

**ECWG Articles of Procedure Amendments
to be Voted on at December 1, 2018 Annual Membership Meeting**

October 25, 2018

Dear ECWG Members:

The ECWG Articles of Procedure (also known as By-Laws) call for amendments to the Articles upon approval by the general ECWG membership. **There will be a vote at 6:30 PM sharp at our annual membership meeting, at the start of our black-tie event on December 1, 2018, for approval of proposed amendments to the Articles.** A summary of the amendments is set forth below, and the Articles as proposed to be amended are attached, highlighting material changes.

An *ad hoc* committee of ECWG Board of Directors members was formed in February 2018 to identify needed updates to the Articles, which were last revised in 2007. The committee's goal was to ensure the Articles:

- are internally consistent and gender-neutral;
- reflect and clarify current ECWG organization, practices, and procedures; and
- are substantially consistent with the By-Laws of The Explorers Club, last modified in 2015.

The *ad hoc* committee believes the proposed amendments fulfill these objectives and recommends them for approval.

Respectfully submitted,

Ken Kambis FN11

Susan Sawtelle MN01

Bruce Blanchard MED78

Lonnie Schorer MN98

Ad hoc committee to update the ECWG Articles of Procedure

Attachment

[Articles of Procedure highlighting proposed amendments]

**EXPLORERS CLUB WASHINGTON GROUP, INC.
ARTICLES OF PROCEDURE**

ARTICLE I – NAME

The name of the organization is the Explorers Club Washington Group, Inc. (ECWG or Group). It operates as the Washington, D.C. chapter of The Explorers Club (Club), a multidisciplinary, professional society, founded in 1904 with headquarters located at 46 East 70th Street, New York, NY 10021. The Group is the oldest chapter of the Club and is known to have had regular meetings as early as 1924. It was granted federal tax-exempt status under sec. 501(c)(3) of the Internal Revenue Code in 1990; was incorporated in the State of Delaware and received a certificate of authority to operate in the District of Columbia in 1994; and was granted tax-exempt status by the District of Columbia in 1998.

ARTICLE II – PURPOSES

The goals and purposes of the Group are the same as the goals and purposes of the Club. The Club is a multidisciplinary, professional society dedicated to the advancement of field research, scientific exploration, resource conservation, and the ideal that it is vital to preserve the instinct to explore. Its mission is to encourage scientific exploration of land, sea, air, and space, with emphasis on the physical, biological, and natural sciences. Its activities include support of field research and scientific exploration; the encouragement and support of youthful explorers in the field sciences, engineering, and conservation; and the educational dissemination of that knowledge through public lectures, seminars, and workshops on the findings of its members and notable guests.

ARTICLE III – MEMBERSHIP

Membership in the Group consists of all members of the Club in good standing who reside in the District of Columbia, Maryland, Virginia, or West Virginia. Members of the Club residing elsewhere may also join the Group by paying the Group's annual dues.

ARTICLE IV – BOARD OF DIRECTORS

A. Responsibilities. The Board of Directors:

1. Manages the affairs, funds, and property of the Group. The Board acts consistent with the desires of the members of the Group, and uses its discretion in matters in which the membership of the Group has not taken a position.
2. Ordinarily meets once a month, except in July and August. Special meetings may be called by the Chair, the Vice-Chair, or at the request of any 5 members of the Board. Board meetings require a quorum, which shall consist of 11 voting members of the Board, and actions taken by the Board shall be by majority vote of the voting members present at the meeting. The Board's actions are recorded in its minutes.
3. May, by majority vote of the voting members present, remove any member of the Board for good cause shown. Such causes shall include a member having three consecutive absences

from duly announced meetings of the Board without a determination by the Board, after investigation, that there are extenuating circumstances sufficient to excuse the absences.

4. May, by majority vote of the voting members present, fill vacancies on the Board by appointment until the next annual election meeting, and may appoint assistants to Officers other than the Chair, Vice-Chair, and Immediate Past Chair.

B. Membership. The Board of Directors consists of:

1. There are three classes of elected members, with five members in each class. The classes serve terms of three years on a staggered basis. The members of one class plus any vacancies in other classes are elected by the membership of the Group at each annual election meeting. The newly elected members take office at the conclusion of the election meeting. Elected members may serve no more than two consecutive terms and may again be elected after a minimum of one year.

2. Officers. The Group's Officers are described in Article V. With the exception of the Immediate Past Chair (who shall not have voting privileges), they are elected by the elected members of the Board of Directors at the first Board meeting following the annual election meeting of the Group and take office on the following January 1. Officers serve a term of one year. Officers may be re-elected without limitation, except the Chair, who may serve no more than two consecutive terms. Officers may be chosen from the members of the Board of Directors or from the membership of the Group at large. If an Officer is chosen from the elected members of the Board, the previous elected position is automatically vacated and filled in accordance with Article IV.A.3.

3. *Ex officio* members. Past Chairs of the Group may serve as *ex officio* members of the Board of Directors as long as they wish to participate. In addition, the Board may appoint such other *ex officio* members as advisors, editors, assistants, and meeting recorders as it sees fit and for terms not to exceed one year. *Ex officio* members have all the privileges of membership on the Board of Directors, except voting privileges. Past Chairs of the Group may be re-elected as Officers or members of the Board of Directors following a period of two years after the end of their terms, in which case they shall have voting privileges in those elected capacities.

ARTICLE V – OFFICERS

The following are the Officers of the Group:

A. The Chair: (1) provides the agenda for and presides at all meetings of the Group and the Board of Directors; (2) approves, with the concurrence of the Secretary or the Treasurer, all contracts and other written agreements and obligations of the Group; (3) with the approval of the Board of Directors, establishes ad-hoc committees and appoints committee chairs and members as specified in Article VI; (4) serves as an ex-officio member of all committees except the Nominating Committee; and (5) serves as the principal liaison between the Group and the Club.

B. The Vice-Chair performs the duties of the Chair in the absence of the Chair. If the Chair and the Vice-Chair are both absent, the Board of Directors may elect a temporary Chair. The Vice-Chair is responsible for the arrangements for Board of Directors meetings and prepares the Group's annual report to the Club, which is submitted by the Chair after approval by the Board of Directors.

C. The Secretary is responsible for: (1) recording the minutes of the Board of Directors and Group meetings; (2) maintaining records of subordinate committee reports; (3) preparing and sending Group correspondence; and (4) maintaining the official records and corporate seal of the Group.

D. The Treasurer is responsible for: (1) collection, expenditure, and custody of the Group's funds; (2) maintenance of accounting records and disbursement of funds as approved by the Chair or the Board of Directors; (3) selection of the Group's financial institution based on the advice of the Board of Directors; (4) preparation of monthly financial reports and annual financial statements and tax returns; (5) maintenance of the membership data base; (6) maintenance of the Group's corporate and tax-exempt status with Federal, State, and District of Columbia authorities; and (7) accepting reservations and payments.

E. The Program Director is responsible for arranging regular speaker event meetings of the Group, including: (1) providing suitable programs; (2) obtaining meeting places; and (3) preparing timely announcements. The Board of Directors aids and advises the Program Director, as needed.

F. The Membership Director is responsible for: (1) promoting membership in the Club; (2) promoting membership in the Group and thus encouraging payment of the Group's annual dues; (3) assisting, when requested, sponsoring members and candidates with their preparation and submittal of membership applications; (4) working with the Membership Committee of the Club; (5) welcoming and mentoring new members; (6) promoting attendance and fellowship at meetings; and (7) notifying the membership in cases of illness and death of members.

G. The Immediate Past Chair provides continuity among the Officers and serves until there is another Immediate Past Chair. In the event the Immediate Past Chair is unable or unwilling to serve, the Board of Directors will request the next Previous Past Chair to accept the position. The principal responsibility of the Immediate Past Chair is to chair the Nominating Committee.

ARTICLE VI – COMMITTEES

A. Committees are either standing or *ad hoc*. All committees shall submit an annual report of their activities to the Vice-Chair at a time to be specified by the Vice-Chair but no later than November 15.

B. Chairs of standing committees must be members of the Board of Directors. Other members of committees may be appointed either from the Board of Directors or from the Group at large. The following are standing committees and their respective heads:

1. The Program Committee is chaired by the Program Director. Other members are appointed annually. The committee assists the Program Director in carrying out the duties specified in Article V.E.
2. The Membership Committee is chaired by the Membership Director. Other members are appointed annually. The committee assists the Membership Director in carrying out the duties specified in Article V.F.
3. The Grants Committee consists of a chair and other members appointed annually. It is responsible for administering the Exploration and Field Research Grants Program, including: (1) sending program announcements; (2) receiving and reviewing applications; (3) recommending

awardees for Board of Directors approval; (4) administering grants; and (5) arranging publicity of awards and recipients.

4. The Public Relations and Outreach Committee consists of a chair and other members appointed annually. It is responsible for (1) maintaining the ECWG Website; (2) submitting ECWG entries to the Explorers Log; (3) publishing ECWG brochures; (4) publicizing the accomplishments of members; and (5) conducting other outreach activities as appropriate.

C. *Ad hoc* committees may be established by the Board of Directors, as needed, for specific, time-limited purposes. Members and Chairs of such committees may be appointed either from the Board of Directors or from the Group at large.

D. The *ad hoc* Nominating Committee is chaired by the Immediate Past Chair and consists of at least two other Board of Directors members whose terms are not expiring and who are elected by the Board. The committee is responsible for providing a slate of five nominees for the next class of elected members of the Board of Directors that takes office after the annual election meeting, as well as nominees to fill vacancies in other classes and nominees for the Officers of the Group. The Committee Chair reports the slate to the Chair of the Group at least 45 days before the annual election meeting, and assures that the slate is sent (by U.S. Mail or e-mail) to the Group at large at least 30 days before the meeting.

ARTICLE VII – GROUP MEETINGS

A. Regular meetings of the Group ordinarily are held each month, except in July and August, on dates specified by the Board of Directors. Notice of the meetings should be sent at least three weeks prior to the meeting.

B. The annual election meeting is held in December. Notice of the meeting, including the Nominating Committee's nominations, must be sent to the Group at large at least 30 days prior to the meeting. The election is conducted by the Chair of the Nominating Committee and nominations may be made from the floor.

C. Special meetings of the Group may be called by: (1) the Chair; (2) a majority of the members of the Board of Directors; or (3) at least 25 members of the Group. If (3), the members must submit a written request to the Secretary that specifies the purpose of the meeting and provides an agenda.

D. A quorum of 20 members or 10 percent of Group members, whichever is less, is required to transact any Group business or conduct elections.

E. All Group members in good standing are eligible to vote in person at Group meetings. Proxy votes are not permitted.

ARTICLE VIII – FINANCIAL RESOURCES

A. The Group is financed by dues, contributions, and special fund-raising activities. The amount of dues is determined by the Board of Directors.

B. Members attending or making reservations, not timely cancelled, for any function for which a charge is made are individually responsible for such payment.

C. The Group's fiscal year is July 1 to June 30.

D. The Treasurer's books will be reviewed or audited after the close of the fiscal year or at such other times as the Board of Directors may order. The Chair will designate an individual, an *ad hoc* committee, or an outside auditor to conduct the review or audit, and, upon its completion, the designee will submit a written report to the Board of Directors.

ARTICLE IX – AMENDMENTS

These Articles of Procedure may be amended at any meeting of the Group, provided the proposed amendments have been submitted to the Board of Directors and sent to the membership of the Group, in writing, at least 30 days prior to the meeting at which they are to be voted on.

ARTICLE X – DISSOLUTION

On dissolution of the Group, after paying or adequately providing for any debts and obligations, the remaining assets will, to the extent permitted by law, and at the direction of the Board of Directors, be transferred either to the Club or to another sec. 501(c)(3) organization with similar purposes.

ARTICLE XI – EFFECTIVE DATE

These Articles of Procedure of the Explorers Club Washington Group, Inc., were approved by the membership at its meeting on December 1, 2018 and are effective immediately.

CERTIFIED: _____
Secretary

(SEAL)