, treasurer, program directors and administrative manager to achieve timely and efficient performance of their respective duties,
4. Draft or process correspondence on behalf of the corporation,
5. Appoint with board approval coordinators of standing committees,
6. Create other committees and programs, and appoint coordinators and members as the Chair deem necessary and approved by the board of directors,
7. Authorize expenditures approved previously by the board in the annual budget as amended,
8. Prepare and present at the annual meeting of the membership a summary of ASA activities during the prior year and the future goals of the ASA,
9. Employ, supervise and direct an administrative manager and other employees authorized and budgeted by the board of directors,
10. Supervise and direct an editor of an ASA publication for general membership circulation,
11. Assign standing-program oversight duties between the program directors,
12. Appoint a corporate registered agent at a registered office,
13. Prepare and file in a timely manner all reports, forms and documents required by law to maintain the corporation current and in good standing with the State of Florida,
14. Obtain and direct professional services necessary in the conduct of corporate business and affairs with approval of the board of directors, and

15. Perform all other duties ordinarily assigned to a Chief Executive Officer (“CEO”) in the conduct of corporation business affairs.

C. The Vice Chair. The Vice Chair shall perform the following duties for the corporation:

1. Assist the Chair in all duties of the Chair as requested by the Chair,
2. Preside at meetings when the Chair is absent or unable to perform the functions of that duty,
3. Supervise all business of the land acquisition committee,
4. Supervise and direct the duties of the Workshop Chair, and
5. Perform other duties as assigned by the Chair.
6. Supervise the director of projects in all ongoing and future projects planning.

D. The Secretary. The Secretary shall perform the following duties for the corporation:

1. Retain and safeguard custody of the corporate seal, the certified articles of incorporation, and all original documents of ASA title in tangible and intangible property, real and personal,
2. Record minutes of all board meetings, restating all motions and resolutions, identifying moving parties and seconds, and describing the vote count by named directors,
3. Compose and deliver a draft of minutes for review by all directors within fourteen (14) days following the recess or adjournment of a board meeting,
4. Record minutes of all membership meetings, restating all motions and resolutions, identifying moving parties and seconds, and describing the vote count by tallied numbers,
5. Direct the publication of approved minutes of board meetings, and written consents to actions by directors without a meeting, in an ASA publication of general membership circulation at the first publication date following approval of the minutes by the board or the signing of the written consent by the last board member,

6. Maintain the following records in written form or in another form capable of conversion to written form within a reasonable time:
 - a. The articles of incorporation and all amendments to them currently in effect,
 - b. The bylaws and all amendments to them currently in effect,
 - c. A record of members in a form that permits printing of a membership book listing names and addresses of each ASA member in alphabetical order by class of voting member,
 - d. The minutes of all members' meetings and records of all actions taken by members without a meeting for at least the past three (3) years.
 - e. Written communications to all members generally within the past three (3) years, including the financial statements furnished for the past three (3) years,
 - f. The minutes of all meetings of the board of directors and records of all actions taken by the board without a meeting for at least the past three (3) years,
 - g. A record of all actions taken by a committee of the board acting in place of the board, and
 - h. The most recent annual report delivered to the Florida Department of State as required by law.
 7. Facilitate inspection of corporate records by ASA members and others as requested by law, and
 8. Perform all other duties ordinarily assigned by the chief executive officer to the secretary of a corporation.
- E. The Treasurer. The Treasurer shall perform the following duties for the corporation:
1. Prepare an annual draft budget for consideration and adoption by the board of directors at the first regular quarterly meeting of the new calendar year,
 2. Prepare supplemental draft budgets for consideration and adoption by the board of directors as required throughout the fiscal year,

3. Monitor, supervise and direct administration of income and expenses in compliance with the annual budget approved by the board of directors,
 4. Prepare and file in a timely manner all reports, forms and documents required by law to maintain the tax-exempt status of ASA in good standing with all state and federal agencies,
 5. Supervise and direct payment of all fees in a timely manner to maintain the corporate status and the tax-exempt status of ASA in good standing with all state and federal agencies,
 6. Supervise and direct payment of all due and owing invoices, periodic payments and other ASA debts in a timely manner,
 7. Supervise and direct timely and accurate reconciliation of all corporate checking, savings and investment accounts,
 8. Develop and maintain detailed accounting records in written form or in another form capable of conversion to written form within a reasonable time,
 9. Prepare and present at every regular quarterly meeting of the board of directors an accurate and complete financial reports for the current fiscal year to date,
 10. Prepare and present for board approval a complete financial report of actual receipts and expenditures during the preceding fiscal year, in sufficient time for presentation at the next regular annual meeting of the membership, and
 11. Prepare and present other financial reports as requested by the Chair of the board of directors.
- F. Program Directors. The Chair shall assign specific standing committees to one or the other specific program director for performance of the following duties by each respective Program Director:
1. Identify and recommend to the Chair potential candidates for appointment by the Chair as coordinator of each assigned standing committee,
 2. Assist in the training and development of new appointees to each standing committee,
 3. Encourage and supervise activities and progress of each assigned standing committee,

4. Report to the board of directors at quarterly meetings, or as needed, the progress of and problems encountered by each assigned standing committees,
5. Act as the liaison between each assigned standing committee and the board of directors,
6. Ensure that the coordinators for each assigned standing committee provide to the Chair a written report in sufficient time prior to each annual membership meeting to enable the Chair to integrate a summary of that report in his or her report to the membership,
7. Will assist members in pursuing new project applications, and gather reports for ongoing projects for quarterly meetings of the board of directors,
8. Monitor and report on other non-standing committees created by the board of directors.

G. Resignation or Removal of Officers.

1. An officer may resign at any time by delivering written notice to the board, the Chair or the corporation. A resignation is effective when delivered unless it specifies a later effective date.
2. The board of directors may remove an officer at any time, with cause. Cause exists when an officer has within the past 10 years, been convicted of, or pleading guilty or no contest to a felony offense or a criminal offense involving moral turpitude, or has been declared to be of unsound mind by final order of a court, or has failed to fulfill the duties of the office, or has violated the General Standards in Art. IV.E.1 above.
3. An officer who has resigned or been removed shall deliver within 72 hours of resignation or removal all records, files, and ASA property/materials in his/her possession to the Chair or Vice-Chair if the Chair is not available.

Article VI: Standing Committees

- A. The Chair shall appoint with board approval ASA members in good standing to serve as the coordinators of standing committees. The Chair may also appoint other ASA members in good standing to serve on the standing committee and work under the supervision of the coordinator. All appointees to standing committees serve at the

pleasure of the Chair. At least two weeks prior to the annual membership meeting, all coordinators of standing committees shall provide to the Program Directors a written report of the activities of their respective programs during the past year.

B. The following standing committees shall be established and active each year:

1. **Publication Committee.** This committee shall provide media communications with the ASA membership and with the public, including compiling and distributing a periodical publication of general membership circulation containing articles and information pertaining to cave education, conservation, exploration and science research along with land acquisition status reports and information reports pertaining to the business affairs of ASA.
2. **Workshop Committee.** This committee shall organize and administer workshops and seminars, including at least one general membership workshop convened each year for the better understanding of cave safety, education, conservation, exploration, science and procedures for land management.
3. **Safety Committee.** This committee shall develop and recommend to the board policies and programs for safe caving and cave diving, and shall develop and distribute signage, line, navigational makers and other printed materials promoting safe caving and cave diving, as approved by the board of directors. The committee shall oversee and insure compliance of all safety protocols of the land management labor forces and activities.
4. **Accident Investigation Committee.** This committee shall investigate, analyze and report cave-related incidents resulting in serious injury or death, including assessing causes of injuries or death when practicable, developing a statistical database over years and maintaining an archive of reports for periodic accident analyses.
5. **Cartography and Survey Committee.** This committee shall solicit and collect from credible sources all maps, notes, publications and other materials describing property features and characteristics organize and archive such information in a safe and secure location and disseminate information to ASA members and others pursuant to guidelines established by the board.
6. **Conservation Committee.** This committee shall develop educational materials pertaining to property conservation, shall identify and describe instances of anthropogenic threats to natural features and characteristics of properties and propose to the board policies, practices and positions supporting the conservation of property

- sites. The Conservation Committee will assist the Land Acquisition Committee in identifying and locating potential parcels in need of procurement for continued conservation and protection. This committee shall file a monthly report with the board pertaining to all current ASA site conservation issues and plans. The report shall contain recommendations for site improvements, site status and future site needs.
7. Scientific Research Committee. This committee shall maintain a bibliography and library of current and completed scientific studies and reports on cave projects and shall assist ASA scientific researchers in organizing and implemented valid scientific research projects during expeditions and exploration. The committee shall draft and file all research permit requests and submit a summary of all permit requests to the board prior to submittal. The committee will select participants based on the qualifications of each participant to perform the tasks necessary to achieve the goals outlined in the research permit.
 8. Award Committee. This committee shall oversee the awards of the ASA including, but not limited to the Conservationist of the Year Award, ASA Leadership Award and the Outstanding Service Award. This committee shall develop and bring to the ASA board of directors ideas and criteria for new awards.
 9. Land Acquisitions Committee. This committee is to oversee all land acquisitions for ASA and to promote and maintain relationships between the ASA and the land owner or property manager of a cave site with assistance from the Conservation Committee and the Grants Committee. The Chair of this committee will coordinate with members who act as liaison to the land owner or property manager. An ASA member will be assigned to each site. It is preferable that the member have an established relationship with the land owner or property manager. The committee Chair shall advise the Board of Directors about important matters regarding land acquisitions and owner relations. A monthly report shall be filed with the board pertaining to the progress of all land acquisitions.
 10. Website Committee. This committee shall help the webmaster with the design and maintenance of the ASA website. This committee recommends website improvements and provides information for changes.
 11. Caving Committee. This committee will supervise and oversee all caving activities including education of new cavers. The committee will ensure strict adherence to the most current proper caving protocol including safety, gear management and cave and environment conservation procedures. The committee shall file a monthly report with

the board pertaining to all past current and future cave expeditions and explorations. The committee will recommend and coordinate all conservation issues to the Conservation Committee.

12. Cave Diving Committee. This committee shall provide safety information to cave and sump diver teams (CDTs) and to advise the ASA board as to the needs of such divers. The committee will keep and report all current diver information including but not limited to certifications, insurance and emergency contacts list. The CDTs will perform all duties within the most current guidelines of safe diving practices regarding safety procedures, gear management and cave conservation. The committee will recommend and coordinate all conservation issues to the Conservation Committee.
13. Legal Committee. The legal committee shall consist of at least one (1) Board Certified Attorney from the State of Florida who will hold the position of Head Council and may consist of Board Certified Attorneys from other states as the board deems necessary. All attorneys will be under the direction of the Head Council of ASA.
14. Grant Committee. This committee will be responsible for all activities relating to grant proposals and donations sought on behalf of ASA. The grant committee shall provide a monthly report to the board pertaining to all current grants and donations including grant and donation amounts, proposed use of donations and time to procurement of funds. All grant and donations will be applied by the committee to the ASA bank account pertaining to the proposed use of said funds.
15. Education Committee. This committee will be responsible for all education programs including seminars, conferences, trade show appearances and public outreach. The committee will work through all other committees to gather needed information and materials for design and implementation of educational programs. Working in conjunction with the workshop committee, the education committee will conduct seminars and youth outreach programs by establishing and maintaining relationships with all educational institutions.
16. Finance Committee. This committee shall be responsible for all fundraising activities including donations, membership drives, donation drives and fundraiser events. The committee shall file monthly reports reflecting the status of all fund raising events past, present and future along with detailed reports of donations and new members.

This committee will consist of a certified CPA who will supervise all transactions involving purchases and/or donations involving tax benefits.

Article VII: Conduct of Business

- A. Budgeting and Expenditures. All commitments and expenditures of ASA funds shall be authorized beforehand in a budget approved by the board of directors. All contracts for goods or services shall be authorized beforehand in a budget approved by the Board of Directors and signed by the Chair in his or her capacity as chief executive officer of ASA.
- B. Withdrawals from Corporate Accounts.
1. The Treasurer shall maintain and safeguard custody of all ASA checking, savings and investment accounts, and shall draft all checks and other documents of withdrawals or transfer of funds from any ASA corporate account to any other ASA account or any payee.
 2. All checks and other documents of withdrawal of funds from an ASA corporate account shall be signed by two (2) officers of the corporation, from among the Chair, Vice-Chair, Secretary and Treasurer, provided however that the Board of Directors may provide from time to time for withdrawals of not more than a specified amount with only the one (1) signature of an officer of the corporation. The Board of Directors may authorize the payment of reoccurring expenditures, not to exceed \$150.00 each, with a single signature of an officer (Chair, Vice-Chair, Secretary or Treasurer) as authorized by the Board of Directors.
 3. The Chairman may be granted discretionary spending power not to exceed an amount per quarter, determined by the board annually. Expenditures shall be accounted for to the board on a quarterly basis.
- C. Corporate Employees and Contract Services. The Chair shall hire or contract for the services of an administrative manager and such other positions in the corporation as the Board of Directors may authorize through budgeting from time to time. Persons holding these positions serve at the pleasure of the Chair unless the terms of employment or a service contract provides otherwise. The Chair may delegate to these corporate employees and service contractors the administration of the business affairs of ASA, including but not limited to such matters as the maintenance of a membership database and the processing of routine correspondence and merchandise orders.

- D. **Political Influence.** ASA will not endorse, support or otherwise contribute to the campaign of any political candidate for any governmental election. Nor will ASA partake in any campaign to influence legislation directly or through any efforts of persons in positions to have such influence. It is the intent of the ASA to remain free of all political campaigns as to create an open environment without biased influence upon the ASA mission.
- E. **Tax Exemption.** ASA shall operate in accordance with the regulations as outlined in the Internal Revenue Code section 501c3 and all applicable laws of the State of Florida.
- F. **Conflicts of Interest.** In the event any director, officer or member is to be compensated for services provided to ASA, the board shall establish a committee to seek bids from two (2) other service providers for the identical services. The committee shall report all bids received to the board for review. In any case involving compensation to directors, officers or members, that director, officer or member shall excuse themselves from any and all decision making processes involving said compensation. The board shall then vote to approve the compensation at the just and fair market rate for the services rendered. At no time shall the board approve any such compensation above the fair market value unless there are exigent circumstances involving the safety and/or welfare of the contracted laborers.

Article VIII: Dissolution of the Corporation

In the event the Aquatic Science Association dissolves, all assets will be surrendered and donated to compatible not for profit corporations under the Internal Revenue Code section 501c3 or a state or local government for public use in compliance with the statues of the State of Florida.

Article IX: Indemnification

Any board member or other person who performs services for the corporation at the request of ASA and who does not receive compensation other than reimbursement of expenses shall be immune from civil liability to the extent provided by applicable law. Each director, governor or officer of ASA shall discharge his or her respective duties in compliance with the standards of the law of the State of Florida, including, without limitation: (a) in good faith; (b) with the care and ordinarily prudent person in a like position would exercise under similar circumstances; and (c) in a manner such director, governor or officer reasonably believes to be in the best interests of the corporation as determined by ASA. ASA shall, to the fullest extent now or hereafter permitted by law, indemnify any director, governor, chapter trustee, international or domestic

advisory board or advisory council member, officer or employee, or former director, governor, chapter trustee, international or domestic advisory board or advisory council member, officer or employee, or any person who may have served at its express request as a director, governor, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against liability (including but not limited to judgments, fines, amounts paid in settlement, attorneys' fees, and related expenses) incurred in the performance of such duties or service, or incurred while acting in such capacity or arising out of his or her status as such, provided that person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of ASA, as determined by ASA, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that such conduct was unlawful or fraudulent, ASA shall also indemnify directors and officers as required pursuant to applicable law. ASA shall have the right to select attorneys and to approve any settlements or legal expenses incurred in connection with any suit, action or proceeding to which this indemnification applies.

Article X: Amendments

These Bylaws may be modified or amended by approval of two-thirds (2/3) of the members who return ballots in the election on the matter, provided at least one-fifth (1/5) of the total ASA membership in good standing has cast ballots in the election on the matter. Written notice of proposed amendments to the Bylaws must be presented to the members either by direct mail or via ASA Quarterly Newsletter, a minimum of 60 days before ballots are mailed. Delivery of proposed amendments by either manner shall constitute due notice as of the date of delivery to the Postal Service. Amendments may be proposed by the Board of Directors or by written petition of one-fourth (1/4) of the membership in good standing.