

INTERNATIONAL HYDROFOIL SOCIETY

BY-LAWS

GENERAL

UPDATED – 12 December 2022

Section 1. Name

The name of this Corporation formed under the New York Not-For-Profit Corporation Law is the International Hydrofoil Society (hereafter referred to as the Society).

Section 2. Office

The principal office of this Society had originally been defined as within the State of New York. However with the progression of communications technology since its formation, the business of the society, which has membership and Board members throughout the world, business is now typically conducted on-line with no further need for dedicated office facilities.

Section 3. Character

This Society shall be an incorporated, nonprofit, tax exempt, membership corporation. No part of the corporate income shall inure to the benefit of any member or individual.

Section 4. Purpose and Objectives

The purposes for which the corporation is formed are:

- A. to support the individual members in their endeavors to advance the concept of hydrofoils by providing channels for interchanging experiences and available documents;
- B. to assist authorities and organizations in establishing regulations for the safe operation of hydrofoils;
- C. to encourage the expansion of curricula related to hydrofoil technology at the university level;
- D. to identify knowledgeable individuals when requested regarding a specific problem area;
- E. to support other technical societies interests related to hydrofoils and to endeavor to be recognized by these societies as a voice of the hydrofoil community;
- F. to provide a social forum for hydrofoilers, past, present, and future, by arranging opportunities for the members to assemble for periodic dinner meetings or Zoom meetings in conjunction with other professional societies (e.g., joint dinner meetings with SNAME Panel SD-5).
- G. to do everything necessary and proper in connection with or incidental to the above purposes.

Notwithstanding any other provision of these by-laws, the Society shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 5. Power

The actions of the Society shall be advisory only and shall not be binding upon any of its members, except that membership dues and fees levied by the Board of Directors shall be binding upon all members. From time to time, depending on financial reserves, the Board of Directors may decide to make membership to the society free of charge, however this may be reversed should the need arise. Members are however entitled to exit the society at any time without any constraints imposed.

MEMBERSHIP

Section 1. Grades of Membership

There are two grades of individual membership: member and student member. There is one corporate grade of Sustaining Membership.

Section 2. Qualifications for Grades of Membership

- A. General. Individual membership is open to persons interested in or concerned with hydrofoils. No one will be barred because of race, color, national origin, sex, religion, or political affiliation. Except for these restrictions, the Board of Directors may refuse to approve the application of anyone it believes to be inimical to the Society's purposes.
- B. Member. The grade of member is for individuals who are interested in or concerned with hydrofoils.
- C. Sustaining Membership. The grade of sustaining member is for companies, corporations, institutions, and other organizations interested in the aims of the Society and willing to encourage and support its work through payment of annual contributions. Sustaining membership may be obtained by application or upon invitation.
- D. Student Membership. The grade of student member is for individuals who are enrolled full time at an accredited university, college, junior college, or technical school.

Section 3. Membership Dues and Contributions

- A. Membership Fees. Individual membership dues were eliminated in 2016. Depending on future Society financial status, the Board of Directors may determine that it is necessary to reinstate membership dues.
- B. Contributions. The Society shall be authorized to accept contributions from individuals, firms, or corporations whose interests are directly related to hydrofoils, whether they be members or nonmembers. Contributions of this nature and from these sources shall be received at the discretion of the Board of Directors.

Section 5. Certificate of Membership

Each member shall be entitled to receive a digital certificate of membership bearing the signatures of the President and the Secretary-Treasurer which shall be evidence of membership in the Society.

BOARD OF DIRECTORS

Section 1. Board of Directors.

The Board of Directors will consist of so many members as the Board deems are necessary for the effective running of the society. Society members are encouraged to nominate for positions on the Board of Directors or to suggest others who may take an interest in such positions and are willing to actively assist with sustaining the society. The Board should aim to consider its membership annually and seek to encourage younger members to such roles to ensure the long-term viability of the Society. Any vacancies that may occur in the Board of Directors shall be filled by said Board considering all nominations provided by the membership. Note: The previous requirement for membership election of Board of Director is considered by the Board to be redundant given nominations have typically not exceeded the requirement for personnel needed for effective board membership.

Section 2. Powers of the Board

The Board of Directors shall be vested with all powers necessary for the governing of the Society, the management of its property, and the promotion of the welfare, objectives and purposes of the Society. In the exercise of such powers the Board of Directors may appoint such committees, adopt such rules, issue such orders, and make such decisions as it may deem appropriate, not inconsistent with the charter and these by-laws. The Board of Directors shall keep a record of its proceedings and shall report at subsequent meetings or within the Society Newsletter, which is published and distributed to the membership electronically.

OFFICERS

Section 1. Election of Officers.

As the need arises, the Board of Directors shall hold a Board meeting for the purpose of electing three (3) of their number to serve as the Society Officers.

Section 2. Officers.

The Officers shall be a President, Vice-President, and Treasurer. Any such Officer, may make, sign, and endorse any check on behalf of the Society.

Section 3. Terms of Office.

The Officers elected shall take office as decided by the Board of Directors and shall continue in office until the following year or when the Board agrees otherwise, such as in the case where Officers are no longer in a position to continue their work.

DUTIES OF OFFICERS

- A. The President exercises general supervision over the affairs of the Society; calls meetings; presides at meetings of the Society and the Board; appoints heads of Society committees subject to Board approval; and is an ex-officio, member of all Society committees.
- B. The Vice-President assumes the duties of the President in the absence or incapacity of the President and performs such other duties as the President or the Board may assign.
- C. The Secretary keeps minutes of all Society and Board meetings and distributes these in

accordance with set procedures; conducts official correspondence; signs official documents as required; maintains records so that they are available at any time to the President or the Board; and performs such other duties as the President or the Board may assign.

- D. The Treasurer supervises the Society's fiscal affairs by (1) preparing an annual fiscal year budget for review at each Board meeting; (2) maintaining books and records so that they can be inspected at any time by the President, the Board, or any auditor named by the Board; (3) ensuring that the Society's books are audited annually; (4) authorizing disbursements; (5) submitting to the membership, and publishing, an annual report of the Society's financial status. (6) ensuring that all necessary reports are filed with the Internal Revenue Service.
- E. As far as is possible all Directors shall attend all Board meetings, either in person or via Zoom, Skype, or other web-enabled means, and perform such other duties as the President or the Board may assign.

MEETINGS OF THE BOARD

Section 1. Special Election Meeting.

The Board of Directors shall hold a special election meeting as soon after each annual election as practicable for the purpose of electing the Society Officers. Notice of this special meeting shall be delivered personally or by telephone to each member of the Board at least three (3) days in advance of said meeting.

Section 2. Regular Meetings.

Regular meetings of the Board of Directors shall be held as designated from time to time by resolution of the Board.

Section 3. Special Meetings.

The President may, when he deems it necessary, or shall at the request of three (3) members of the Board, call special meetings. Any such calls must state the object thereof and any subject not mentioned in said call shall not be considered at such special meeting. Notice of special meetings other than the special election meeting shall be mailed or delivered personally to each member of the Board at least fifteen (15) days in advance of said meeting.

Section 4. Quorum.

Five (5) members shall constitute a quorum for the transaction of business and a majority of the Directors present voting on any issue shall be controlling, unless otherwise provided by these by-laws.

NOMINATIONS FOR OFFICE

Section 1, Nominations.

No later than 31 October of each year, and with at least sixty (60) days notice, the Nominating Committee shall present to the Secretary the names of not less than six (6) members as nominees for the directorship of the Society for the following term. The nominations so made shall be listed on the Annual Election ballot and shall be forwarded by mail by the Secretary to the members of the Society with instructions for voting.

COMMITTEES

Section 1. Establishment.

The Board of Directors establishes Standing and Special Committees to take charge of specific work areas. Standing committees are enumerated below. The manager of each Standing or Special Committee is appointed by the President, subject to Board approval, for a term equivalent to that of the President.

- A. The Membership Committee promotes membership in the Society. The Committee establishes membership processing procedures subject to Board approval. The manager shall be a member of the Board of Directors.
- B. Promotion and publicity for the Society will be accomplished through website activity and is an element of continuing efforts to improve outreach to other organizations and individuals.
- C. The Nominating Committee presents the names of not less than four (4) members as nominees for the directorship of the Society to be elected for the following year. At least three (3) members of the Board of Directors must serve on this committee.

MEETING OF THE MEMBERS

Section 1. Annual Meeting.

- A. The conduct of an Annual Meeting of the Society is desirable as a means for the membership to interact and discuss ideas for the advancement of the Society. Due to the international membership base of the society, this may most practically be held as an on-line event. Any such meeting would be announced to the membership well in advance, preferably via the society Newsletter or by email.
- B. This meeting can also be used as an opportunity for membership to receive the reports of the Directors and Officers though the newsletter may also serve this purpose when such a meeting isn't held due to other constraints.

Section 2. Special Meeting.

Upon the written request of five (5) members of the Society or when he shall deem it necessary, the President may call a special meeting of the members, and upon written request of a majority of the members shall call a special meeting of the members of the Society upon fifteen (15) days notice. Such request and call shall state explicitly the object of such meeting, and no other business shall be transacted. The calls for all special meetings shall be emailed by the Secretary to members at least fifteen (15) days prior to the date of the special meeting.

ORDER OF BUSINESS

Section 1. At all meetings of members, the order of business should ideally and where appropriate be as follows:

- 1. Calling meeting to order.
- 2. Proof of notice of meeting or waiver thereof.
- 3. Reading Minutes of last previous meeting.

4. Reports of Board of Directors.
5. Reports of Committees.
6. Results of elections announced (when appropriate)
7. Unfinished business.
8. Investiture of new officers (when appropriate).
9. New business.
10. Miscellaneous matters.

AMENDMENTS

Section 1. These By-Laws shall not be altered, amended, or repealed unless the proposed alteration, amendment, or repeal shall have been approved by a vote of a majority of the Directors voting at a meeting of the Board of Directors, and thereafter ratified by a vote of the members voting in person or by proxy, typically via Zoom, Skype, or other web-enabled means. Ratification shall be by a majority of those who have **cast** a vote.

INTERPRETATION OF BY-LAWS

Section 1. Any ambiguity in these By-Laws shall be referred to the Board of Directors for interpretation. Any interpretation made by the Board upon such reference shall be binding and conclusive on all members of the Society.