

**BYLAWS
OF
The Northern California Chapter of The Explorers Club
A CALIFORNIA PUBLIC BENEFIT CORPORATION**

ARTICLE I: NAME

The name of this organization shall be The Northern California Chapter of The Explorers Club.

ARTICLE II: OBJECTIVES AND PURPOSES

The Explorers Club (“The Club” or “Club”) is a New York Not-for-Profit Corporation. It is a multidisciplinary professional society dedicated to the advancement of field research, scientific exploration, resource conservation, and the ideal that it is vital to foster the spirit of exploration. The Club serves to encourage education, public service, and scientific exploration of the land, sea, air, and space. The Club provides a common bond and meeting point, both physical and virtual, for explorers and field scientists worldwide. The Northern California Chapter (“the Chapter” or “Chapter”) of The Explorers Club is organized as a Chapter of The Club under the Bylaws of The Club to promote and support the goals and activities of The Club and to serve the needs of its local members primarily within a geographic area as assigned by The Club.

The general and specific purposes for which the Northern California Chapter of The Explorers Club is organized are the following: to support and promote general exploration, in particular that of its local members; to attract and promote young and future explorers, to sponsor educational programs and educational facilities that promote exploration and inform local members; to foster interest in exploration and scientific research through lectures, publications, conferences, and financial grants; and to otherwise generally assist those interested and engaged in exploration and scientific research from the Chapter’s geographic area.

ARTICLE III: POWERS AND GOVERNING DOCUMENT

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Chapter Board (“Chapter Board” or “Board”) of Directors (“Directors”). These Bylaws are the governing document of the Chapter and both replace and supersede any previously formulated Articles of Procedure for the Chapter.

ARTICLE IV: DUTIES OF DIRECTORS

It shall be the duty of the Directors to: (a) perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these bylaws, (b) appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation, (c) supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly, (d) meet at such times and places as required by these bylaws, and (e) register their addresses with the secretary of the corporation and notices of meetings mailed or electronically transmitted to them at such addresses shall be valid notices thereof.

ARTICLE V: FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the first day of July and end on the last day in June in the following year.

ARTICLE VI: CHAPTER MEMBERS

Section 1.0 General. Membership in the Northern California Chapter of The Explorers Club shall be open to all persons who meet the qualifications of The Club for membership set forth in Sections 3 and 4 of The Club Bylaws, as determined by the Board of Directors of The Explorers Club ("Club Board").

Section 2.0 Chapter Members. Members of The Club are automatically recognized as members of the Chapter if they are assigned by The Club to the geographic region of the Northern California Chapter. Members of The Club who have been assigned by The Club to other geographic regions may become members of the Chapter upon payment of Chapter Member dues as determined by the Chapter Board.

Section 3.0 Chapter Honorary and Chapter Emeritus Members. Persons eligible for Chapter Honorary or Chapter Emeritus Membership shall be current or emeritus members of The Club who have rendered eminently distinguished services to the Chapter. They shall have the privileges of Chapter Members, although they shall be exempt from payment of any required Chapter Annual dues.

ARTICLE VII: NON-MEMBER CHAPTER PARTICIPANTS

The non-member participants of the Chapter shall consist of the following classifications:

Section 1.0 Chapter Sirdars. Individuals who express an interest in the purposes of The Club but who may not yet be qualified for or desirous of membership in The Club may participate in the activities of the Northern California Chapter by making application, being approved, and paying dues. Such non-member participants shall be identified by the term "Chapter Sirdar" or "Sirdar". Persons eligible for the Sirdar class shall be individuals who evidence an interest in some field of scientific exploration and the furtherance of scientific knowledge of the world. Evidence of such interest and activities must be set forth in an application for participation. Sirdars shall have such rights and privileges as the Chapter Board may from time to time direct, but in no event shall they have the right to vote or hold any office in the Chapter, nor shall they have the rights and privileges as granted to Club Members by The Explorers Club.

Unless otherwise provided for in these Bylaws, Chapter Sirdar candidates shall submit an application for participation to the Chapter and must have a sponsor who is a member of The Club. The Chapter Chair or his or her designate shall review and approve the applicant. The Chapter Board of Directors shall have the right, but not the obligation, to review and approve or reject the application based on the merits of the applicant.

Section 2.0 Chapter Corporate Supporters. The Chapter Board may specify corporate entities to be identified as Chapter Corporate Supporters. Chapter Corporate Supporters shall have such rights and privileges as the Chapter Board may from time to time direct, but in no event shall they have the right to vote at any regular or special meeting of the membership or have any other privilege associated with membership in The Club. Chapter Corporate Supporters are individuals or organizations which may desire to directly support the local chapter in addition to any support given to The Club.

Section 3.0 Additional Classes. The Chapter Board of Directors may create additional classes of nonvoting participants. The Chapter Board of Directors shall determine the qualifications, rights, and privileges of such participation by appropriate resolution.

ARTICLE VIII: GENERAL OPERATION OF THE CHAPTER

Section 1.0 Voting Rights of Members. Any member of the above classes in good standing, except for Chapter Sirdars and Corporate Supporters, shall be entitled to vote in person, or by Chapter Board approved written or electronic means, as provided by these Bylaws and the laws of the State of California.

Section 2.0 Dues. The annual dues of the Chapter shall be as described herein.

Section 2.1 Annual Dues for Chapter Members. The annual Chapter dues for Chapter Members shall be fixed by the Chapter Board of Directors and may be changed from time to time at the discretion of the Chapter Board. The Chapter Board may, at its discretion, specify that dues for any particular class of Chapter Member be either required ("paying members") or voluntary. The annual dues for the following year of all paying members shall become due and payable in advance on or before the date specified by a resolution of the Board.

Section 2.2 Annual Dues for Chapter Sirdars and Other Classes. The annual dues for Chapter Sirdars and other classes shall be fixed by the Chapter Board, and may be changed from time to time at the discretion of the Chapter Board. The Chapter Board may, at its discretion, specify that dues for any particular class be either required ("paying participant") or voluntary. The annual dues for the following year of all paying participants shall become due and payable in advance on or before the date specified by a resolution of the Board.

Section 2.3 Failure to Pay Dues. Any Chapter Member or participant of any other class who fails to pay any required dues to the Chapter within sixty days after the obligation becomes due may be suspended from all privileges of the Chapter until such indebtedness has been paid in full, unless otherwise determined by an appropriate resolution by the Chapter Board. Any such suspended Chapter Members or other participant class may have their class privileges suspended at discretion of the Chapter Board. The Chapter Board may, for good and sufficient reasons, extend the time for making any payment by said class member for a reasonable period. Participants of any class who are dropped for nonpayment of dues may apply for reinstatement. Suspension or termination of any Chapter privileges enjoyed by paying members is not in any way associated with nor does it reflect upon their membership status in The Club.

Section 2.4 Power to Waive Dues. The Chapter Board of Directors shall have the power to waive the current dues of any member who is engaged in actual exploration, or for any other cause deemed appropriate by the Chapter Board.

Section 3.0 Meetings.

Section 3.1 Annual Meeting. An Annual Business Meeting of the Chapter for the election of Officers and Directors for the following year and for the transaction of such other business as may properly come before the members shall be held on a day to be determined by the Chapter Directors not later than the last meeting of each fiscal year. A member meeting other than the Annual Business Meeting shall be held whenever called by the Chair, a majority of the Directors, or by written demand to the Secretary of twenty percent of the members eligible to vote. The Secretary upon receiving the written demand shall promptly give notice of such meeting as provided below, or, if the Secretary fails to do so within 15 business days thereafter, any member signing such demand may then give notice.

Section 3.2 Notice of Meetings. Notice of the place, date, and hour of any meeting shall be given to each member entitled to vote at such meeting by publication in the Chapter Newsletter and/or by other electronic means at least fifteen days before the date of the meeting. Notice of the Annual Business Meeting shall set forth the names of the nominees for election as Directors and/or Officers of the Chapter, and summaries of all other matters to be voted upon at the meeting, including any matters that the Chapter Board desires to present to the membership. No matter not so summarized in the notice of the meeting shall be considered at the meeting.

Section 3.3 Quorum. One-tenth of the total number of votes entitled to be cast shall constitute a quorum at any Annual Business Meeting. No voting shall occur unless a quorum is present.

Section 3.4 Organization. The Chairperson of the Chapter shall preside at all meetings of the members or, in the absence of the Chairperson, the Vice Chairman. Should neither be available another officer or member of the Chapter as appointed by the Chairperson shall preside. The Secretary of The Chapter shall act as Secretary at all meetings of the members.

Section 3.5 Voting. At any meeting of the members at which a quorum is present, each Chapter Member eligible to vote, in person, or by proxy if proxy voting is authorized by the Chapter Board, shall be entitled to one vote.

Section 3.6 Action by the Members. Except as otherwise provided by statute or by these Bylaws, any action authorized by a majority of the votes cast at a meeting of members at which a quorum is present shall be the act of the members.

Section 3.7 Special Actions Requiring Vote of Members. The following actions shall not be valid without the required numbers of eligible votes cast: (a) a plurality of the votes cast at a meeting of the Chapter Members is required for the election of Directors; (b) a majority of the votes cast at a meeting of the members is required for any amendment to the Certificate of Incorporation, these Bylaws, or a petition for judicial dissolution; (c) two-thirds of the votes cast at a meeting of the members is required for disposing of all, or substantially all of the assets of the Chapter, acquisition or disposition of any real property of the Chapter, approval of a plan of merger, authorization of a plan of non-judicial dissolution, or revocation of a voluntary dissolution proceeding.

Section 4.0 Resignations. Any member may resign from the Chapter provided that he or she notifies an Officer of the Chapter of his or her intention to resign. The Board of Directors may at its discretion reinstate such resigned member upon payment of any required dues for the full year in which the reinstatement becomes effective.

ARTICLE IX: OFFICES

The Chapter may have offices at such other places as the Board may from time to time determine or the business of the Chapter may require.

ARTICLE X: BOARD OF DIRECTORS

Section 1.0 Powers and Duties. The Chapter Board of Directors shall have general power to control and manage the affairs and property of the Chapter subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and these Bylaws.

Section 1.1 Mandatory Duties. The Chapter Board shall oversee the accounting and financial reporting processes of the Chapter and any required audit of the Chapter's financial statements.

Section 1.2 Other Duties. The Board may: (a) appoint and discharge advisors and consultants who have skills necessary or helpful to the Chapter; (b) employ and discharge persons for the furtherance of the purposes of the Chapter; and (c) exercise all other powers necessary to manage the affairs and further the purposes of the Chapter in conformity with the Certificate of Incorporation and these Bylaws.

Section 2.0 Number. There shall be a minimum of three Directors. The Chairperson of the Chapter shall be a Director. At least two Directors shall be elected by the Chapter's membership ("member-elected Directors"). All former Chapter Chairpersons who meet the requirements of Section 3.0 shall also be Directors unless they choose to abstain from service as a Director. Any such abstention shall, at minimum, remain in effect during the balance of the fiscal year in which the abstention was declared.

Section 3.0 Qualification for Directors. Each Director shall be a member of The Club in good standing and at least 18 years of age. Each Director shall annually affirm that he or she has read these bylaws and will abide by the requirements contained therein, the Conflict of Interest Policy (Article XVIII), and the Confidentiality and Transparency Policy (Article X Section 18.0).

Section 4.0 Term of Office. The member-elected Directors shall hold office for a term of three years, provided that they maintain the qualifications in Article X Section 3.0 and any other requirements specified in these bylaws.

Section 5.0 Appointed Directors. The Board may appoint up to two additional Directors by a vote of the majority of the entire Board at the Annual Meeting of the Board. The Directors so appointed shall serve for a term of one year.

Section 6.0 Term Limitations. No member-elected Director, upon completion of six consecutive years as a Director, shall be eligible for re-election, appointment to a vacancy, or appointment as Director until one year has lapsed subsequent to the termination of the sixth consecutive year. No appointed Director, upon completion of three consecutive years as a Director, shall be eligible for re-election, appointment to a vacancy, or appointment as Director until one year has lapsed subsequent to the termination of the third consecutive year.

Section 7.0 Board Chair. The Board may, by vote of the majority of the entire Board, elect or appoint a Chair of the Board from among the voting Directors. No current Chairperson of the Chapter shall serve as Chair of the Board. The Board shall determine the duties, rights, and privileges of the Chair by appropriate resolution prior to the date of election of a Board Chair.

Section 8.0 Removal by Directors. Any Director may be removed at any time for cause by a two-thirds vote of the Directors then in office at a regular meeting of the Board or at a special meeting of the Board called for that purpose, provided that at least three weeks' notice with written charges is given to the entire Board and provided further that the Director subject to removal proceedings is afforded an opportunity not less than three weeks after such notice is sent to attend a meeting of the Board and present a defense to the charges made. If a Director shall not attend three consecutive meetings of the Board, such Director shall automatically cease to be a Director upon the adjournment of the third of such meetings unless or until the Board, by a majority vote of the entire Board, votes to waive the operation of this Section or to reinstate such Director.

Section 9.0 Removal by Members. Any Director may be removed at any time with or without cause by a vote of a majority of the Chapter's members at an Annual Business Meeting or a Special Member Meeting called for that purpose, provided the affirmative votes cast in favor of removal shall be at least equal to the minimum number of votes necessary to constitute a quorum. Blank votes or abstentions shall not be counted in the number of votes cast.

Section 10.0 Resignation. Any Director may resign from the Board at any time. Such resignation shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Chapter Chairperson. The acceptance of a resignation by the Board shall not be necessary to make it effective, but no resignation shall discharge an accrued obligation or duty of a Director.

Section 11.0 Vacancies. A vacancy in the Board shall be deemed to exist on the occurrence of any of the following: (a) the death, resignation, or removal of any member elected Director, or (b) the failure of the members, at any Annual Business Meeting at which any one or more member elected Directors are to be elected, to elect the full authorized number of member elected Directors to be voted for at that meeting. The Board may, by a majority vote of the entire Board, select a Chapter member to fill a vacancy in the Board, who shall serve the remainder of the unexpired term of the previously member elected Director. If a vacancy exists because of a failure by the membership to elect a member elected Director, the Board may, by a majority vote of the entire Board, select a chapter member to fill that vacancy for one year.

Section 12.0 Meetings. Regular meetings of the Board may be held at any place as the Board may from time to time fix, and shall to the extent possible, be held at a local place and time of greatest mutual convenience to the majority of Board members. Regular meetings of the Board may be held by telephonic or electronic means. Regular meetings of the Board shall be held no less than three times evenly spaced during the year or as determined by appropriate resolution. Special meetings of the Board shall be held whenever called by the Chair of the Board, if any, by the Chairperson of the Chapter, or by the Secretary of the Chapter upon written request of at least three Directors of the Board, in each case at such time and place as shall be fixed by the person or persons calling the meeting.

Section 13.0 Notice of Meetings. Notice of the time and place of each annual, regular, or special meeting of the Board shall be delivered to each Director by first class mail, electronic mail, or facsimile at least fifteen (15) business days before the day on which the meeting is to be held. Notice of a meeting need not be given to any Director who submits a signed waiver of notice, whether before or after the meeting, or who attends the meeting without protesting lack of notice of the meeting.

Section 14.0 Quorum. Unless a greater number is required by law, the quorum shall be a majority of the Directors entitled to vote.

Section 15.0 Voting. Except as otherwise provided by law or these Bylaws, at any meeting of the Board at which a quorum is present, the affirmative vote of a majority of the Directors present at the time of the vote shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained. Any one or more Directors of the Board may participate in any special meeting of the Board and regular meetings of the Board by conference telephone or similar communications equipment provided that all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. The following acts of the Board require the affirmative vote of at least two-thirds of the entire Board if the number of elected or appointed Directors is greater than three, or the entire Board if the number of elected or appointed Directors is three or less: (a) a purchase, sale, mortgage or lease of real property of the Chapter; (b) a sale, lease, exchange or other disposition of all or substantially all of the assets of the Chapter; (c) approval of a plan of merger; (d) authorization of a plan of non-judicial dissolution; (e) revocation of a voluntary dissolution proceeding; (f) a resolution proposing an alteration to these Bylaws or Certificate of Incorporation of the Corporation that would increase the quorum requirement or vote requirement to greater than a majority of the Board present at the time of the vote; or (g) removal by the Board of a Director.

Section 16.0 Action by the Board by Writing. Any action required or permitted to be taken by the Board or any Committee thereof may be taken without a meeting if all Directors of the Board or the Committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. The resolution and the written or electronic consents thereto by the Directors of the Board or the Committee shall be filed with the minutes of the proceedings of the Board or Committee.

Section 17.0 Compensation. No compensation of any kind shall be paid to any Director for the performance of his or her duties as Director. This shall not in any way limit reimbursement for expenses incurred for general operation of the Chapter in its normal and necessary course of business when authorized by the Chapter Chairperson or the Chapter Board. Reimbursement for such expenses is subject to the approval of the Chapter Treasurer.

Section 18.0 Confidentiality and Transparency. The Chapter recognizes that there are some matters that come before those charged with the governance of the Chapter that necessitate confidentiality to conduct the business of the Chapter in a professional manner notwithstanding the objective of the Chapter to promote transparency, disclosure, and openness to both its members and the public. These matters include, without limitation, legal and personnel matters, contracts and their negotiation, draft and preliminary reports, and related matters usual and customary for not-for-profit corporations to designate as confidential.

Section 19.0 Annual Statements. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person: **a.** has received a copy of these Bylaws, **b.** has read and understands the Bylaws and the policies contained therein, **c.** has agreed to comply with the Bylaws, and **d.** understands that the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE XI: OFFICERS, EMPLOYEES and AGENTS

Section 1.0 The Officers: Number and Qualifications. The Officers of the Chapter shall be a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. One person may hold more than one office in the Chapter except that the Chairperson may not also hold the offices of Vice Chairperson, Secretary, or Treasurer. All Officers must be members in good standing of both the Chapter and of The Club. With the exception of the Chapter Chairperson, who is always a member of the Board, other Officers of the Chapter may be Members of the Board, either through election by the membership, by appointment by the Board, or by other qualification as stated in these Bylaws. No instrument required to be signed by more than one Officer may be signed by an Officer in more than one capacity.

Section 2.0 Chapter Chairperson: Election and Term of Office. The Secretary shall accept nominations from voting membership for the position of Chairperson up to the commencement of the last meeting of the fiscal year, and the election of the Chairperson shall be conducted during that meeting by either a confidential written vote, if requested by a member present or by acclamation if no such request is made. The Chair shall be elected for a two-year term by a plurality of the membership present at the meeting if more than two nominations have been submitted, or by majority if less than three nominations have been submitted. The Chairperson's term shall commence following the end of the last meeting of the fiscal year, and he or she shall continue in office until his or her successor shall have been elected and qualified, or until his or her death, resignation, or removal. The Chairperson may serve for one additional consecutive year upon re-election at an annual meeting, after which time he or she shall be ineligible for re-election or appointment until at least one year has passed since the termination of the last year of service.

Section 3.0 Other Officers: Election and Term of Office. Officers, other than the Chairperson as described in Section 2.0 shall be elected for a two-year term by a plurality of the membership present at the meeting if more than two nominations have been submitted, or by majority if less than three nominations have been submitted for a two-year term. Each Officer shall continue in office until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal. An Officer, other than the Chairperson, may be elected to the same position at the end of their term by a required vote of the membership.

Section 4.0 Chapter Chairperson: Powers and Duties. The Chapter Chairperson shall preside at all meetings of the members. The Chairperson shall have general supervision of the affairs of the Chapter and shall keep the Board fully informed about the activities of the Chapter. The Chairperson shall be an ex-officio member of each committee of the Board and each committee of the Chapter of which he or she is not an active member. The Chairperson shall perform all the duties that are usually incident to the office of Chairperson, subject to the control of the Board, and shall perform such other duties as from time to time may be assigned by the Board. The Chairperson is accountable to the Board for implementing the policies and mission of the Chapter. The Chairperson has the power to execute alone in the name of the Chapter all contracts specifically authorized by the Board unless the Board shall require an additional signature.

Section 5.0 Vice Chairperson: Powers and Duties. The Vice-Chairperson shall have such powers and duties as assigned by the Board. In the absence or incapacity of the Chair, the Vice-Chairperson, shall have the powers and perform the duties of the Chairperson.

Section 6.0 Secretary: Powers and Duties. The Secretary shall keep the minutes of all annual and special meetings of the Board and of the members. The Secretary shall be responsible for the giving and serving of all notices of the Chapter and shall perform all duties customarily incidental to the office of Secretary, subject to the control of the Board. The Secretary shall have charge of all correspondence and maintain copies of the records of The Chapter, except those required of the Treasurer. The Secretary shall furnish to the Treasurer the names of all person elected to the Chapter and shall advise the Treasurer of all changes or transfers affecting the membership. The Secretary shall perform such other duties as may from time to time be assigned by the Board.

Section 7.0 Treasurer: Powers and Duties. The Treasurer, subject to the control of the Board, shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Chapter, including fees and dues, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Chapter in the name and to the credit of the Chapter in such banks and depositories as the Board may designate. The Treasurer shall authorize the payment of all bills and accounts upon approval of the Board. The Treasurer shall provide a report indicating the financial condition of the Chapter whenever requested by an Officer of the Chapter or by the Chapter Board. At the Annual Business Meeting, the Treasurer shall render a report of the Chapter accounts, verified by the Chapter Chairperson and Treasurer or a majority of voting Directors, showing in appropriate detail: (a) the assets and liabilities of the Chapter as of a twelve-month fiscal period terminating not more than six months prior to the Meeting; (b) the principal changes in assets and liabilities during that fiscal period; (c) revenues or receipts of the Chapter, both restricted and unrestricted to particular purposes during said fiscal period; (d) the expenses and disbursements of the Chapter, for both general and restricted purposes during said fiscal period; and (e) the number of members of the Chapter as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place whether the names and places of residence of the current members may be found. Such report shall be filed with the minutes of the Annual Business Meeting. The Treasurer shall, at all reasonable times, exhibit the Chapter's books and accounts to any Officer or Director of the Chapter, and whenever required by the Board, render a statement of the Chapter's accounts. The Treasurer shall perform all other duties incident to the position of Treasurer, subject to control of the Board, and shall perform such other duties as may from time to time be assigned by the Board. The Treasurer's accounts may be audited annually and at such other times and in such manner as the Board may direct.

Section 8.0 Removal. Any Officer of the Chapter may be removed with or without cause by a vote of the majority of the entire Board.

Section 9.0 Vacancies. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by a majority of the entire Board.

ARTICLE XII: BOARD AND ADVISORY COMMITTEES

Section 1.0 Board Committees. The Board, by resolution adopted by a majority of the entire Board, may establish and appoint standing committees or special committees of the Board consisting of at least three Directors with such powers and duties as the Board may prescribe. The members of such standing committees or special committees shall be designated by a resolution adopted by a majority of the entire Board of Directors. The Chair of the Chapter shall be an ex-officio member of each committee of the Board of which he or she is not an active member.

Section 2.0 Advisory Committees. The Board may from time to time appoint permanent or special advisory committees. Each committee shall have such powers and responsibilities as the Board may determine.

Section 3.0 Election and Terms of Office. Unless otherwise provided for in these Bylaws, a Chairperson of each advisory committee shall be nominated by the Chapter Chairperson subject to confirmation by the Board, for a one-year term. A committee Chairperson must be a member of the Chapter in good standing. A committee Chairperson shall continue in office until his or her successor is elected and installed or until his or her resignation or removal by the Board. A committee chairperson may be re-elected by the Board of Directors for successive one-year terms. A committee chairperson may not concurrently serve as chairperson of more than three committees. Unless otherwise provided for in these Bylaws, each advisory committee shall be comprised such that the majority of committee members shall be Club Members. Upon election, the Chairperson of each advisory committee shall submit to the Secretary the names of the committee members for confirmation by the Board.

Section 4.0 Duties of Committee Chairpersons. The Chairperson of each advisory committee will report regularly to the Chapter Board the activities of his or her committee. The Board of Directors may change the direct reporting requirements of any committee through an appropriate resolution.

ARTICLE XIII: THE CHAPTER'S DUTIES AND RESPONSIBILITIES TO THE CLUB

Section 1.0 General. Regional Chapters of The Club are formed by a group of voting members in good standing in geographical areas throughout the world subject to the approval of the Board of Directors of The Club. The purpose of such Chapters is to encourage and extend the traditional purposes, goals, and objectives of The Club as specified in its Certificate of Incorporation, Bylaws, and Statement of Ethics, as well as to bring together members of The Club who live in particular geographical locations. Chapter approval is based upon adherence to The Explorers Club Policies Governing Chapter Operation. No action by a Chapter or any of its Officers shall have the power to bind The Club without an appropriate resolution of the Board of Directors of The Club.

Section 2.0 Chapter Chairperson. Under the rules of The Club, each Chapter shall elect a Chairperson and each Chapter shall hold elections for the election of a chairperson at least every two years. The Chairpersons of all duly constituted Chapters recognized by The Club shall receive notice of each meeting of the Club Board and may attend all meetings of the Board. Each Chapter Chairperson shall also receive copies of the minutes of all meetings of the Club Board.

Section 3.0 Chapter Awards. Any duly constituted Regional Chapter of The Club may establish a chapter awards program. Each such awards program shall be subject to the approval of The Club Board, after the filing of a formal recommendation by The Club Flag and Honors Committee. Each regional award or honor shall be specified and defined to state its purpose and its selection criteria. Each Regional Chapter shall notify the Flag and Honors committee of any recipient selected for an award.

Section 4.0 Club Flags and Club Properties. The operation of the Chapter is subject to the rules of The Club, and in particular, must adhere to rules and provisions governing the custody and use of a Club Flag and its return to The Club, sponsorship of any artistic work, motion picture, television, Internet, or radio broadcast or print or electronic publication representing The Club, and any use of intellectual property of The Club, or other properties of The Club for commercial purposes.

ARTICLE XIV: CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 1.0 Checks, Notes, and Contracts. The Chapter Board is authorized to select the banks or depositories it deems proper for the funds of the Chapter and shall determine who shall be authorized on the Chapter's behalf to sign checks, drafts, or other orders for the payment of money, and the limitations on and number of designated signatories. All written obligations of the Chapter for notes or other evidences of indebtedness and all contracts of the Chapter reasonably valued to be in excess of five thousand dollars for goods or services must be approved by any two of the officers of the Chapter, or one officer and one Director, after specific authorization by the Board.

Section 2.0 Investments. The funds of the Chapter may be retained in whole or in part in cash or be invested and reinvested from time to time in insured interest-earning accounts, or other insured securities, as the Board may deem desirable.

ARTICLE XV: BOOKS AND RIGHT OF INSPECTION

There shall be kept in the possession of the Chairperson and Board correct and complete books of account of the activities and transactions of the Chapter, including a copy of the Certificate of Incorporation, these Bylaws, the names and addresses of all Chapter members, and all minutes of meetings of the members and the Chapter Board. Members of the Chapter, upon at least fifteen (15) business days written demand to the Secretary, shall be given an opportunity to inspect the list of members and the approved minutes of meetings of the members at a time and place of mutual convenience.

ARTICLE XVI: INDEMNIFICATION AND INSURANCE

Section 1.0 Liability. Except as otherwise provided by law, no Director or Officer of the Chapter serving without compensation shall be liable to any person other than the Chapter based solely on such Director's or Officer's conduct in the execution of such office unless such conduct constituted gross negligence or was intended to cause the resulting harm.

Section 2.0 Indemnification of Directors, Officers, Members, and Employees. Except as provided in Section 3.0 of Article XVI, the Chapter shall indemnify any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that such person or such person's testator or intestate is or was a Director, Officer who serves or served the Chapter or, at the request of the Chapter, serves or served the Chapter, or any partnership, joint venture, trust, employee benefit plan, or other enterprise in any capacity. In addition, the Chapter may advance such person's related and reasonable expenses, including attorneys' fees, experts' fees, and consultants' fees upon receipt of an undertaking by or on behalf of such person to repay such advancement if he or she is ultimately found not to be entitled to indemnification hereunder.

Section 3.0 Limitations on Indemnification. The Chapter shall not indemnify any person described in Section 2.0 if a judgment or other final adjudication adverse to such person establishes that the acts of such person or such person's testator or intestate were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that such person or such person's testator or intestate personally gained a financial profit or other advantage to which he or she was not legally entitled.

Section 4.0 Insurance. The Chapter shall have the power to purchase and maintain insurance to indemnify the Chapter and its Directors, Officers, members, and employees to the full extent such insurance is permitted by law.

ARTICLE XVII: AMENDMENTS

These Bylaws may be amended or repealed at any Annual Business Meeting or Special Member Meeting of the Chapter at which a quorum exists by a vote of the majority of the Chapter Members voting in person, by proxy if proxy voting is approved by the Chapter Board, or by ballot, provided that a notice of said meeting shall contain summaries of the proposed amendments, shall have been made available by postal or electronic mail to each member entitled to vote at least thirty days prior to the meeting. Said notice must bear the date of the meeting, the place thereof where action shall be taken, and the location or locations where copies of the proposed amendments shall be kept available for inspection by any member, as designated by the Board of Directors.

ARTICLE XVIII: CONFLICT OF INTEREST POLICY

Section 1.0 Disclosure. Prior to election or appointment to the Board, and thereafter on an annual basis, all Directors of the Chapter shall disclose in writing, to the best of their knowledge, any Interest (as defined within this article in Section 2.0) such Director may have in any corporation, organization, partnership, or other entity which provides professional or other goods or services to the Chapter for a fee or other compensation and any position or other material relationship such Director may have with any other not-for-profit corporation with which the Chapter has an attorney-client or other business relationship (collectively, a "Conflict of Interest"). A copy of each disclosure statement shall be available to any Director of the Chapter on request. If at any time during his or her term of service, a Director acquires any Interest or otherwise a circumstance arises which may pose a Conflict of Interest, that Interest or Conflict of Interest shall be promptly disclosed in writing to the Board. When any matter for decision or approval comes before the Board or any committee of the Board in which a Director has an Interest or Conflict of Interest, said Director shall immediately disclose that Interest or Conflict of Interest to the Chapter Board or relevant committee.

Section 2.0 Definition of "Interest". Whether a Director has an Interest in an entity shall be determined by whether that Director would derive a significant individual economic benefit, either directly or indirectly, from any transaction or relationship involving such entity or any decision on a matter involving such entity by the Chapter Board or committee of the Board.

Section 3.0 Voting. No Director shall vote on any matter in which he or she has an Interest or a Conflict of Interest.

Section 4.0 Non-Participation. Any Director who has an Interest or a Conflict of Interest in a matter shall leave the room in which a discussion or vote regarding that matter is carried on, provided, however, that the interested Director may participate in any discussion regarding his or her absence and the interested Director shall be given an opportunity to disclose and explain the interested transaction to the Chapter Board prior to the Board discussion and vote on the transaction without the presence of the interested Director.

Section 5.0 Attempts to Influence. Directors shall not attempt to influence other Directors regarding matters in which they have an Interest or Conflict of Interest, without first disclosing that Interest or Conflict of Interest.

Section 6.0 Record-Keeping. The existence and resolution of any Interest or Conflict of Interest shall be documented in the minutes of the meeting at which the Interest or Conflict of Interest is discussed or voted upon.

ARTICLE XIX: NON-DISCRIMINATION

In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, ethnicity, national origin, marital status, sexual preference or identification, mental, or physical disability or any category protected by law.

ARTICLE XX: REFERENCE TO CERTIFICATE OF INCORPORATION

References in these Bylaws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted in these Bylaws. In the event of a conflict between the Certificate of Incorporation and these Bylaws, the Certificate of Incorporation shall govern.

ARTICLE XXI: EFFECTIVE DATE

These Bylaws, and amendments thereto, when approved by a majority of the entire Board of Directors shall be effective upon the date of adoption unless otherwise specified and shall have prospective effect.