



# THE INSTITUTE OF NAVIGATION

## BYLAWS

*Approved by Council January 29, 2012*

### INTRODUCTION

In accordance with these Bylaws, The Institute of Navigation is authorized, established and organized as a scientific society, designed to advance the art and science of navigation through the publication of *Navigation* (The Journal of The Institute of Navigation), through periodic bulletins and newsletters, regional and national meetings, and through its officers and working committees.

### ARTICLE I Membership

**Section 1. *Eligibility.*** Individuals and organizations interested in navigation or related arts and sciences shall be eligible for membership in the Institute of Navigation, hereinafter referred to as The Institute.

**Section 2. *Classes.*** The classes of membership shall be: regular, fellow, student and corporate.

**Section 3. *Regular Member.*** Any individual who meets the eligibility requirements shall be a regular member. A regular member shall have the right to vote and hold office.

**Section 4. *Fellow Member.*** Any individual who has made outstanding contributions to the advancement of navigation may be elected a Fellow, in one of three classes, by a vote of at least five of the seven members of the Executive Committee. First, a member in good standing may be elected a Fellow of the Institute; a member so elected retains the right to vote and hold office. Second, a deceased person may be elected a Fellow (posthumous). Third, a non-member, such as a distinguished member of another national Institute of Navigation, may be elected an Honorary Fellow, but they do not thereby gain the right to vote or hold office. Council may set other eligibility criteria. The Fellow Selection Committee shall review nominees for Fellow member and shall recommend a slate of selected Fellows to the Executive Committee. It shall report on the approved Fellows to the Council at its winter meeting. Newly elected Fellows shall be announced at the Annual Meeting of the Institute.

**Section 5. *Student Member.*** Any full-time student at any college or university shall be eligible to become a student member. Eligibility for student membership shall expire at the end of the calendar year in which a person ceases to qualify. A student may apply for regular membership on the same basis as any other individual. A student member shall not have the right to vote or hold office except in connection with activities of a Section.

**Section 6. *Corporate Member.*** An organization whose application meets the eligibility requirements shall be accepted as a Corporate Member. There shall be two classes of Corporate Members, Class I and Class II. A Corporate Member, Class I, is defined as an organization operated for profit which has 150 or more employees as of January 1 of the dues year involved. A Corporate Member, Class II, is defined as one fulfilling at least one of the following requirements:

A United States Government agency or institution.

An educational institution.

A bona fide nonprofit organization.

A company or organization operated for profit which has fewer than 150 employees on January 1 of the dues year involved.

A division (regardless of size) of a corporation which is a Class I member.

A Corporate Member, Class I, shall have the privilege of designating not more than ten; and a Corporate Member, Class II, not more than five; individuals as regular members of The Institute. These individuals can become Fellows if nominated and elected. An organizational unit such as a library may be designated in place of one or more persons, but shall not have the right to vote.

**Section 7. *Interest Classification.*** Members may designate areas of interest as air navigation, land navigation, marine navigation or space navigation. A member may designate as many areas as desired and may change their interest areas at any time by written request to the National Office.

**Section 8. *Voluntary Resignation.*** Voluntary resignations shall be made in writing to the President.

**Section 9. *Censure and Expulsion.*** Either upon its own motion, or upon written request to and signed by no fewer than 25 members, the Council is empowered to censure, suspend, expel or request the resignation of any member for any offense deemed sufficient, provided that the member be notified of the offense charged and, if the member so requests, be given reasonable opportunity to appear before the Council, be represented there by a person of the member's choosing or submit a written statement in the member's own defense. The decision of the Council is final. If a member who is requested to resign fails to submit such a resignation in writing to the President within 30 days after such request is mailed, the member shall be expelled automatically as of the date of such request without further notice or proceedings.

## **ARTICLE II**

### **Dues**

**Section 1. *Amount.*** The annual dues shall be established by the Council. Dues shall be payable in advance on the anniversary date of the member's admission or 1 January, whichever is applicable. Life memberships are exempt from the payment of annual dues. The Council shall have the power to remit dues and contributions. Divisions and Sections may levy additional dues in such amount as provided by their Bylaws.

**Section 2. *Life Membership.*** Any member who pays dues of their class of membership for at least 20 years in advance shall have a life membership. A member with a life membership shall have the right to vote and hold office.

**Section 3. *Nonpayment.*** Any member whose annual dues are unpaid four months after the due date shall be dropped from membership as of the last day of the four month period.

**Section 4. *Reinstatement.*** Any member who resigns or is dropped for nonpayment of dues may be reinstated within that year upon application and payment of current dues and a reinstatement fee of five dollars. Any former member may apply for membership on the same basis as new members if at least one year has elapsed since termination of membership.

## **ARTICLE III**

### **Officers**

**Section 1. *President.*** The President shall be the chief executive officer of The Institute, the Chair of the Council and the Chair of the Executive Committee. The President shall preside at all meetings of The Institute, the Council and the Executive Committee. The President shall be an ex-officio member of all other national committees of The Institute except the Nominating Committee. The President shall exercise general supervision of the affairs of The Institute. The President shall be responsible for overseeing the operation of the National Office, the development of The Institute's programs, and shall keep the Executive Committee informed of such operations. The President shall be the custodian of the Articles of Incorporation, the Bylaws, the corporate seal of The Institute, the records, accounts and property of The Institute. The President may make appointments as authorized by the Council or the Executive Committee and shall represent The Institute at all official functions. The President shall assure that the membership is kept informed of news and activities of The Institute through information in *Navigation*, *The Journal of The Institute of Navigation* (journal), *The Quarterly Newsletter of The Institute of Navigation* (newsletter) and bulletins from the National Office as appropriate. The President shall be responsible for overseeing nominations, elections and removal of officers in accordance with the provisions of Article V. The President shall report to the outgoing Council and to the membership on the activities of The Institute during the preceding year.

**Section 2. *Executive Vice President.*** The Executive Vice President shall assist the President as directed. Under

the direction of the President, the Executive Vice President shall coordinate the activities of the Technical Committees. In the absence or incapacity of the President, the Executive Vice President shall perform the duties and exercise the authority of the President. If the office of the President becomes vacant, the Executive Vice President shall succeed the office. The Executive Vice President shall report annually to the outgoing Council on their activities for the preceding year.

**Section 3. *Treasurer.*** The Treasurer shall supervise the financial affairs of The Institute and shall be the custodian of the funds of The Institute, safeguarded or invested as prescribed by the Council. The Treasurer shall be responsible for the preparation and submission of an annual budget to the Council for approval at its winter meeting. The Treasurer shall oversee the collection and disbursement of Institute funds. The Treasurer and a person or persons designated by the Council shall have authority to sign checks. The Council may authorize designated employees of the National Office to sign checks up to \$2,500. Checks for more than \$2,500 shall be signed by two Council authorized persons. The Treasurer shall make a monthly summary financial report to the President with copies to the Executive Committee and the Chair of the Financial Committee. The Treasurer shall submit an annual audit conducted by a recognized auditing firm at the end of each fiscal year, and shall report annually to the Council.

**Section 4. *Regional Vice Presidents.*** Each Regional Vice President shall be the chief executive officer of their Region. Under the direction of the Council, the Regional Vice Presidents shall exercise general supervision of the affairs of their Regions including the Sections within the Region. The Regional Vice Presidents shall report annually to the outgoing Council on the activities of their Region and its Sections during the preceding year.

## **ARTICLE IV**

### **The Council**

**Section 1. *Membership.*** The Council shall consist of the President, Executive Vice President, Treasurer, Chairs of all standing committees, Regional Vice Presidents, the elected two members at large from each Region, the elected two members at large representing each area of interest, Division Chairs, Section Chairs, and all active (attended at least one Council meeting within the past three years) past Presidents. Other past Presidents are ex-officio (inactive) Council members.

**Section 2. *Duties and responsibilities.*** The Council shall:

- a. Serve as the board of directors of the corporation of The Institute.
- b. Make policy decisions affecting The Institute.
- c. Approve the annual budget of The Institute.
- d. Safeguard the funds of The Institute.
- e. Establish, regulate and abolish national committees.
- f. Establish, regulate and abolish Sections and Divisions.
- g. Make appointments authorized by these Bylaws.
- h. Have the power to censure, suspend, expel or request the resignation of any member for cause.
- i. Establish, regulate and abolish national awards, grants and fellowships.
- j. Designate the location and dates of the annual and all other national meetings.
- k. Review the operation of The Institute, its officers, National Office, Committees, Sections, Divisions and Regions.
- l. Make rules not inconsistent with the Articles of Incorporation and these Bylaws.
- m. Amend these Bylaws as provided by Article XVII Section 3.
- n. Establish the salaries of the National Office staff. Establish allowances for expenses for individuals whose official Institute duties require such expenditures.

All duties and responsibilities of the Council with the exception of functions a, c, f, h, i, j and m are delegated to the Executive Committee when the Council is not in session. However, at least one annual review of the operation of the Institute, its officers, National Office, Committees, Sections, Divisions and Regions shall be conducted by the Council.

**Section 3. *Meetings.*** Meetings of the outgoing and incoming Councils shall be held each year at the winter meeting of The Institute. Council shall hold its winter meeting at the technical meeting of The Institute. The National Office of The Institute shall notify members of the Council of the times and places of the meetings. Special meetings may be called by the President or five members of the Council. Written notice giving the time,

place and purpose of the meeting shall be mailed at least thirty days in advance of the meeting. Only the business referred to in the notice shall be transacted at a special meeting. Eighteen members of the Council shall constitute a quorum at any meeting. A Council member may designate from among voting members of The Institute an alternate to represent them and vote in their place provided the President is notified in writing the name of the alternate and provided, further, that no person may exercise more than one vote. If less than a quorum is present, the meeting shall be held and business conducted as if a quorum were present. However, no decisions shall be binding until approved by a majority of the entire Council membership through a mail ballot issued by the National Office of The Institute. At the discretion of the Executive Committee, any question may be referred to the Council for consideration between Council meetings. Any member of The Institute may attend Council meetings and participate in discussions except during executive sessions called for reasons of subject sensitivity or protection of privacy, but only Council members and alternates representing Council members may vote. Persons having reports to give and any others designated by the President may be invited to attend.

**Section 4. *Referendum.*** Any five members of the Council or twenty-five voting members of The Institute may by petition require that any decision of the Council or Executive Committee be submitted to the entire Council or voting membership of The Institute for vote. Such petition to be so referred by vote shall be filed with the President within thirty days after the distribution by the National Office of the minutes of the Executive Committee or Council Meeting at which the decision was rendered.

## **ARTICLE V**

### **Nomination, Election, and Removal of Officers**

**Section 1. *Nominations.*** The Nominating Committee shall place in the hands of the **President** not later than September its nominations for the offices of President, Executive Vice President, Regional Vice Presidents and one Council member at large from each Region and each area of interest. Additional nominations may be made by petition signed by at least twenty-five members entitled to vote for the office for which the candidate is nominated, provided the petition is received by the President by September. The National Office of The Institute shall circulate the nominations in a bulletin to the members of The Institute not later than October. All nominations must be accompanied by a statement signed by the nominee that said nominee will accept the nomination and will serve if elected.

**Section 2. *Eligibility.*** To be eligible for nomination to the office of President or Executive Vice President, a member must have, within the ten years immediately preceding the time the member would take office, served three years as a Council member including at least one as a Regional Vice President, Division Chair or Treasurer, and served either as a General or Technical Chair for one of The Institute's meetings. In the case of new Divisions formed from previously organized groups external to The Institute, two years service on the prior groups governing body is attributable to this requirement. Candidates for Regional Vice Presidents must live in the respective Region. All nominees shall be members of The Institute. The President shall check all nominations to determine eligibility before the names are announced. All candidates for the same office shall be listed in alphabetical order on the ballot, without indication of the method of nomination.

**Section 3. *Voting.*** The ballot shall be mailed by the National Office of The Institute not later than 5 December to all members eligible to vote. Each member shall indicate on the ballot the Region in which the member resides. Each member entitled to vote may indicate a preference for all elective officers except for Regional Vice President or Council Member at Large from any Region other than that in which the voting member resides. Ballots improperly marked shall not be counted, except that votes for President, Executive Vice President, Treasurer and Areas of Interest shall be counted if this part of the ballot is properly marked.

**Section 4. *Counting of Ballots.*** The Council upon recommendation of the President shall appoint tellers not contenders in the election, who shall count the correctly marked ballots and report to the President. A majority of all valid votes cast is needed for election. If no candidate receives a majority, the winning candidate shall be determined by the outgoing Council from among the least number of candidates who received the most votes and whose total vote represents a majority.

**Section 5. *Announcement of Results.*** At least five days prior to the first day of the winter meeting the President shall notify the President-elect of the election results and each successful candidate of their election and all unsuccessful candidates that another candidate was elected. Election results shall be announced at the winter meeting, and by bulletin to the membership within fifteen days after the last day of the winter meeting. The incoming officers shall take office at the end of the winter meeting, but the incoming Council meeting may be held

at any time following the adjournment of the outgoing Council meeting.

**Section 6. *Term of Office.*** The term of office for all national officers shall be one year, except for Council Members at Large representing a Region or an area of interest for which it shall be two years, one member of each Region and area of interest being elected each year. The President shall not be eligible to serve more than two consecutive terms unless the President's first term is less than six months, then the President shall not be eligible to serve more than three consecutive terms. Vice Presidents shall not be eligible to serve in the same office for more than five consecutive terms. Any person who has served two years or more in any capacity as a Council member shall not be eligible to be elected a Council Member at large for at least one year after the end of the last previous term as a Council member. All other officers are eligible for reelection or reappointment without limitation, except as specified elsewhere. An officer shall serve until a successor takes office, the incumbent is removed from office or the position is abolished.

**Section 7. *Removal From Office.*** By petition of any five members of the Council or by majority vote of those attending a Council meeting at which a quorum is present the Council may be requested to remove from office any national officer or elected representative. The President shall then circulate to the Council members by mail a ballot setting forth the reasons of the petitioners and the defense, if any, of the person whose removal is petitioned. The removal shall be effective if, within thirty days of the time the ballots are sent out, at least eighteen members of the council return ballots with a two-thirds majority of the returned ballots favoring the removal.

**Section 8. *Filling Vacancies.*** If a vacancy occurs in the office of President, the Executive Vice President shall become President to fill out the unexpired term. All other vacancies of national officers shall be filled by the Council except for Division and Section Chairs, which vacancies shall be filled by the respective Division or Section.

## **ARTICLE VI Standing Committees**

**Section 1. *Nominating Committee.*** The Nominating Committee shall consist of three members of each Region, and shall be approved by the Council upon the recommendation of the Nominations Committee Chair (immediate past President) at their summer meeting.

**Section 2. *Executive Committee.*** The Executive Committee shall consist of the President, Executive Vice President, Treasurer, two Regional Vice Presidents, the Chair of the Satellite Division, and the Immediate Past President. The presiding officer shall be the President or, in the President's absence, the Executive Vice President. The Committee shall determine its own rules, consistent with these Bylaws, and determine the number constituting a quorum. The Committee shall act for and on behalf of the Council and shall perform such other functions as authorized by these Bylaws or the Council. The Executive Committee shall meet as quarterly. The minutes of its meetings shall be distributed by the National Office at the direction of the President to all members of the Council.

**Section 3. *Finance Committee.*** The Finance Committee, appointed annually by the Council upon the recommendation of the President, shall advise the Council, Executive Committee and Treasurer on financial matters, including investment of funds of The Institute. It shall review the annual budget prepared by the Treasurer and make appropriate recommendations to the Council. The Treasurer shall be an ex-officio member of the Finance Committee, but may not be its chair.

**Section 4. *Membership Committee.*** The Membership Committee shall consist of the chairs of the Technical Committees, with the Membership Committee chair being designated by the Council annually upon the recommendation of the President. All decisions regarding acceptance shall be made within three months of the date of receipt of the application by The Institute.

**Section 5. *Fellow Selection Committee.*** The Fellow Selection Committee Chair shall be designated by the Council annually upon the recommendation of the President. Fellow Selection Committee Members, selected by the Fellow Selection Committee Chair, shall be ION Fellows in good standing. The Chair of the Fellow Selection Committee shall forward a list of selected Fellows to the ION Executive Committee for review and approval prior to notifying the Council of the Selected Fellows. Selected Fellows shall required approval of the minimum of five out of seven members of the ION Executive Committee prior to releasing the list of elected Fellows to the Council.

**Section 6. *Technical Committees.*** A Technical Committee in each of the areas of interest specified in Article I,

Section 7, shall answer inquiries in its area of interest; assist meeting chair, as requested, in obtaining speakers; assist the Editor as requested; promote its area of interest in any manner approved by the Council; and engage in such additional activities as approved by the Council. The activities of the Technical Committees shall be coordinated by the Executive Vice President. The Council representatives of each area of interest shall co-chair their respective Technical Committees.

**Section 7. *Publication Committee.*** The Publication Committee, chaired by the Editor of the Journal, shall be appointed annually by the Council upon the recommendation of the President. The Committee, with such guidance as may be provided by the Council, shall receive all manuscripts, select those for publication and be responsible for editing and printing them in the Journal. The Editor shall report annually to the outgoing Council on their activities during the preceding year.

**Section 8. *Meetings Committee.*** The Meetings Committee chaired by the General Chair of Meetings shall be appointed by the Council upon the recommendation of the President. The Committee shall be responsible for coordinating the planning of all meetings on a national, regional or area of interest level; reviewing the budgets for all meetings with expected attendance of over 150 persons; and setting standards for all meetings. The General Chair of Meetings shall keep the Council informed of progress and shall receive such guidance as needed from the Council.

**Section 9. *Awards.*** The Awards Committee Chair shall be appointed by the Council upon the recommendation of the President. The Awards Committee shall be appointed by the President upon recommendation of the Awards Committee Chair. The Awards Committee shall nominate candidates for each national award to the Executive Committee for their approval at least two months prior to the Annual Awards Dinner. The Awards Committee shall be kept informed of all major awards to be awarded by Divisions and Sections.

**Section 10. *Bylaws.*** The Bylaws Committee chair shall be appointed annually by the Council upon the recommendation of the President. The chair shall be responsible for conducting both periodic and special President and/or Council requested reviews and evaluations of the Bylaws. The chair may, at their discretion, enlist the assistance of qualified members of the Institute, preferably Past Presidents, in the conduct of these reviews and evaluations. Any proposed change(s) to the Bylaws which may result from these reviews and evaluations shall be made in the format of a formal Bylaws Committee Report to the Council at one of its regular meetings.

**Section 11. *Outreach Committee.*** The Outreach Committee Chair shall be appointed annually by the Council upon the recommendation of the President. The ION Outreach Committee shall include, in addition to the Chair, other ION members as appointed by the Chair. The Outreach Committee shall: interface with existing outreach efforts approved by the Council or Executive Committee and coordinate new outreach activities. The scope of this outreach will include, but not be limited to activities in history, education, and promotion of the art and science of navigation throughout the globe. The Chair shall report annually to the outgoing Council on committee activities during the preceding year and plans for the coming year.

**Section 12. *Other Committees.*** The Council shall have the authority to appoint or delegate appointment of ad hoc committees and chairs not inconsistent with these Bylaws, and to require appropriate reports from them.

## **ARTICLE VII**

### **Regions**

**Section 1. *Authorization.*** Two geographical Regions shall be organized wherein the Eastern Region shall contain the US states of AL, CT, DE, FL, GA, IL, IN, KY, MA, MD, ME, MI, MS, NC, NH, NJ, NY, OH, PA, RI, SC, TN, VA, VT, WI, WV, and the District of Columbia, and the Canadian Provinces of New Brunswick, Newfoundland, Nova Scotia, Prince Edward Island, Ontario and Quebec; the Western Region shall contain the US states of AK, AR, AZ, CA, CO, HI, IA, ID, KS, LA, MN, MO, MT, ND, NE, NM, NV, OK, OR, SD, TX, UT, WA, WY and the Canadian Provinces of Alberta, British Columbia, Manitoba, Saskatchewan, Yukon and the Northwest Territories.

**Section 2. *Organization.*** The chief executive officer of a Region shall be called the Regional Vice President for that Region. The incumbent is both a national and regional officer with duties and responsibilities as specified in Article III, Section 5. The incumbent shall be elected by members of the Region as specified in Article V. All regional officers shall be residents of the Region in which they hold office.

## **ARTICLE VIII**

### **Sections**

**Section 1. *Authorization.*** A group of members residing within a restricted area such as a State, metropolitan area or military base may form a local organization which shall be called a Section. An application for a charter for a new Section may be made by a group of at least eight voting members of The Institute residing within the boundaries of the proposed Section. The application, accompanied by letters of approval of Chairs of any existing Sections which include part or all of the area of the proposed Section, shall be forwarded to the Regional Vice President, who shall attach their recommendation and any comments, and forward it to the President for presentation to the Council. A petition for a Section outside the boundaries of any Region shall be forwarded direct to the President. In approving such an application, the Council shall assign temporary Regional jurisdiction pending a revision of Regional boundaries by the Council.

**Section 2. *Organization.*** The chief executive officer of a Section shall be called the Chair of that Section. The incumbent shall be elected by the members of the Section as specified in the Bylaws of the Section. The incumbent shall preside at all meetings of the Section at which the incumbent is present, and shall have such additional duties as specified by the Bylaws of the Section. The incumbent shall be a member, ex-officio or otherwise, of all committees of the Section. Each Section may elect or appoint such additional officers and committees as authorized by its Bylaws. All Sectional officers shall be residents of the Section in which they hold office.

**Section 3. *Finances.*** Each Section shall be financially self-sufficient, maintaining cash balances consistent with good operating practices. Excess funds shall be returned to the National Office. Overall fiscal responsibility remains with the National Office.

**Section 4. *Bylaws.*** Each Section shall adopt Bylaws setting forth its organization, procedures and rules which shall be consistent with these Bylaws. A copy of the Section Bylaws and all amendments thereto shall be forwarded to the President within 30 days after adoption. The President may, at their discretion, request that the Section Bylaws be reviewed by the chair of the Bylaws Committee for a determination as to whether said bylaws are either in consonance or in conflict with the Institute's Bylaws. If acceptable, the President shall direct that the Section Bylaws be placed on file at the National Office. Bylaws of new Sections shall be adopted within six months after approval of the application for a charter for the new Section.

**Section 5. *Dissolution of Sections.*** The Council shall have authority to revoke or suspend Section Charters upon its own initiative or acting upon the recommendation of the Regional Vice President having jurisdiction or a request of the Section concerned. Upon dissolution of a Section, the charter and any Institute property such as a banner or letterheads shall be returned to the National Office for addition to the general funds of The Institute.

## **ARTICLE IX**

### **Divisions**

**Section 1. *Authorization.*** A group whose interest focuses on a particular navigation discipline may form an organization as members within The Institute which shall be called a Division. An application for a charter for a Division may be made by a group of at least fifty persons. The application, accompanied by letters of concurrence from Chairs of existing Divisions, shall be forwarded directly to the President for presentation to the Council. In approving such an application, the Council shall define the Division's responsibility with respect to The Institute and sphere of interest.

**Section 2. *Organization.*** The chief executive officer of a Division shall be called the Chair of that Division. The Chair shall be elected by the members of the Division as specified in the Bylaws of the Division. The Chair of the Division shall preside at all meetings of the Division at which the Chair is present, and shall have such additional duties as specified by the Bylaws of the Division. The Chair of the Division shall be a member, ex-officio or otherwise, of all committees of the Division. Each Division may elect or appoint such additional officers and committees as authorized by its Bylaws.

**Section 3. *Finances.*** Each Division shall be financially self-sufficient, maintaining cash balances consistent with good operating practices. Excess funds shall be returned to the National Office. Overall fiscal responsibility remains with the National Office.

**Section 4. *Bylaws.*** Each Division shall adopt Bylaws setting forth its organization, procedures, sphere of responsibility and rules which shall be consistent with The Institute Bylaws. A copy of the Division Bylaws and all amendments thereto shall be forwarded to the President within thirty days after adoption. The President may, at their discretion, request that the Division Bylaws be reviewed by the chair of the Bylaws Committee for a determination as to whether said bylaws are either in consonance or in conflict with the Institute's Bylaws. If acceptable, the President shall direct that the Division Bylaws be placed on file at the National Office. Bylaws of a new Division shall be adopted within one year after approval of the application for a charter for the new Division.

**Section 5. *Dissolution of Divisions.*** The Council shall have the authority to revoke or suspend Division charters acting upon its own authority or recommendation of the Chair of the Division concerned. Upon dissolution of a Division, the charter and any Institute property shall be returned to the National Office for addition to the general funds of The Institute.

## **ARTICLE X**

### **Meetings of The Institute**

**Section 1. *National Meetings.*** An Annual Meeting (summer) and an International Technical Meeting (winter) shall be held each year at a place and on dates designated by the Council upon recommendation of the Chair of Meetings.

**Section 2. *Special and Joint Meetings.*** A special meeting or a meeting sponsored jointly by The Institute and one or more other organizations may be held as authorized by the Council.

**Section 3. *Division and Regional Meetings.*** Each Division and Region may hold such meetings as authorized by the Council.

**Section 4. *Area of Interest Meetings.*** Each area of interest may hold such meetings as authorized by the Council.

**Section 5. *Section Meetings.*** Each Section shall determine its own schedule of meetings.

**Section 6. *Coordination.*** Dates, locations and plans for meetings, other than Section meetings, shall be coordinated by the General Chair of Meetings.

**Section 7. *Meetings Expenses.*** Budgets for all meetings with expected attendance of over 150 persons, including fees to be charged for registration, transportation, meals, exhibit space and other purposes, shall be reviewed by the Meetings Committee.

**Section 8. *Schedules and Reports.*** The President, Director of Operations and General Chair of Meetings shall be kept informed of all meetings scheduled. Each Regional Vice President shall be kept informed of all meetings scheduled by Sections within the Region. A copy of each meeting notice shall be sent to the General Chair of Meetings with a copy to the President. Within 90 days after the conclusion of each meeting, with the exception of Region and Section meetings, a report on the overall planning and results of the meeting shall be prepared by the National Office and shall be sent to the General Chair of Meetings with a copy to the President. In cases of meetings of Regions and Sections, the report shall be prepared by the chair of the meeting and shall be sent to the General Chair of Meetings with a copy to the President and to the Regional Vice President.

**Section 9. *Papers.*** All papers presented at any meeting of The Institute; national, regional area of interest, Sectional, Divisional or other; shall be submitted for publication first to the National Office unless an exception is made in writing by the Editor. Such exceptions shall normally be made only in the case of joint meetings with other sponsoring organizations, when arrangements may be made to share the papers on an equitable basis. The National Office shall be responsible for collection of the papers and forwarding them promptly to the Editor. If a paper is not published by The Institute within one year after its presentation, or if The Institute declines to publish it, publication rights shall revert to the author. No other person shall publish any paper belonging to The Institute without consent of the Editor.

## **ARTICLE XI**

### **Publications**

**Section 1. *Journal.*** The Institute shall publish a periodical journal which shall be called *Navigation*, with subtitle Journal of The Institute of Navigation.

**Section 2. *Newsletter.*** The Institute shall publish a quarterly newsletter.

**Section 3. *Authorization.*** The Council may authorize additional publications, periodical or otherwise. No book, magazine, bulletin, manual, newsletter, circular, letterhead or other publication or printed matter shall be authorized in the name or on behalf of The Institute by any officer of The Institute or any component thereof without approval of the Council, except meeting notices, programs, forms for conducting the business of the National Office or publications authorized or required by these Bylaws.

**Section 4. *Endorsement.*** The Institute shall not be considered to endorse individual statements and opinions of members or others expressed in papers or articles presented at meetings or published by The Institute.

## **ARTICLE XII**

### **Finances**

**Section 1. *Fiscal Year.*** The fiscal year of The Institute shall be April 1 through March 31.

**Section 2. *Budget.*** The National Office, Committee Chairs, Regional Vice Presidents and each other officer who anticipates the expenditure of national funds shall submit to the Treasurer by November of each year a proposed budget for their activity for the next fiscal year, indicating the estimated amount of income from each source and the estimated expenditures, with the proposed disposition of any balance or deficit. Any anticipated surplus to be sent to the National Office shall be submitted as well. The Treasurer shall prepare a proposed Institute budget for review by the Finance Committee, as provided in Article VI, Section 3, and consideration by the Council before the start of the fiscal year to which it applies. Following the approval of an Institute budget, the Treasurer shall notify each component of its approved budget. Changes in a current budget may be authorized by the Council.

**Section 3. *Special Funds.*** Special funds, such as those provided for awards, grants and fellowships, shall be administered as directed by the Council.

**Section 4. *Debts.*** No financial obligation beyond those authorized in the budget shall be incurred on behalf of The Institute by any person unless authorized by the Council.

**Section 5. *Financial Reports.*** Within 75 days after the end of each fiscal year, an annual financial statement for that year shall be sent to the President with copies to the Treasurer, the Chair of the Financial Committee, each Regional Vice President, Division Chair, Section Chair and such others as the Council may direct.

**Section 6. *Solicitation.*** No person shall solicit funds in the name of The Institute for any purpose not specifically authorized by these Bylaws without authorization by the Council.

## **ARTICLE XIII**

### **National Office**

**Section 1. *Authorization.*** A National Office shall be established for the purpose of conducting Institute business, maintaining the Institute's fiscal, historical and membership records, distribution and sale of Institute publications, planning and conduct of Institute meetings, maintaining the technical and administrative continuity of the organization, and providing such other services to Institute members as authorized by the Council and these Bylaws.

**Section 2. *Management.*** As provided in Article III, Section 1, the President shall exercise overall management and supervision of the National Office. The President shall have the authority to, within the limits of the Institute's approved budget, hire and/or release employees of the National Office. The President may, at their discretion, authorize selected employees of the National Office to hire and/or release part time employees on an as needed basis. All personnel actions shall have at least one level of review and approval.

**Section 3. *Oversight.*** The structure, organization and composition of the National Office shall be subjected to a formal review and approval by the Council at its annual winter meeting. Both operational suitability and compatibility with the budget being proposed by the Treasurer (Article III, Section 3) for the next fiscal year shall be verified by the Council and certified by their approval thereof.

## **ARTICLE XIV Indemnification**

**Section 1. *Indemnification.*** The Corporation shall to the fullest extent now or hereafter permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any threatened pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (and whether brought by or in the right to the Corporation), by reason of the fact that such person is or was a director or officer of the Corporation or is or was an employee of the Corporation designated for indemnification by the Board of Directors or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith, and in a manner such person reasonably believed to be in, or not opposed to, the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful.

## **ARTICLE XV Emblem**

**Section 1. *Authorization.*** No emblem shall be officially associated with The Institute unless approved by the Council. The approval of a new emblem at any time shall automatically terminate previous approval of all other emblems. This section does not preclude the use of the corporate seal when appropriate.

**Section 2. *Restriction to Use.*** Any lapel button, pin, key chain or other device bearing the official emblem of The Institute shall be displayed or used only as authorized by the Council.

## **ARTICLE XVI Miscellaneous Restrictions**

**Section 1. *Political Activity.*** No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence the legislation of any Government entity. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. The approval of the Council shall be required prior to the Corporation carrying on of propaganda, or otherwise attempting to influence the legislation, rule-making or the decision making process of any Government entity.

**Section 2. *Endorsements.*** The Institute shall not lend its name or influence to any commercial enterprise.

**Section 3. *Correspondence.*** All communications from The Institute shall be signed by either the President or employee(s) of the National Office specifically authorized by the President, except that any officer or chair may sign correspondence related to their specific assignment using the appropriate title related to the assignment.

**Section 4. *Favored Treatment.*** No branch of navigation shall be given favored treatment to the neglect of any other. No member or group of members shall be given inferior consideration because of the branch of navigation of primary interest to them.

**Section 5. *Representing the views of the Corporation.*** No officer, chair of a meeting or member is authorized to represent or express the Corporation's views, opinions or recommendations without, previous written, approval of the Council.

## **ARTICLE XVII Amendments**

**Section 1. *Proposal.*** Amendments not inconsistent with the Articles of Incorporation may be proposed by a petition signed by twenty-five voting members of The Institute or five members of the Council or by a resolution of the Council. Each proposed amendment shall be accompanied by background information indicating the reason for the change and the purpose to be and the purpose to be accomplished by it.

**Section 2. *Review.*** Proposed amendments shall be reviewed by the General Counsel before submission for vote.

**Section 3. *Approval by Council.*** An amendment may be approved by 18 members of the Council.

**Section 4. *Approval by Members.*** An amendment may be approved by a three-fourths majority of the votes cast by the voting members of The Institute in a mail ballot.

**Section 5. *Notice of Proposed Amendment.*** Prior notice of a proposed amendment shall be sent to the Council members (when Section 3 applies) or to the voting membership (when Section 4 applies) to provide an opportunity for the expression of opinions pro and con. All such comments received within 30 days shall be submitted with the ballot.

**Section 6. *Counting of Ballots.*** Ballots shall carry a statement of the time limit for their return, which shall be not less than 30 days nor more than 60 days after mailing of the ballots. Tellers appointed by the Council upon the recommendation of the President, shall count the ballots received by the closing date and report the count to the President, who shall announce the results. An amendment shall take effect immediately upon announcement unless provided otherwise in the amendment.