BYLAWS OF THE ARIZONA HYDROLOGICAL SOCIETY

Revised by the AHS Corporate Board, November 2025 through July 2026
Adopted by vote of the AHS Corporate Board and Membership, mm, dd, yyyy

I. NAME, ORGANIZATION, STRUCTURE, AND PURPOSE.

I.1. The name of the organization is the ARIZONA HYDROLOGICAL SOCIETY ("AHS" or the “Society”).

I.2. AHS is incorporated in the State of Arizona as a nonprofit corporation and shall be operated exclusively as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

I.3. AHS is structured as a statewide body governed by a Corporate Board of Directors (“Corporate Board”) and geographically designated Chapters that are governed by Chapter Boards of Directors (“Chapter Boards”). AHS Chapters operate under the authority and with the consent of the Corporate Board. All AHS Chapters and members are governed by these Bylaws. Each AHS member selects a single Chapter with which to affiliate and in whose elections that member is entitled to vote. As described more particularly hereinafter, Chapter members elect (a) Chapter Officers, (b) Chapter Directors (if required by the Chapter for its governance), and (c) Chapter Representatives to the Corporate Board of Directors (“Chapter Representatives”). The Corporate Board includes the Chapter Presidents and Chapter Representatives. The Corporate Board elects Corporate Officers by and among the Corporate Directors. The Corporate Officers form the Executive Committee.

I.4. AHS shall have authority to engage in any and all lawful activities incidental to its purpose as stated in its Articles of Incorporation, as amended, except as otherwise restricted herein.

II. MEMBERSHIP.

II.1. **Membership Criteria.** Membership in AHS is dependent upon an individual (a) having an interest in the AHS mission, and (b) their payment of applicable membership dues. A member in good standing is a member whose dues are current and who is not subject to suspension or termination from the organization. Members who have not paid their membership dues in full by the due date for payment thereof shall not be considered members in good standing and shall not be entitled to the privileges of membership.

II.2. **Membership Dues.** The Corporate Board may determine from time to time the amount of annual membership dues payable by members to AHS. The dues shall be implemented in accordance with Corporate Board-approved policy and procedures.

II.3. **Membership Privileges.** Members in good standing shall have the right to participate in Chapter elections and to vote on such other matters as may be submitted to a vote of the membership in accordance with the provisions of these Bylaws. Members in good standing shall also have the right to attend (after payment of any applicable event fees)

AHS and Chapter symposia, meetings, presentations, trainings, and other functions; to receive newsletters; to access member-only content hosted on any AHS-hosted website; and to enjoy such other member benefits as AHS may establish from time to time.

II.4. Termination/Suspension of Membership. The Corporate Board may, upon recommendation of a Chapter Board, suspend or terminate the membership of any member who becomes ineligible for membership or whose actions, in the Corporate Board's determination, are inconsistent with the Society's purposes. AHS shall follow the procedures set forth in A.R.S. § 10-3621 for membership suspension or termination and, if necessary, the member's appeal of suspension or termination.

II.5. Reinstatement after Suspension or Termination. Upon recommendation of a Chapter Board, the Corporate Board shall reinstate a suspended or terminated membership if it finds reinstatement to be in the best interest of the Society.

II.6. Resignation. Any member may resign by filing a written resignation with the member's Chapter Secretary. Such resignation shall not relieve the member of any financial obligation accrued and unpaid, nor shall it entitle the member to refund of any unexpired membership dues or other fees previously paid to access member-only benefits.

II.7. Reinstatement after Resignation. Upon a written request signed by a former member and recommendation of the Chapter Board, the Corporate Board may reinstate such former member on such terms as the Corporate Board may deem appropriate.

II.8.. Transfer of Membership. Individual membership in AHS is not transferable or assignable. Corporate memberships may be assigned to a successor in interest of the corporate member.

III. MEMBER MEETINGS.

III.1. Annual Member Meeting. An annual meeting of the members shall be held each year at such date and hour and in such location as determined by the Corporate Board for the transaction of any business as may come before the meeting.

III.2. Regular Member Meetings. Regular meetings in addition to the annual meeting of the membership may be held upon the establishment of a schedule and publication of notice by the Corporate Board.

III.3. Special Member Meetings. Special meetings of the members may be called by the Corporate Board, or at the demand of holders of at least ten percent (10%) of the voting power of the Society. Any member request for a special meeting shall be in writing and shall state the purpose(s) for the special meeting. Business transacted at a special meeting shall relate directly to the purpose(s) stated in the meeting notice or shall be germane to those purpose(s) as judged by the meeting chair.

III.4. Place of Member Meeting. The Corporate Board may designate any place within the State of Arizona as the place of meeting for any annual, regular, or special meeting and may choose to permit virtual attendance at such meeting.

III.5. Notice of Member Meetings. Written notice stating the place, day, hour, and purpose of any meeting of members shall be delivered at least ten (10) but not more than sixty (60) days before the meeting date to each member in good standing as determined on the day before the notice is distributed. Any member who fails to receive a notice to which they are entitled shall be deemed to have waived such notice if the member attends the meeting and fails to object at the beginning of the meeting.

III.6. Quorum for Member Meetings. A quorum for a member meeting is reached by the attendance of both (a) two more members than the total number of AHS Corporate Directors and (b) a majority of Corporate Directors. For example, if AHS has nine (9) Corporate Directors, a quorum may be formed either by five (5) Corporate Directors and six (6) other members, or by nine (9) Corporate Directors and two (2) other members. Once a quorum is formed, a member meeting shall maintain that quorum to transact business until the adjournment of the meeting. If a quorum is not present at a meeting, a matter that requires a vote of the membership may not be decided.

III.7. Adding Items to a Member Meeting Agenda. Members shall submit items for discussion at member meetings, including items requiring a vote, following Corporate Board-approved procedures for adding items to the agenda. Any matter submitted to a vote of the members present and eligible to vote at a member meeting shall be decided by a simple majority of the votes cast and matters not submitted pursuant to the Board-approved procedures for adding items to the agenda shall be decided by a two-thirds vote.

III.8. Voting at a Member Meeting.

(a) Entitlement. Each member entitled to vote on a matter presented for vote at a member meeting may cast a single vote except where the member may properly cast a proxy vote.

(b) Proxies. Members entitled to vote may do so by proxy if the proxy is transmitted in writing by the member or the proxy holder to the Corporate President or other meeting chairperson before the vote is closed.

(c) Registration of Votes. After calling a member meeting to order, the Corporate President may require the registration of all active members intending to vote in person and the filing of all proxies with the Corporate Secretary or designee for the meeting. No proxies, or changes, substitutions, or revocations of proxies will be accepted after the announced time for the filing of proxies.

(d) Procedures. Unless otherwise required by these Bylaws or applicable law, any question submitted for a member vote will be resolved by a simple majority. Voting will be conducted by voice vote unless a ballot vote has been properly demanded in accordance with procedures adopted by the Corporate Board.

III.9. Action without a Member Meeting. Any action required to be taken at a meeting of members may be taken without a meeting in accordance with the procedures set forth in A.R.S. Sections 10-3704 or 10-3708.

III.10. Waiver of Irregularities. Informalities and irregularities in any call or notice of a member meeting or in the verification of credentials, proxies, quorums, voting, or similar matters are waived if no member raises an objection to the informality or irregularity during the meeting.

III.11. Open Meetings. Meetings of the membership shall be open to all members.

IV. CHAPTERS.

IV.1. Chapter Organization. AHS presently operates with three chapters representing the Flagstaff, Phoenix, and Tucson regions. The number of Chapters may be increased or decreased only with a two-thirds (⅔) majority vote of the Corporate Directors. The majority vote may be made by currently-seated Corporate Directors, and may exclude a vote(s) by Corporate Director position(s) that are vacant at the time of vote. Every AHS member shall choose a Chapter with which to be affiliated and is entitled to participate in that Chapter's elections. Each Chapter shall be governed by a Chapter Board of Directors (Chapter Board) that includes a President, Vice President, Secretary, Treasurer (each of which is a Chapter Officer and a Chapter Director), and such other Directors as the Chapter prescribes.

IV.2. Chapter Purpose. Chapters are subject to these Bylaws and may engage in any activity consistent with AHS's purpose as stated herein. The primary purpose of the Chapters is holding educational, professional development, student outreach, and professional networking events. Subject to the approval of the Corporate Board, Chapters may assume primary responsibility for organizing and facilitating AHS symposia and other Society-wide events.

IV.3. Chapter Budget. No later than January 31 of each year, each Chapter Board shall submit for Corporate Board approval an annual operating budget for the remainder of the calendar year that ensures all Chapter operating expenses will be satisfied with Chapter funds except as otherwise approved by the Corporate Board.

IV.4. Chapter Responsibility and Authority. A Chapter's affairs shall be exercised under the direction of its Chapter Board and each Chapter shall determine the composition of its Board aside from the required Chapter Officers. Chapter Boards are responsible for directing and overseeing Chapter activities, including day-to-day operations. Chapter Boards are responsible for maintaining a Chapter Treasury that is a subsidiary of the Corporate Treasury and may assess member and nonmember fees to participate in Chapter activities. Chapter Presidents and Vice Presidents (and such others as are designated by that Chapter's governing authorities) may obligate the Society to the extent of funds available in their respective Chapter's Treasury or to such further extent as is approved by the Corporate Board.

IV.5. Chapter Elections. Chapters shall conduct elections on a schedule set annually by the Corporate Board to seat Chapter Officers, Chapter Representatives, and Chapter Directors (if any) by the end of each calendar year.

(a) Each Chapter shall elect annually four Chapter Officers (President, Vice President, Secretary, and Treasurer) and as many Directors as the Chapter prescribes.

(b) In addition:

- **(1)** Flagstaff Chapter shall elect one (1) Chapter Representative every two years.
- **(2)** Phoenix Chapter shall elect two (2) Chapter Representatives in even-numbered years and one Chapter Representative in odd-numbered years.
- **(3)** Tucson Chapter shall elect one (1) Chapter Representative annually.

IV.6. Chapter Election Procedures.

(a) Nominations. Any Chapter member in good standing may be nominated by any other Chapter member to fill a Chapter elected position. AHS will publish a request for nominations no less two (2) months before the date selected by the Corporate Board for the election with instructions and a deadline for submitting nominations.

(b) Verification of Nominees. Each Chapter Secretary shall verify their Chapter's nominees are members in good standing and are willing to accept the nomination. If a nominee is not a member but becomes a member within five (5) days of the Chapter Secretary's inquiry, the nomination shall proceed. If the nominee is not a member on the sixth day after the Chapter Secretary's inquiry or is unwilling to accept the nomination, the nominee shall not appear on the ballot.

(c) Preparation of Ballots. Each Chapter Secretary shall prepare a ballot listing the Chapter's verified nominees and providing members the option to vote for write-in candidates of their choosing. The ballot shall not allow cumulative voting (i.e., voting for a single candidate for the same office multiple times on the same ballot.) Each Chapter's ballot shall be reviewed and approved by the Corporate Board before distribution.

(d) Distribution of Ballots. The ballot as provided by each Chapter's Secretary shall be distributed to each Chapter's members eligible to vote in the election. The record date for determining Chapter members' entitlement to vote is the day before the ballots are distributed.

(e) Verification of Votes. Only Chapter members in good standing shall have the ability to cast votes in an election or be elected.

(f) Elected Individuals. Any candidate who is a member in good standing on the day before the ballots are distributed and who attains a plurality of votes for a given office shall be elected. If two or more candidates receive the same number of votes for a single office, the tie shall be resolved by a coin toss conducted by a Chapter Officer. If an elected individual declines the office, the individual who received the next highest number of votes for that office shall be elected.

(g) Publication of Results. The election results, including the names of elected individuals and the total number of votes submitted by members of each Chapter (but not the number of votes received by elected individuals), shall be published within thirty (30) days after the close of voting.

IV.7. Chapter Officer Roles and Responsibilities.

(a) Chapter President. The Chapter President shall be the chief executive officer of the Chapter and shall: (i) provide information and recommendations to the Chapter Board regarding supervision and coordination of the Chapter's business and affairs; (ii) chair Chapter Board meetings; (iii) sign official documents as required by the law or the Chapter Board; (iv) act as the primary liaison between the Chapter and the Corporate Board; and (v) perform any additional duties as prescribed by these Bylaws, or the Chapter or Corporate Boards.

- **(b) Chapter Vice President.** The Chapter Vice President performs such duties as may be designated by the Chapter or Corporate Board or assigned by the Chapter President. If the Chapter President is absent or unable to act, the Chapter Vice President assumes the powers and authorities of the Chapter President until the Chapter President resumes the duties of their office. The Chapter Vice President shall also perform any additional duties as prescribed by these Bylaws, or the Chapter or Corporate Boards.
- **(c) Chapter Secretary.** The Chapter Secretary shall be the parliamentarian of the Chapter Board and shall ensure meetings are conducted in accordance with procedures adopted by the Chapter Board. The Chapter Secretary shall also: (i) maintain minutes of all Chapter meetings where Chapter business is conducted; (ii) verify all votes are cast by Chapter members in good standing entitled to vote in Chapter elections; (iii) ensure proper notice of all meetings and Chapter Board actions is provided in compliance with these Bylaws; (iv) sign official documents as required by law or the Chapter or Corporate Board; (v) ensure that Chapter election results are provided to the Chapter membership; (vi) advise the Chapter Board on compliance with these Bylaws; (vii) cooperate with the Corporate Secretary as required; and (viii) perform any additional duties as prescribed by these Bylaws, or the Chapter or Corporate Boards.
- **(d) Chapter Treasurer.** The Chapter Treasurer shall: (i) ensure books of account consistent with standard accounting practices are maintained for the Chapter; (ii) deliver a financial report to the Chapter Board at least quarterly each year; (iii) assist the Corporate Treasurer as required to ensure completion of required reporting and audits, if any; (iv) ensure Chapter compliance with the approved Chapter operating budget; (v) sign official documents as required by law or the Chapter or Corporate Board; (vi) ensure all Chapter financial transactions conform to the Treasury Operating Procedures, as adopted by the Corporate Board; and (vii) perform any additional duties as prescribed by these Bylaws, or the Chapter or Corporate Boards.

IV.8. Tenure. Chapter Officers and Directors shall serve one-year terms and Chapter Representatives shall serve two-year terms. All terms begin on the first day of January of the year following the election in which the individual is elected. Directors serve annual terms but may be reelected by Chapter members to serve successive terms. There shall be no limit on the number of terms in which any individual may serve as a Chapter Director.

IV.9. Chapter Board Meetings. Chapter Boards shall meet in accordance with the same procedures set forth for meetings of the Corporate Board in Article V of these Bylaws.

V. CORPORATE BOARD OF DIRECTORS.

V.1. General Powers. The Corporate Board shall direct the affairs of the Society, including receiving and accounting for funds from membership dues, donations, gifts, and participation fees for symposia and other AHS-hosted events. As approved by the Corporate Board, these funds shall satisfy all AHS financial obligations, including operating expenses, support of Chapter operations (including loans to Chapters), and support of AHS Foundation activities that align with the AHS purpose.

V.2. Number of Directors. AHS shall have nine (9) Corporate Directors: the Flagstaff Chapter President plus one (1) Flagstaff Chapter Representative; the Phoenix Chapter

President plus three (3) Phoenix Chapter Representatives; and the Tucson Chapter President plus two (2) Tucson Chapter Representatives. However, the addition or reduction of Chapters shall result in a new allocation of Director positions across the Chapters, such that each Chapter is represented by its Chapter President and the Corporate Board composition reflects Chapter membership. A new allocation of the Corporate Director positions shall require the approval of a two-thirds (⅔) majority of the current Corporate Directors.

V.3. Tenure. Each Chapter President shall serve a one (1) year term as a Corporate Director, which term is coterminous with his or her Chapter President term. Each Chapter Representative shall serve a term of two (2) years. Every Corporate Director serves until a successor is elected and duly qualified, subject to the individual's earlier death, resignation, removal, or disqualification. Corporate Directors may serve successive terms if reelected by their Chapter's members. There shall be no limit on the number of terms an individual may serve as a Corporate Director.

V.4. Contracts for Support Services. The Corporate Board may approve contracts with one or more independent contractors to perform support services such as, but not limited to, bookkeeping, income tax preparation, and independent financial audit; legal counsel; election support; creating, updating, and managing member contact information, event registration, meeting notices, an organizational website, social media accounts, member newsletters, and quarterly reports on membership engagement; and assisting with special projects requiring technical skills (e.g., website design). As directed by their contract and the Corporate Board, contractors may attend and participate in Corporate Board meetings as technical experts or clerical assistants, but may not cast votes or otherwise act as a Corporate Director.

V.5. Regular Meetings; Notice. The Corporate Board shall hold at least four (4) regular meetings each year. Regular meetings shall take place at dates and times and in locations determined by the Corporate Board but one meeting shall be held as soon as practical following the election of any new Corporate Director. Notice of the time, place, and agenda for regular Corporate Board meetings shall be given in writing to each Corporate Director at least seven (7) days prior to the meeting date.

V.6. Special Meetings; Notice. Special meetings of the Board may be called by the Corporate President or a simple majority of the Corporate Directors. Notice of a special meeting of the Corporate Board shall be given at least two (2) days in advance. A Corporate Director shall be deemed to have waived notice if they had actual knowledge of a meeting and failed to object to insufficient notice at or prior to the meeting.

V.7. Manner of Attendance. Corporate Board members may attend meetings to conduct business in person, telephonically, via videoconference, or in any other manner so long as all participants can hear and participate in discussions. Any such manner of appearance shall constitute attendance for the formation of a quorum and casting a vote.

V.8. Quorum of Corporate Directors. A majority of the current Corporate Directors shall constitute a quorum at any meeting of the Corporate Board. Once a quorum is formed, the Corporate Board shall maintain that quorum to transact business until the adjournment of the meeting, as agreed to by the quorum. If less than a quorum is present at said meeting, no matter requiring a vote of the Corporate Board may be decided.

V.9. Manner of Acting. The act of the majority of the Corporate Directors present at a meeting at which a quorum has been formed shall be the act of the Corporate Board, unless an act of a greater number is required by law or these Bylaws.

V.10. Presumption of Assent. A Corporate Director who is present at a Corporate Board or committee meeting where action is taken on a matter shall be presumed to assent to the action unless the Corporate Director (a) objects to the action during the meeting and their dissent is entered in the meeting minutes, or (b) files a written dissent with the Corporate Secretary within two (2) business days after meeting adjournment. After voting in favor of an action, a Corporate Director may not later object to the action absent evidence that relevant negative information was knowingly withheld during the meeting that otherwise would have caused the Director to vote against it.

V.11. Compensation. Corporate Directors shall not receive any compensation from AHS for their services. By resolution of the Corporate Board, however, the expenses of attendance for one or more Corporate Directors may be waived for attendance at an AHS function for which the Corporate Director(s) contributed substantial time to plan and organize.

V.12. Action without Meeting. Any action required to be taken at a meeting may be taken without a meeting if consent in writing setting forth the action to be taken shall be signed by all the Corporate Directors. Such consent shall have the same force and effect as a unanimous vote of the Corporate Directors. The written consent or consents shall be filed with the minutes of the Corporate Board.

V.13. Conflicts of Interest. Upon acceptance of election as a Corporate Director, any Corporate Director who has a financial interest that might affect their vote on AHS business shall identify the nature of the interest. Any Corporate Director having a conflict of interest with respect to any item of business to be voted upon shall state the nature of the possible conflict and refrain from voting. Any Corporate Director who is uncertain whether a conflict of interest may exist in any matter may request the Corporate Board to resolve the question by majority vote. The vote of any Corporate Director failing to declare a conflict may be challenged immediately after the vote is taken and the existence or non-existence of the conflict shall be resolved by a vote of a majority of the Corporate Directors present other than the challenged and challenging Corporate Directors.

VI. CORPORATE OFFICERS.

VI.1 Officer Positions. The Corporate Officers of the Society shall be the Corporate President, Corporate Vice-President, Corporate Secretary, and Corporate Treasurer. Officers shall be elected by and among the Corporate Directors on a majority vote basis during the first Corporate Board meeting after the completion of Chapter elections. Corporate Officers must be current Corporate Directors. The Corporate President, Vice President and Secretary all serve one (1) year terms. The Corporate Treasurer shall serve a two (2) year term. All terms begin immediately upon the Corporate Officer election and end upon the election of new Corporate Officers.

VI.2. Corporate Officer Duties. Duties of the Corporate Officers shall be as follows:

(a) Corporate President. The Corporate President shall be the principal executive officer of the Society and shall provide information and recommendations to the

Corporate Board regarding the supervision and coordination of the business and affairs of AHS. The Corporate President shall (i) chair all Corporate Board, Executive Committee, and Member meetings; (ii) appoint a Chair for any ad hoc committee formed by the Corporate Board; (iii) enter into any contract or execute and deliver any instrument in the name of or on behalf of AHS; (iv) sign other official documents as required by law or by the Corporate Board; and (v) perform any additional duties prescribed by these Bylaws or the Corporate Board.

(b) Corporate Vice President. The Corporate Vice President shall (i) perform such duties as designated by the Corporate Board or as assigned or delegated by the Corporate President; (ii) assume the Corporate President's duties and authorities at any time the Corporate President is absent or unable to act; (iii) represent AHS as a Director of the Arizona Hydrological Society Foundation, an Arizona nonprofit corporation organized and operated as a scientific, charitable, educational, or literary organization under Section 501(c)(3) of the Internal Revenue Code ("AHS Foundation"); and (iv) perform any additional duties prescribed by these Bylaws or the Corporate Board

(c) Corporate Secretary. The Corporate Secretary shall serve as parliamentarian of the Corporate Board and shall ensure that meetings are conducted in accordance with procedures adopted by the Corporate Board. The Corporate Secretary shall (i) maintain minutes of all Member, Corporate Board, and Executive Committee meetings, including written consents provided in lieu of a meeting; (ii) maintain a master registry of all members in good standing entitled to vote in AHS elections; (iii) ensure proper notice of all meetings and Corporate Board actions is provided in compliance with these Bylaws; (iv) advise the Board on compliance with the Bylaws; (v) sign official documents as required by law or by the Board; and (vi) serve on the Executive Committee.

(d) Corporate Treasurer. The Corporate Treasurer shall (i) ensure books of account consistent with standard accounting practices are maintained for the Society, including the Chapter Treasuries and other subsidiary treasuries; (ii) deliver a report at each meeting of the Corporate Board and ensure financial information is presented at general membership meetings; (iii) ensure performance of proper federal, state, and any other reporting as may be required; (iv) ensure compliance with the Corporate Board approved operating budget; (v) enter into any contract or execute and deliver any instrument in the name of or on behalf of AHS; (vi) sign official documents as required by law or by the Corporate Board; (vii) ensure all Corporate financial transactions conform to the Treasury Operating Procedures, as adopted by the Corporate Board; and (viii) perform any additional duties prescribed by these Bylaws or the Corporate Board.

VII. COMMITTEES.

VII.1. Standing and Ad Hoc Committees. The Corporate Board may establish committees to assist in carrying out the purposes of the Society. The purpose of each committee shall be consistent with the overall AHS mission, goals, and philosophy and the work of each committee shall be consistent with the work, needs, and purpose of the organization as a whole. All committees shall act in accordance with Corporate Board-approved policies.

VII.2. Executive Committee. The Executive Committee, comprised of the Corporate Officers, shall be a standing committee. The Executive Committee has authority to act on daily requests from members, Chapters, and outside entities in any manner that is consistent with prior Corporate Board decisions and approved procedures as reflected in meeting minutes or other recorded Corporate Board communications. Any matter outside of prior Corporate Board decisions must be presented to the Corporate Board for direction.

VII.3. Ad Hoc Committee Formation. The Corporate Board may activate an ad hoc committee by adopting a resolution with a majority vote of the Corporate Board present at a meeting where the matter is considered. The committee shall be vested with such powers as the Corporate Board may grant in the resolution for the purpose of addressing a specific item or task affecting the business and affairs of the Society.

VIII. RESIGNATIONS, REMOVALS, AND VACANCIES OF CORPORATE AND CHAPTER DIRECTORS AND OFFICERS

VIII.1. Resignation. A Corporate Director or Officer may resign from office by delivering written notice to the Corporate Secretary. A Chapter Director or Officer may resign by delivering written notice to their Chapter Secretary. Such a resignation is effective upon receipt unless a later date is set in the notice. Formal acceptance of a resignation is not required.

VIII.2. Removal. The Corporate Board or any Chapter Board may remove a Director for cause by a two-thirds vote of the applicable Board. The Corporate Board or any Chapter Board shall first provide the Director with written notice of the grounds for their pending removal, and may first offer an opportunity for a specified period of time to improve their performance.

VIII.3. Absences. The Corporate Board or any Chapter Board may find cause to remove a Director who has unexcused absences from three regular or special meetings of the applicable Board in a calendar year.

VIII.4. Appointments to Fill Chapter Board Vacancies. In the event of a resignation, vacancy, or removal of a Chapter Officer, Director, or Representative, or if a Chapter fails to elect individuals to fill all vacant offices, the Chapter Board shall appoint Chapter members to fulfill each vacant position for the remainder of that position’s current term. If a Chapter Board fails to fill all vacancies, the Corporate Board shall do so.

VIII.5. Procedure for Filling Corporate Board Vacancies. If a Corporate Officer resigns or otherwise leaves office but remains a Corporate Director, the Corporate Board shall select a replacement Corporate Officer from among its ranks on a majority vote basis. If the Corporate Officer leaves the Corporate Board altogether, the departing Corporate Officer’s Chapter Board shall appoint a replacement Chapter Representative and the Corporate Board shall select a replacement Corporate Officer from among its replenished ranks on a majority vote basis.

IX. CONTRACTS, LOANS, CHECKS/DRAFTS, DEPOSITS, AND GIFTS.

IX.1. Contracts. The Corporate Board may authorize any Corporate Officer or agent in addition to the Officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of or on behalf AHS. Such authority may be general or confined to specific instances.

IX.2. Loans to Directors and Officers. AHS shall not lend any money or property to or guarantee the obligation of any Director or Officer; provided, however, that AHS may advance money to a Corporate Director or Officer for expenses reasonably anticipated to be incurred in the performance of their duties if that Director or Officer would be entitled to reimbursement for such expenses by AHS.

IX.3. Checks and Drafts. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of AHS, shall be signed by such Officer or agent of AHS and in such manner as shall from time to time be determined by resolution of the Corporate Board. In the absence of such determination by the Corporate Board, such documents shall be signed by the Corporate Treasurer.

IX.4. Deposits. All AHS funds shall be deposited to the credit of AHS in such banks, trust companies, or other depositories as the Corporate Board or its duly authorized agents may select.

IX.5. Gifts. The Corporate Board may accept on behalf of AHS any contribution, gift, or bequest for the general or special purposes of AHS.

X. ACCOUNTING AND RECORDS. AHS shall keep accurate and complete books and records of accounts, and shall keep minutes of the proceedings of its members, boards, and committees having the authority of the Corporate Board. Each Chapter shall maintain a record of the names and addresses of its members who are entitled to vote. Financial, proceedings, and membership records shall be maintained on file in accordance with applicable law and regulations.

XI. FISCAL YEAR. The fiscal year shall begin on the first day of January and end on the last day of December each year.

XII. INDEMNIFICATION.

XII.1. Right to Indemnity. To the fullest extent permitted by law, AHS shall indemnify each of its present or former Corporate and Chapter Directors and Officers against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceedings or any threatened proceedings (hereinafter "proceeding" includes any threatened proceeding) arising by reason of the fact that any such person is or was a Corporate or Chapter Director or Officer of AHS; provided that the Corporate Board determines the person was acting in good faith and believed they were acting in the best interest of the Society and, in the case of a criminal proceeding, the person had no reasonable cause to believe their conduct was unlawful. Payments authorized hereunder include amounts paid and expenses incurred in settling any such proceeding. The foregoing does not apply to any proceeding specifically excluded by law, which includes actions brought by or in the right of AHS and certain actions alleging self-dealing or breach of any duty relating to assets held in charitable trust.

XII.2. Insurance. AHS shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Corporate and Chapter Officers, Directors, members, employees, and other agents, against any liability asserted against or incurred by any

Officer, Director, member, employee, or agent in such capacity or arising out of the Officer's, Director's, employee's, or agent's status as such.

XIII. AMENDMENTS.

XIII.1. Introduction. Any member may propose amendments to these Bylaws. Such amendments shall be submitted to the Corporate Board for consideration.

XIII.2. Approval. An amendment of these Bylaws (including their repeal and the adoption of new bylaws) is effective only upon approval by a two-thirds (⅔) majority vote of the current Corporate Directors.

XIV. OTHER MATTERS

XIV.1. Severability. If a court of competent jurisdiction holds any section, paragraph, sentence, or word of these Bylaws to be unlawful, invalid, or unenforceable in whole or in part for any reason, the enforceability of the remaining sections, paragraphs, sentences, and words in the Bylaws remain in full force and effect.

XIV.2. No Conflict. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Arizona Nonprofit Corporation Act shall govern the construction of these Bylaws. In the event of a direct conflict between the provisions of these Bylaws and AHS's Articles of Incorporation (the "Articles") as filed with the Arizona Corporation Commission (the "ACC"), the Articles will control.

CERTIFICATE OF SECRETARY

I hereby certify that I am the duly elected and acting Secretary of the Arizona Hydrological Society, an Arizona nonprofit corporation, and that the foregoing Bylaws constitute the bylaws of said Corporation as duly adopted by the Board of the Corporation on [date] and approved by the members on [date].

IN WITNESS WHEREOF, I have hereunto subscribed my name this dd of mm, 2026.

______________________________________, Secretary

Executed at [address]: