

**BYLAWS OF
ARIZONA HYDROLOGICAL SOCIETY**

1.0 ARTICLES OF INCORPORATION

1.1 Name. The name of the organization is “The ARIZONA HYDROLOGICAL SOCIETY” (AHS).

1.2 Reference to Articles. Any reference made herein to AHS’s Articles will be deemed to refer to its Articles of Incorporation and all amendments thereto as filed with the Arizona Corporation Commission, together with any and all certificates filed by AHS with the Arizona Corporation Commission (or any successor to its functions) pursuant to applicable state law.

1.3 Seniority. The Articles will be considered senior and superior to these Bylaws with any inconsistency to be resolved in favor of the Articles, and with these Bylaws shall be deemed automatically amended from time to time to eliminate inconsistencies which may then exist.

1.4 Robert’s Rules of Order. All official AHS Corporate Board meetings and annual membership meetings will be conducted in accordance with Robert’s Rules of Order.

2.0 GENERAL MEMBERSHIP

2.1 Membership. Membership in the AHS is open to anyone who has an interest in hydrological subjects and/or assisting with the growth and development of AHS. Upon payment of annual membership dues to AHS, a person becomes a member of AHS and of the chapter selected by the member.

2.2 AHS chapters. On the date of this document AHS is comprised of three chapters: Flagstaff, Phoenix, and Tucson. The Corporate Board of Directors may add or reduce chapters as necessary. Members of each chapter shall adhere to AHS Bylaws.

2.3 Annual Meetings. An annual general membership meeting shall be held each year at a convenient time and place determined by the Corporate Board of Directors or, in the absence of action by the Board of Directors, as set forth in the notice given, or signed waiver, with respect to such meeting pursuant to Section 2.5 below. Members shall transact such business at the annual meeting, as may be properly brought before the meeting.

2.4 Special Meetings. Special meetings of the general membership may be held whenever and wherever called for by the President or the Corporate Board of Directors, or upon written demand of a majority of the general membership of AHS entitled to vote at any such meeting. Any written demand by the general membership shall state the purpose or purposes of the proposed meeting, and the business to be transacted at any such meeting shall be confined to the purposes stated in the notice thereof, and to such additional matters as the chairperson of the meeting may rule to be germane to such purpose.

2.5 Meeting Notices. The Corporate Secretary shall provide written notice of the time, place, and agenda for general membership meetings to AHS members of record at least ten (10) working days before the meeting. The meeting notice shall be either an email or paper media sent deposited in the mail, with postage prepaid, addressed in both cases directly to each member of current record. Any member may

waive call or notice of any AHS meeting and any adjournment thereof, at any time before, during, or after it is held.

2.6 Membership Record. The Corporate Secretary shall maintain a complete and current record of the membership of AHS and provide such a list as needed for use at AHS meetings and by the chapters upon request.

2.7 Proxies. Any member entitled to vote may cast a vote by proxy at any meeting. A proxy must be transmitted in writing by the member or the proxy holder to the meeting chairman.

2.8 Quorum. At any meeting of the general membership, the presence in person or by proxy of at least two (2) more members than the current number of Corporate Directors of the membership entitled to vote at such meeting will constitute a quorum for such meeting.

2.9 Voting. Except as may otherwise be required by AHS, each member of record is entitled to one vote on each matter presented to a vote of members at such meeting. Unless otherwise required by AHS Articles or by applicable law, any question submitted to the members will be resolved by a simple majority of the quorum of that particular meeting. Voting will be by ballot on any question as to which a ballot vote is demanded, prior to the time the voting begins, by any person entitled to vote on such question; otherwise a voice vote will suffice. Election of AHS chapter officers shall be by procedures described in Section 9.0 - Election Procedures.

2.10 Organization and Conduct of Meetings. Each meeting shall be called to order and thereafter chaired by the President, or other officer of the AHS as may be appointed by the President. The Corporate Secretary will serve as secretary during each meeting; if the Corporate Secretary is unavailable, the President may appoint any person, whether a member of the Corporate Board of Directors or not, to serve as Corporate Secretary of the meeting. After calling a meeting to order, the President may require the registration of all members intending to vote in person and the filing of all proxies with the Corporate Secretary of the meeting. After the announced time for filing of proxies has ended, no further proxies or changes, substitutions or revocations of proxies will be accepted.

2.11 Membership Approval or Ratification. The Corporate Board of Directors may submit any act for approval or ratification by the members, either at a duly constituted meeting of the members or by written consent to Corporate action without a meeting.

2.12 Informalities and Irregularities. All informalities or irregularities in any call or notice of a meeting of members or in the areas of credentials, proxies, quorums, voting or similar matters shall be deemed waived if no objection is made at the meeting.

3.0 CORPORATE BOARD OF DIRECTORS

3.1 Organization. The Corporate Board of Directors shall consist of no more than nine (9) individuals including President, Vice President, Secretary, and Treasurer. The Board of Directors shall be comprised of four (4) directors from the Phoenix chapter, three (3) directors from the Tucson chapter and two (2) directors from the Flagstaff chapter. The President of each chapter shall automatically be one of the that chapter's directors to the Corporate Board. The appointed Corporate newsletter editor may serve on the Corporate Board as a non-voting ex-officio director. Addition or reduction of AHS chapters shall result in reallocation of the number of Director positions available to each chapter and both matters shall be approved by a two-thirds majority vote of the then current Board of Directors. All Directors must be current members of AHS. Election of Directors shall be by procedures described in Section 9.0 - Election

Procedures. A Director shall be elected for a two-year term, as described in Section 9.0. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his/her predecessor in office, unless that Director sooner resigns or is removed.

3.2 Regular Meetings. The Corporate Board of Directors shall conduct a minimum of four (4) meetings each calendar year. The first meeting shall be held as soon as practicable following announcement of the results of the annual election of chapter officers and Corporate Directors by the respective chapters. The date, time and location of subsequent regular meetings shall be determined by the Board of Directors.

3.3 Special Meetings. Special meetings of the Board of Directors may be held whenever and wherever as called by the Corporate President or by a simple majority of the Directors.

3.4 Notices. Notice of the time, place and agenda for Corporate Board meetings shall be given to each Director at least fifteen (15) days prior to the meeting date.

3.5 Quorum. A quorum for transaction of official business at any meeting or adjourned meeting of the Board of Directors shall consist of a simple majority of those Directors then in office. Once a quorum has been formed, the Board of Directors shall maintain that quorum to transact business, until the adjournment of such meeting, as agreed to by the quorum.

3.6 Voting. All matters submitted to a meeting of the Corporate Board of Directors, where a quorum has been formed, shall be resolved by a simple majority of the votes cast. In the event of a tie vote, the Corporate President shall cast the deciding vote, except those matters specifically prescribed by Sections 3.1 and 9.1 of these Bylaws which require a two-thirds majority vote.

3.7 Committees. The Corporate Board of Directors, from time to time, by resolution adopted by a majority of the Board members present, may appoint standing or ad hoc committees from its membership and vest such committees with such powers as the Board of Directors may include in the resolution. Each standing committee shall be chaired by a Director.

3.8 Presumption of Assent. A Director who is present at a meeting of the Board of Directors, or a committee at which action is taken on any matter, will be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting, or unless he or she files a written dissent to such action with the person acting as the secretary of the meeting before the adjournment, or forwards his or her dissent by registered or certified mail to the Corporate Secretary within two business days after the adjournment of the meeting. A right to dissent will not be available to a Director who voted in favor of the action.

3.9 Compensation and Salaries. Compensation shall be paid to the Board of Directors only for travel costs associated with attendance at Board meetings. Travel compensation shall consist of reimbursement for actual travel costs. Such compensation shall be made based upon reimbursement guidelines developed by the Directors. Reimbursement shall be made by the Corporate Treasurer to the Directors following submittal of travel expense receipts to the Treasurer. No salaries shall be paid to any voting chapter officer or Director.

3.10 Action by Directors without a Meeting or via email. Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee thereof may be taken without a meeting if two-thirds (2/3) of the all Directors or committee members consent. Such consent shall have the same effect as an affirmative unanimous vote of the Directors or committee members at a meeting duly called and noticed.

3.11 Meetings by Conference Telephone. Any member of the Board of Directors or any committee thereof may participate in any meeting of the Board of Directors or such committee by means of a conference telephone or similar communication equipment whereby all members participating in such meeting can hear and talk to one another. Participation in such conference communications shall constitute attendance in person. The cost of conference calls for purposes of this Section shall be reimbursed by the Corporate Treasurer.

4.0 AHS CHAPTER OFFICERS AND DIRECTORS

4.1 Election and Appointments. AHS chapter officers and Directors shall be determined by annual AHS elections. Election of chapter officers and Directors shall be conducted according to procedures described in Section 9.0 - Election Procedures. AHS chapter offices shall be comprised of positions defined by each AHS chapter and will include Corporate Directors, as prescribed in Section 3.1 above, with each Chapter President automatically serving as a Corporate Director. Chapter Officers shall be elected for a one-year term, as described in Section 9.0. An Officer appointed to fill a vacancy shall be appointed for the unexpired term of his/her predecessor in office, unless that Officer sooner resigns or is removed.

4.2 Additional Appointments. In addition to the Corporate Directors and chapter officers described in Sections 3.1 and 4.1, individual chapters may elect or appoint other officers or representatives with authority to perform such duties as may be prescribed by the chapter, including the replacement of any resignation which may occur.

4.3 Chapter Treasury Operations. Each chapter shall be governed by AHS Bylaws. Each chapter shall manage funds allocated to the chapter by the Corporate Board of Directors and be responsible for development of an annual operating budget, financial obligations of the chapter, and funding all chapter activities. The Chapter Treasurer shall conduct and report all business and transactions in accordance with the Treasury Operating Procedures as adopted by the Board of Directors.

4.4 Meeting Quorum and Voting. A quorum for transaction of official business at any meeting of AHS chapters shall consist of a simple majority of those chapter officers and directors then in office. All chapter voting shall prescribe to Section 9.0.

5.0 DUTIES OF SPECIFIC CORPORATE OFFICERS

5.1 Corporate President and Vice President. Unless otherwise specified by resolution of the Corporate Board of Directors, the President will be the chief executive officer of AHS. The President will supervise the business affairs of AHS and its officers, subject to the control of the Board of Directors. The Vice President will perform such duties as may be designated by the Board of Directors or be assigned or delegated by the President. The Vice President will be vested with all of the powers and charged with all of the duties of the President in the event of the President's absence or inability to act. Except as may otherwise be specifically provided in a resolution of the Board of Directors, the President, or Vice President will be the designated officer to sign documents on behalf of AHS. In addition to the above duties, the Vice President shall represent the Arizona Hydrological Society by serving as a full voting member of the AHS Foundation Board of Directors.

5.2 Corporate Secretary. The Corporate Secretary or appointed substitute will take and keep the minutes of meetings of the general membership, Board of Directors and all unanimous written consents of the general membership and Board of Directors, and will see that all notices are duly given in accordance of

the provisions of these Bylaws or as required by state law. The Corporate Secretary will be custodian of the corporate records and membership files, and, in general, perform all duties incidental to the office. Except as specifically provided in a resolution of the Board of Directors, the Corporate Secretary will be a proper officer to take charge of AHS's record of meeting minutes books and to compile the voting record pursuant to Sections 2.8 and 3.6 above.

5.3 Corporate Treasurer. The Corporate Treasurer will keep full and accurate accounts and receipts and disbursements in treasury and financial records belonging to AHS and will cause all money and other valuable effects to be deposited in the name and to the credit of AHS in such depositories, subject to withdrawal in such manner, as may be designated by the Board of Directors. He or she will render to the President, the Board of Directors, and the members, at proper times, an account of all his or her transactions as Treasurer and of the financial condition of AHS. The Treasurer shall be responsible for preparing and filing such financial reports, financial statements and returns as may be required by law. The Corporate Treasurer shall conduct all AHS business and transactions in accordance with the Treasury Operating Procedures, as adopted by the Board of Directors. The Corporate Treasurer shall serve a two-year term.

6.0 RESIGNATIONS AND VACANCIES

6.1 Resignations. Any officer, director, or committee member may resign from his or her office at any time by written notice delivered to AHS. Any such resignation will be effective upon its receipt by AHS unless some later time is therein fixed, and then from that time. The acceptance of a resignation will not be required to make it effective.

6.2 Vacancies. If the position of any officer, director, or committee member of the Corporate Board becomes vacant by reason of his or her death, resignation, disqualification, removal or otherwise, the Corporate Board of Directors may choose a successor to hold office for the unexpired term; provided, however, the Chapter representation on the Board of Directors shall be maintained. Further, chapters shall be authorized to fill their own vacancies in elected or appointed positions including officer, director or committee members.

7.0 ANNUAL DUES

7.1 Amount of Annual Dues. The amount of annual dues shall be set by the Corporate Board of Directors, and shall remain in effect until further modified.

7.2 Payment. The annual dues are payable in the month of January each year, and shall be paid to the Corporate Treasurer. A notice of dues renewal will be mailed to each member during the month of December each year by the Corporate Treasurer. Memberships of non-renewing members shall be terminated effective March 31st of each year.

8.0 CORPORATE TREASURY

8.1 AHS Corporate Treasury. The AHS Corporate Treasury will: receive all monies from membership dues, donations, and AHS sponsored events; be responsible for all financial obligations of AHS including operating expenses; disburse funds from AHS Treasury to each chapter based on Board approval of an annual budget submitted by each chapter; be responsible for financial revenues and

expenses associated with events sponsored by AHS in conjunction with other entities, based on Corporate Board approval; finance preparation and distribution of the AHS Newsletter and Annual Report; and establish subsidiary treasuries and disburse funds for other AHS sponsored events as approved by the Board of Directors prior to the event. The AHS Corporate Treasury can loan funds to each chapter based on approval by the Corporate Board of Directors.

The AHS Corporate Treasury may establish, and shall oversee and be responsible for, all accounts, funds and financial obligations of subsidiary treasuries, including chapter treasuries, symposium or other meeting treasuries, or any other treasuries which may be formed by direction of the Board of Directors or while conducting the normal and lawful business of AHS. All subsidiary treasuries operate at the will and direction of the Board of Directors and the Corporate Treasury. The AHS Corporate Treasury, and all subsidiary treasuries, will operate in accordance with the Treasury Operating Procedures. The Treasury Operating Procedures are adopted, and may be amended, by a majority vote of the Board of Directors as they deem necessary.

8.2 Proceeds. The Corporate Treasurer shall ensure that all Corporate revenues are deposited into an AHS account established in a bank or institution approved by the Board of Directors.

9.0 ELECTION PROCEDURES FOR CORPORATE DIRECTORS AND CHAPTER OFFICERS

9.1 Election Frequency. Elections for Arizona Hydrological Society Chapter officers and directors and Corporate Board of Directors shall be conducted annually, on a calendar year basis. Election for Board of Directors, other than Presidents of the individual chapters, shall be on a two-year basis, with staggered terms of office.

9.2 Nomination of Candidates. Individuals may be nominated by any AHS member to fill elective positions for each AHS chapter, including Corporate Directors and chapter officers and directors. To be eligible for nomination, individuals must be current members of AHS. A request for nominations shall be announced in the AHS newsletter. Nominations shall be submitted to any officer of that chapter. Upon receipt of the nominations, the secretary of each chapter shall contact the nominees within their chapter to provide the nominees the opportunity to verify their willingness to accept or otherwise decline the nomination.

9.3 Election. Election of chapter officers and Corporate Directors within each AHS chapter shall be conducted by a vote by mail or secure electronic media. The Chapter Secretary shall prepare a ballot, in advance of the election, for distribution by October 31. The following items shall be sent to each current member of record: a specially-recognizable printed secret ballot together with full instruction for marking and returning the ballot by the required date; and, if desired by the nominee, a brief factual statement which allows each nominee equal opportunity and space to summarize his or her service and qualifications. Special provisions for returning the ballots to the designated official shall not be required. In the event that there is only one nominee for an office, the ballot for that office shall allow members the privilege of voting for “write-in” candidates. A vote can be cast for any person who is an AHS member, even if the individual has not been nominated. Completed ballots postmarked or electronically date-stamped by November 30, shall be accepted. Upon receipt of the ballots, the chapter officers must count the ballots and certify the results of the election. Any candidate that attains a plurality shall be elected. In the event that two or more candidates receive the same number of votes for an elected office, the tie shall be resolved by a coin toss by an AHS chapter officer. If the elected individual declines, the office shall be offered to the individual receiving the second largest number of votes. In the event there is no second place, the chapter board shall appoint an individual to fill the vacant position. Election to an office becomes effective January 1st subsequent to the election. The results of the election, including the total number of votes that were submitted within each chapter and the names of each elected official, shall be

announced at the December member meeting and in the January Corporate newsletter. The number of votes cast for each candidate shall not be announced at the meeting or in the newsletter; however, such information shall be made available to members upon request to the chapter secretary.

9.4 Election Schedule. Requests for nominations shall be announced in the August Corporate newsletter. The nominated individuals shall be announced in the October Corporate newsletter. Ballots shall be mailed to the chapter memberships by October 31. Completed ballots postmarked by November 30 shall be accepted. Elected chapter officers and Directors shall take office on January 1 of the following year.

9.5 Election of Corporate Directors and Officers. Each chapter will elect the respective number of Corporate Directors determined under Section 3.1, and these Corporate Directors in turn will elect the Corporate officers from among themselves by majority vote. New Corporate officers will be elected annually, except for the Corporate Treasurer who will be elected for a two-year term.

10.0 AMENDMENT OF BYLAWS

AHS Bylaws may be altered, amended, supplemented, or repealed, or new Bylaws may be adopted, by a two-thirds majority vote of AHS members voting on any such action.

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