

**MINUTES OF DECEMBER 12, 2020 BOARD MEETING  
THE ANTARCTICAN SOCIETY  
December 12, 2020  
Meeting Held via Zoom**

**Present (Via Zoom)**

**Officers/Directors** — Liesl Schernthanner (president); Mark Leinmiller (vice-president); Tom Henderson (treasurer); Joan Boothe (secretary)

**Directors** — J. Stephen Dibbern; Valmar Kuroi; Michele Raney; Ron Thoreson; Stephen Wilson

**Ex-Officio Officers** — Tom Henderson (webmaster); Guy Guthridge (newsletter editor); Charles Lagerbom (archivist); Lesley Urasky (social media director)

**Guests** — Boyd Allen — Introduced himself as one of Paul Mayewski's graduate students at UNH, which led to his going to Antarctica for field work

Julie Palais — A program director at the NSF for 19 years, until 2016. Received her graduate degree at Ohio State, has made more than 20 trips to The Ice. A polar glaciologist who has studied climate change, volcanic fallout in ice cores, etc.

**Directors Not Present**

Dale Andersen; Matt Jordan; Jerry Marty

President Liesl Schernthanner called the meeting to order at 4:37 pm EST and thanked all participants for being on the call.

Before beginning discussion of agenda items, Tom Henderson advised the meeting participants that he would be recording the meeting. A brief discussion of who would have access to the recording, and in what manner. It was agreed that the recording would *not* be posted on the Society website, but would be available to any board members who request access.

Following this, Secretary Joan Boothe announced that the number of directors participating constituted a quorum as defined in the Society Bylaws.

Since the minutes of the most recent Board meeting (September 23, 2020) had been previously approved by email vote of the board, there was no action required for this.

We then turned to the agenda, which had been sent to all participants in advance of the meeting.

**1. PRESIDENT'S REPORT — Liesl Schernthanner**

The draft agenda included a topic for identifying key contacts at other organizations. Liesl noted that she removed that item from today's agenda, but asked all to send ideas to her.

Liesl briefly noted recent activity by officers, directors, and committees. She reported that the committees created at the last board meeting were all working actively and significant progress has been made. She noted that specific expanded committee reports are agenda items to be covered later in this meeting.

She reported that following the last meeting, those officers who were available for a discussion talked about a possible Society mission statement, with a general agreement that it would be nice to formalize one. We do have a short version in the Brochure (copies of which were distributed to all Board members in advance of this Board meeting). The principal focus of these discussions, however, was on the bylaws, articles of incorporation, and conflict of interest statement (copies of which revised, updated versions were sent to all Board members prior to this meeting and are included at attachments to these minutes.) All three documents are required for our bid to regain non-profit status — discussed late in this meeting in Tom Henderson’s update on this matter.

*Liesl proposed that we adopt the “Mission Statement” in the brochure as something we can use. All agree.*

Liesl commented on recent updates to the website, in particular noting the wonderful photos by Lynn Simarski (Guy Guthridge’s wife) that now head the webpage.

The president’s report concluded with Liesl’s invitation to our two guests to introduce themselves. See notes following guest’s names above for their response.

## **2. TREASURER’S REPORT AND WEBSITE UPDATE — Tom Henderson**

### **Financial Statements**

Tom provided the Board with Financial Statement — Balance Sheet & Revenue/Expenses — for 2020 to date. The statements are included with these minutes at Attachment 1.

With regard to the Income & Expenses report, Tom noted that the principal reason for the negative total was that he has been making reimbursements of deposit received for the planned Mystic Seaport gathering. These deposits had been received in 2019 and the reimbursements made in 2020.

With regard to the Assets statement, Tom’s initial report included several Society physical assets — scanners and Dictaphone — that previously had not been on the financial statements. The amount involved was \$2550. We discussed whether it was appropriate to include these, which had previously been treated as expensed. The sense of the board was that we should continue to treat them as expensed. The statement attached as the end of these minutes had been revised to reflect this.

Approximately two thirds of our assets are investments in the Calvert Fund. Tom noted that this was the way Paul had chosen to handle our funds, safe but with a relatively small return. Tom suggested that consideration of this should be done by the Finance Committee (creation of which is a separate Agenda item for this meeting, covered below)

### **Membership Numbers**

Tom reported that the Society currently has 327 total members, of whom 223 are electronic members, 104 choosing, and paying, to receive the Newsletter in hard copy. In 2020, we added 40 *new* members, but we also lost members through non-payment of dues or deaths.

### **Status of 501 (c) (3) Re-acquisition**

Tom reported that he’s making progress on this, has had many discussions with the local, Vermont, attorney with whom he’s working. He will be applying for a new EIN from the IRS rather than trying to re-establish our former non-profit status under our old EIN. Tom will do this in Vermont as “The Antarctic Society Ltd.”, as stated in our new Articles of Incorporation, to distinguish the application from the formal name of our former entity, Antarctic Society. The application itself is relatively easy, done via the 1023 EZ, a standard form for quick non-profit applications. To do this requires the three new documents — the approved By Laws, Articles of Incorporation, and Conflict of Interest Statement. Once these are finalized and approved, Tom will proceed with the attorney.

Getting the approval once we've submitted our application can take as much as six months. Tom hopes we can have the approval by next summer. Tom concluded, "It's not over until it's over, but it's looking good."

Julie asked why Vermont. Tom explained how doing this in Vermont compares to basing ourselves in other states. Some states are very strict, others lenient. Vermont is in the middle of this. Several people pointed out that Vermont is also appropriate since we are officially doing business there, since this is where Tom lives — and as a practical matter, he (and the attorney he's working with) are the ones doing all the work on this.

**D & O Insurance Discussion**

Tom has begun looking into the question of D&O Insurance for the Society, the need for which was discussed at the last Board meeting. Michele supplied a contact with one source, so he was able to provide the Board two competing quotes, as follows

COMPARISON OF DIRECTORS AND OFFICERS INSURANCE QUOTES						
Company	Total Insured Amount	Annual Premium	Sexual Harassment, etc. covered?	Additional Premium	Total Premium	Comment
Heffernan	\$1,000,000	\$365	No	\$495	\$860	No limit on each instance
Hartford	\$1,000,000	\$491	No	\$50	\$541	Limit of \$25,000 for each instance

Both are quotes for a non-profit organization, but Heffernan would be willing to write a policy now for us based on the fact that we are applying for non-profit status. Hartford would require us to have the status in place.

Tom discussed the details of each quote, what liabilities we have, where we have exposures — for example, gathering when we have them, including in regard to alcohol consumption at such events. General discussion followed, including Steve D asking about details of policies, whether X can be left out, Y included. He suggested that it might be less expensive to buy insurance for each event. We talked about this and agreed that we need more detail.

This led to a discussion of the difference between D&O insurance and other insurance that may be needed, including event insurance. Each of these are for different purposes. With regard to event coverage, we would need to look to other insurance for that. What is under consideration here is D&O insurance, which is specifically to cover potential liability for Society directors.

After discussion, it was agreed that we should look for other quotes, but it was also agreed that obtaining D&O insurance is something that we should take. Tom recommended that we research this further, discuss our exposure with an attorney, and looking into our options. He will report back to the Board on this for the next meeting.

**Side Discussion**

We briefly talked about the status of the *Glacier*, its fate. It was suggested that an article about this might be a good idea for the January newsletter, perhaps written by Steve Dibbern, who was the Board member reporting on this to the group.

**Website Update**

Tom led off his comments on the website update prospects by noting the new photos that now adorn the top of the website — wonderful photos from Lynn Simarski (Guy's wife). We will have short article about these in the next newsletter.

Tom then turned to the question of updating the website, in particular to the potential restoration of TimeTrek. It was first included in the website in 2009, as a pet project of Tom's. This feature coupled large data bases with Antarctic history, geographic names, stations, events and images — linked to Google Earth. There were dedicated fans of the feature, but in fact not many people used it. In 2017, Tom took it down when Google dropped its support of the crucial plug-in that made the app possible. Tom has now looked into the cost of bringing TimeTrek back, and the web developer he used had given him a quote of \$12,278 — including a discount. Tom recommended that we — really meaning he — pursue this further, do a bit more research, see if it can be done more inexpensively until Google Earth replaces the plug-in.

Discussion followed, with several members of the board expressing interest in restoring TimeTrek. Stephen Wilson suggested that we might pursue getting a grant to fund this. Michele suggested publicity re this, an article in the newsletter, asking if any members would like to participate in the project. She noted that there is a lot of talent in our Society that we might be able to tap. Guy noted that this has value as an educational tool that we could use to bring in new members.

Tom concluded the discussion suggesting that we table this for now and he will continue to investigate. All agreed.

### **3. SOCIETY DOCUMENTS COMMITTEE REPORT — Tom Henderson**

Tom reported that the committee reviewed these documents — the Bylaws and Articles of Incorporation — that had been approved at the October Board meeting in light of comments received in the Member survey. They also reviewed the Conflict of Interest Policy Statement. All three documents are required for our non-profit status application.

As noted earlier, all three revised documents were provided to the Board prior to this meeting.

*Michele Raney moved, Mark Leinmiller seconded, that we approve and adopt all three documents.*

*Approved Unanimously*

The approved documents are attached to the end of these minutes as Attachment 2, 3, 4.

### **4. OUTREACH COMMITTEE REPORT — Joan Boothe**

Joan described the membership and activity of the Outreach Committee to date, since it was created at the October Board meeting. Members include Matt Jordan as chair; Joan Boothe as back-up to Matt when he's not available; Michele Raney; Liesl Scherthanner; Ron Thoreson; and Stephen Wilson

Two meetings have been held since October, both by Zoom — on October 2 and October 23. Matt was present and chaired both of these meetings. At the date of this Board meeting, however, he is not available since he's on The Ice.

At the first meeting, many issues and ideas were discussed. The Committee looked in particular to the results of the Member survey for suggestions. Among ideas discussed:

- Print additional copies of the Newsletter, to be made available in a variety of places
  - Discussed potential role of Newsletter in Outreach
- Have a brochure for wide distribution — possible places this could be made available were discussed, including NSF, Byrd Polar, SPRI, tourist ships, ANARE, Antarctic Centre in Christchurch, Antarctic Treaty Meetings, OAEA reunions . . .
  - Guy suggested adding the American Geophysical Union (AGU) meeting to his list

- The Outreach Committee would appreciate receiving further suggestions re venues for us to distribute the brochure.
- Need for a mission statement
- Increase social media presence, including stepped up activity on our existing Facebook page; look to other social media venues
- Develop program of virtual meetings and webinars. We could look to the New Zealand Antarctic Society for ideas
- Work with other Antarctic related organizations, perhaps modeled on what is now happening in Christchurch where several organizations are developing joint programs
  - Create cadre of contact people in related organizations

All the above were discussed on the October 2 Zoom call. The October 23 call continued the discussion and reviewed what had been done between the meetings, as follows:

- Liesl created a draft brochure, which the Outreach Committee reviewed. All committee members agreed that the original draft was outstanding. We made a few minor revisions, resulting in the Brochure version that was sent to all Board members prior to this meeting. Liesl also created a one-page flyer that can be used to be put up on bulletin boards. (Matt Jordan took copies of this with him to The Ice this fall.) This flyer was also sent to board members. Both the Brochure and the Flyer are attached to these minutes as Attachment 5.
- Facebook Activity has been expanded. Lesley, our Social Media director, added Matt and Joan as administrators to the page, so we now have three people who can post on our Facebook page. We have used this ability to post multiple announcements in the past several months, including messages from the Antarctic Society about our own activity, messages re our website, bits of interesting news we've learned about, and information opportunities such as webinars offered by other organizations.
- Not a suggestion from the Outreach Committee, but very much in line with our objectives, Tom Henderson developed a Holiday Gift Membership drive. He sent emails to all our digital members and we posted a notice about this on the Facebook page.

With the revision to the Bylaws and Articles of Incorporation changing the Society name to The Antarctic Society, we needed to change our name on the Facebook page. This has been done (by Lesley during the Board meeting!).

## 5. NEWSLETTER WORKING GROUP REPORT — Guy Guthridge

Guy told the Board that the members of what had initially been called the Newsletter Committee — which met, via Zoom, for the 1<sup>st</sup> time on December 10 — had decided after discussion that it would be more appropriate to describe this as a “working group” rather than a committee. The Zoom meeting was recorded.

There are currently 10 members of this group — 7 of whom participated in the December 10 Zoom call — are as follows:

Guy Guthridge (chair)	Joan Boothe	Steve Dibbern	Matt Jordan
Valmar Kurol	Charles Lagerbom	Jerry Marty	Michele Raney
Liesl Scherthanner	Lesley Urasky		

After introducing the members of the Newsletter Working Group, Guy began by describing materials that the group had reviewed/discussed on December 10. This included his historical complication

back to 1965 of documents about the Newsletter. It also included material from the recent member survey that were specifically about the newsletter, as well as comments about the newsletter made in response to non-newsletter questions.

The Working Group discussed the Newsletter format at length. They considered a range of alternatives including

- A full color glossy publication comparable to that produced by the American Polar Society or the New Zealand Antarctic Society
- Abandon the text-only print copies now sent to 104 members
- Enhance the print version mailed to print members to something comparable to what's now only in the website version
- Retain the present approach of mailing text-only copies and include images in the website version

**RECOMMENDATION FROM THE WORKING GROUP** — Stick with what we've been doing, as well as quarterly issues, at least until a new editor is in place. The working group agreed that we like the rich content and the current, non-slick format, which reflects our culture and character.

Guy then reviewed the content that appears to be most valued by Society members, per responses to the member survey.

- Science advances
- Operations
- Other nations' activities
- Diplomatic & policy shifts
- News from people in the field
- Book reviews (or notifications)
- Climate-change related news
- News by and about members
- Artists and writers
- Highlight different stations
- From the Archives
- More authors not the editor
- Page 1 — highlight various parts of / news about the society
- Original news: you read it here first

With regard to the original news item in particular, Guy noted that he'd like to see this as a Newsletter goal, where we don't simply repeat what's available elsewhere.

The Board then briefly discussed the content ideas presented by Guy. Julie (our guest), suggested that it would be good to get students just back from The Ice to write articles about what they were doing, could be of particular interest to young members and prospective members.

Next, Guy reviewed the question of editorial contributions and control, summarizing it as follows, **including the recommendations** from the Working Group:

### **EDITORIAL CONTRIBUTIONS AND CONTROLS**

**(Board = officers, directors, ex-officios)**

- Paul Dalrymple had full control; Guy Guthridge close to that
- Newly active Board suggests a fresh look at editorial control
- Editor should have lots of say
- Appoint sub-editors to represent topical areas
- The Newsletter Working Group (not the Board) should review and agree on content of individual issues
- Newsletter editor, social media director, and webmaster should have autonomy, but collaborate
- Communications — Working Group can be a resource for all three
- Periodically, the Board should review all the Society's communications media

It was suggested that the working group be expanded to include all of our communications media, including the newsletter, the website, and social media. It would be renamed the Communications Working Group. *Approved by the Board*

The final topic Guy address was the question of candidates for the next editor, to replace him. Guy suggested several possible names and these people were discussed. Guy will follow up on this discussion.

Ron ended our discussion of the newsletter with a comment echoed by all present — kudos to Guy for his time as the Newsletter Editor, a great job so well done.

## **6. PAUL DALRYMPLE MEMORIAL PROGRESS — Guy Guthridge**

Guy said that he had nothing new to report and is looking for a volunteer to take over from him for this task. Liesl decided that we should table this discussion for the time being, until the next Board meeting.

## **7. FINANCE COMMITTEE ESTABLISHMENT — Tom Henderson**

Tom recommended establishing a Finance Committee to review current Society financial policy, develop policies, and then on an ongoing basis, do at least annual review of financial matters as appropriate. He also recommended creating a separate Administrative Policies Committee.

Michele suggested that it might make more sense to have one committee, a Finance and Administrative Policy Committee. Discussion ensued, in which Tom explained his thinking re these two committees, that there would be a lot of responsibility for each of them, too much to combine in one committee. Finance in particular should be an ongoing committee. Tom suggested that the Finance Committee should be two-three people and there should be no more than six on the Administrative Policy Committee.

With regard to the Finance Committee, Tom indicated that he would like to see it established as soon as possible. Michele commented on the importance of this, that Tom knows how to do things (and does it very well), but no one else does. That's a problem.

Stephen Wilson noted that we should be looking at future development, driven by a budget, which we do not now have. He suggested that budget/development as a sub-committee of finance.

Michele proposed that a Finance Committee be chaired by the Treasurer. Tom demurred, saying that one of the purposes of this committee is to oversee the Treasurer. Thus, that person should not be the chair.

There was more discussion, with continued consideration of one committee rather than two. Although not all agreed completely, the ultimate sentiment of the Board was to establish one committee — Finance and Administrative Policy.

*Liesl Scherthanner moved, Michele Raney seconded, that we establish a Finance and Administrative Policy Committee, with an initial focus on the Finance Function of the Committee*

*Approved Unanimously*

Joan Boothe and Michele Raney volunteered to serve. It was suggested that Mark Leinmiller would be an appropriate chair. Liesl also offered to be on the Committee, and asked that others let her know if they are interested.

## 8. VIRTUAL GATHERING GROUP — Liesl Scherthanner

Liesl noted that nothing has been done with regard to the suggestion for setting up virtual gatherings as yet, but she would like to get going on this. Let her know if you're interested in working on this. Matt Jordan has a lot of ideas re this. Liesl said she'd wait until he gets back to pursue this further, but in the meantime, during the next week, think about this and let her know any ideas Board members have.

For now, Michele suggested starting off with a virtual lecture series. We have many potential speakers among our members, as well as lots of other people we could reach out to. Guy said that he would forward a list of potential lecturers whom he had considered for a Gathering, had we held on in person.

We discussed the value of having such gatherings, as well as the success of past gatherings in recent past, as well as the success of meetings in the early years of the Society in Washington DC, when there were very well attended monthly meetings.

Triggered by this discussion, Julie offered her place as a potential site for an in-person Antarctic Society gathering when we can do that in the future.

Liesl raised the question of whether this group should be part of the Outreach Committee. There was discussion, with several people agreeing, others feeling the Committees should not be merged. There was no resolution of the question, and as of yet, no working group has been established to work on virtual lectures.

## 9. ARCHIVES UPDATE — Charles Lagerbom

Charles gave a brief report on recent activity for the Archives. He noted that he has just received four boxes of items from Kristen Larsen. He is planning on writing a regular "Latest From the Archive" feature for the newsletter. And he has been providing items about the archives for posting on the Facebook page. All of this is a result of his digging through the Archives, photographing non-paper items so that they can be better catalogued. Charles also reported that he is looking into the possibility of acquiring the brass nameplate of the *Hero* (which has just sunk).

Finally, Charles noted that he is aware of the substantial collection of polar items from Paul Dalrymple's home, but we have no control over this. He is aware that Paul's nephew and Paul Mayewski from UM have discussed it, but we have not been privy to any of these discussions.

## 10. NEXT MEETING — Liesl Scherthanner

The next board meeting will be via Zoom, March 13, 2021, at 4:30 pm EDT. A notice will be published re this in the January Newsletter, again inviting members to attend.

## ADJOURNMENT

The meeting was adjourned at 6:40 pm EST.

Respectfully submitted,

Joan Boothe, Secretary  
December 16, 2020



**ATTACHMENT 1 — The Antarctic Society Financial Statements**  
**Year 2020 to Date**

**Antarctican Society Income & Expenses**

<b>INCOME</b>	
Antarctican Society Gathering Deposit	1,430.00
Donation By PayPal	427.00
Donations by check	50.00
Dues deposits by check	1,541.00
Dues deposits by PayPal	2,817.64
Interest Inc	1.33
Other Inc	0.25
<b>TOTAL INCOME</b>	<b>6,267.22</b>
<b>EXPENSES</b>	
Administrative Supplies	
Postage	462.55
<b>TOTAL Administrative Supplies</b>	<b>462.55</b>
Bank Charge	
Bank Fees	23.10
<b>TOTAL Bank Charge</b>	<b>23.10</b>
Gathering Expenses	0.00
Misc	213.00
Newsletter Expenses	1,017.81
PayPal Fees	180.09
Reimbursement	5,206.19
Services	
Printing and Distribution	1,271.99
<b>TOTAL Services</b>	<b>1,271.99</b>
Subscriptions	
Google GSuite	31.72
Zoom	132.45
<b>TOTAL Subscriptions</b>	<b>164.17</b>
Website Expenses	
Website Hosting	216.00
Website Security	29.70
<b>TOTAL Website Expenses</b>	<b>245.70</b>
<b>TOTAL EXPENSES</b>	<b>8,784.60</b>
<b>OVERALL TOTAL</b>	<b>-2,517.38</b>

## Antarctican Society Assets & Liabilities

<b>ASSETS</b>	
<b>Cash and Bank Accounts</b>	
Camden Bank AS Checking	0.00
The Antarctic Society Checking VFCU	27,306.38
The Antarctic Society Savings	5.00
VFCU AS Club Account	0.00
PayPal Cash Account	0.00
<b>TOTAL Cash and Bank Accounts</b>	<b>27,311.38</b>
<b>Other Assets</b>	
AS Equipment	0.00
<b>TOTAL Other Assets</b>	<b>0.00</b>
<b>Investments</b>	
Calvert Fund	49,106.06
<b>TOTAL Investments</b>	<b>49,106.06</b>
<b>TOTAL ASSETS</b>	<b>76,417.44</b>
<b>LIABILITIES</b>	
<b>Other Liabilities</b>	
Gathering registrations	260.00
<b>TOTAL Other Liabilities</b>	<b>260.00</b>
<b>TOTAL LIABILITIES</b>	<b>260.00</b>
<b>OVERALL TOTAL</b>	<b>76,157.44</b>

**ATTACHMENT 2 — BYLAWS**  
**THE ANTARCTICAN SOCIETY**  
**BYLAWS**

December 2020

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## **PURPOSE**

The purpose of the Antarctic Society is to unite persons interested in Antarctica, facilitate the collection and dissemination of the scientific and personal experiences of those active in the Antarctic regions, encourage increased appreciation of the global importance of Antarctica, and share enthusiasm for the Southern Continent.

## **ARTICLE I**

### **OFFICES**

**SECTION 1. OFFICES.** The location of the Antarctic Society (the Society) office shall be the address of the Society's Registered Agent in the state in which the Antarctic Society is registered as a nonprofit organization.

**SECTION 2. OTHER OFFICES.** The Society may also have offices at such other places as the Board of Directors may from time to time determine that the business of the Society may require.

## **ARTICLE II**

### **MEMBERSHIP**

**SECTION 1. ELIGIBILITY AND APPLICATION FOR MEMBERSHIP.** Membership in the Society shall be open to all persons interested in Antarctica. Application for membership shall be communicated to the Treasurer of the Society in a manner provided for by the Board of Directors. Processing of the application shall be in accordance with rules prescribed by the Board of Directors.

**SECTION 2. RESTRICTIONS.** Membership in the Society shall not be restricted because of race, color, religion, creed, or gender identity or orientation.

**SECTION 3. CLASSES OF MEMBERSHIP.** As provided for in the ARTICLES OF INCORPORATION of The Antarctic Society, the Society shall have members. The Society membership shall be divided into three (3) classes of members and the number of members in each class is unlimited. The description of each membership class is:

- a. Regular Members: All persons interested in Antarctica shall be eligible for membership in the Society. All members may vote, hold office, and participate in all of the activities of the Society.
- b. Honorary Members: The Board of Directors may select for honorary membership in the Society individuals who have distinguished themselves by their contributions to the understanding of Antarctica or by extraordinary service to the Society. Honorary members possess all of the privileges of regular members, but shall be exempt from the payment of dues.
- c. Corporate Members: All corporations, partnerships, business organizations, etc., shall

be eligible for membership in the Society. Such business organizations may neither vote nor hold office, but may participate in all other activities of the Society.

**SECTION 4. SELECTION OF MEMBERS.** The Board of Directors shall have the right to refuse any application for any reason deemed to be sufficient, except as provided for in **Article II, Section 2**, provided that such refusal be by a majority vote (>50%) of the Board of Directors present at any meeting with a properly constituted quorum. The Board of Directors may delegate its authority to process membership applications either to a committee or a specified officer for the purpose of selecting Regular Members.

**SECTION 5. DUES.** Dues shall be assessed in a manner determined by the Board of Directors. Failure to pay dues within the time established by the Board of Directors shall be considered voluntary resignation, at which time all privileges of membership shall lapse. Upon request, the Board of Directors may grant a dues waiver for one year in situations of hardship, extreme isolation, or other special situations.

**SECTION 6. RESIGNATION.** Membership resignation shall be presented to the Treasurer of the Society. Nonpayment of dues shall be considered voluntary resignation. A former member may be reinstated when dues are paid in full.

**SECTION 7. PRIVILEGES.** Privileges of Regular or Honorary membership include the right to vote and hold office. Membership in the Society is a privilege, not something that may be used to declare a public position taken by the Society or to provide support for an individual's activity or participation in otherwise unlawful activity.

### **ARTICLE III BOARD OF DIRECTORS**

**SECTION 1. NUMBER AND QUALIFICATIONS.** The Board of Directors shall be composed of not less than eight (8) nor more than sixteen (16) voting members, each of whom shall be a member of the Society. The members of the Board shall consist of the Society's Officers, (President, Vice-President, Secretary, and Treasurer), as elected pursuant to **Article III, Section 2**; the Ex-Officio Officers (Editor, Webmaster, Social Media Director, and Archivist), as appointed by the Board of Directors; and a sufficient number of At-Large Directors to constitute a Board of not more than sixteen (16) voting members. While an Officer or Director may also serve as an Ex-Officio Officer, each individual on the Board of Directors shall have only one (1) vote.

**SECTION 2. ELECTIONS.** The Board of Directors shall vote to elect the Officers (President, Vice-President, Treasurer, and Secretary) and At-Large Directors. Elections shall be held every three (3) years on a date specified by the Board of Directors. Candidates may be self-nominated or nominated by any member, including a member or members of the current Board of Directors. The candidates receiving the highest number of votes for each office shall be elected. In the event of a tie, a run-off election shall be held.

**SECTION 3. VACANCIES.** Vacancies shall be filled as soon as possible by majority vote (> 50%) of the remaining Board of Directors. A new Director elected by the Board of Directors

shall serve until the expiration of the term of the Director whom they replace. Between meetings of the Board of Directors, the President may designate an interim Director who shall serve until the next Board meeting.

**SECTION 4. TENURE OF OFFICE.** Each At-Large Director elected shall hold office for six (6) years or until a successor has been elected. A Director's term begins immediately upon completion of the election. At-Large Directors may be elected to two (2) consecutive six-year terms. No At-Large Director shall be eligible for re-election to the Board of Directors after serving two consecutive terms until one year has elapsed since that person last served a full term of six years as an At-Large Director.

**SECTION 5. POWERS.** The Board of Directors shall have the control and management of the Society's affairs, policies, and business. The Board of Directors may exercise all of the powers of the Society and do all such lawful acts and things as are not by STATUTE, by ARTICLES OF INCORPORATION, or by these BYLAWS otherwise prohibited.

**SECTION 6. SIGNATURES.** In order to execute the Duties and Powers of Officers, Ex-Officio Officers, and At-Large Directors as established in these Bylaws, electronic signatures may be utilized in accordance with existing law.

**SECTION 7. COMPENSATION.** The Officers, Ex-Officio Officers and At-Large Directors shall serve without compensation. Reasonable expenses may be reimbursed when authorized in accordance with the Board of Directors policy.

**SECTION 8. INDEMNIFICATION.** The Society shall indemnify any Officer, Ex-Officio Officer or At-Large Director or former Officer, Ex-Officio Officer or At-Large Director of the Society against expenses actually and reasonably incurred by them in connection with the defense of any action, suit or proceeding, civil or criminal, in which they are made a party by reason of being or having been an Officer, Ex-Officio Officer or At-Large Director, except in relation to matters as to which they are adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Society.

## ARTICLE IV

### OFFICERS AND EX-OFFICIO OFFICERS

**SECTION 1. OFFICERS AND EX-OFFICIO OFFICERS.** The Officers of the Society shall be elected by a vote of the Board of Directors for each office and shall be a President, a Vice-President, a Secretary, and a Treasurer, none of whom need be an elected Director of the Board of Directors. Candidates may be nominated by the membership and/or by the current Board of Directors. The candidates receiving the highest number of votes for each office shall be elected. In the event of a tie, a run-off election shall be held.

Ex-Officio Officers include the Editor, Webmaster, Social Media Director and Archivist. Ex-Officio Officers are appointed by the Board of Directors. Ex-Officio Officers may be Officers of the Society. Ex-Officio Officers may be created or retired according to the needs of the Society.

In the event that additional Ex-Officio Officer positions are created, the Board shall remain limited to sixteen (16) voting members.

No person shall have more than one (1) vote on the Board of Directors.

**SECTION 2. TENURE OF OFFICE.** The Society Officers shall hold office for three (3) years, or until their successors are duly elected. Any Officer may be removed at any time by the vote of a majority (> 50%) of the Board of Directors. The President and Vice-President shall be eligible for re-election for an additional period of three (3) years. If either of these Officers serves for two (2) successive three-year terms (six [6] consecutive years), they shall not be eligible for re-election or appointment to the same office until a period of one (1) year has elapsed. The Secretary and the Treasurer may serve an unlimited number of successive three-year terms. Any vacancy occurring in any office of the Society shall be filled by the Board of Directors. The new Officer appointed by vote of the Board of Directors shall serve until the expiration of the term of the Officer they replace.

Ex-Officio Officers shall be appointed by the Board of Directors to indefinite terms. Ex-Officio Officers shall be replaced by the Board of Directors in case of resignation, death, or removal by majority vote of the Board of Directors.

**SECTION 3. EXPIRATION OF TERM.** On expiration of their term, all Officers shall surrender all property in their possession belonging to their respective offices to the newly elected Officer.

### **THE PRESIDENT**

**SECTION 4. DUTIES.** The President shall be the chief executive officer of the Society. The President shall:

- a. Preside at all meetings of the members and the Board of Directors;
- b. Provide general and active management of the business of the Society; and
- c. Ensure that all orders and resolutions of the Board of Directors are carried out.

**SECTION 5. POWERS.** The President shall execute bonds, mortgages, and any other contracts, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other Officer or agent of the Society.

The President shall have the authority to approve discretionary expenditures related to the functioning of the Society that do not exceed an amount specified in advance by the Board of Directors. Expenditures greater than the specified discretionary amount must be approved by the Board of Directors.

The President shall communicate on behalf of the Society and provide oversight for correspondence otherwise delegated to specific Board members.

### **THE VICE-PRESIDENT**

**SECTION 6. DUTIES AND POWERS.** The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors may from time to time prescribe.

### **THE SECRETARY**

**SECTION 7. DUTIES.** The Secretary shall:

- a. Attend meetings of the Society and the Board of Directors;
- b. Record and make available the proceedings of those meetings and perform similar duties for designated committees when required;
- c. Maintain the records and coordinate necessary correspondence of the Society;
- d. Give, or cause to be given, notice, as required by these BYLAWS, of all meetings of the members and of the Board of Directors; and
- e. Perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision they shall be.

**SECTION 8. ACTING AD INTERIM.** In the absence of the President and Vice-President, the Secretary shall become the acting President for the purpose of fulfilling the duties of the President.

### **THE TREASURER**

**SECTION 9. DUTIES.** The Treasurer shall:

- a. Collect, receive, and maintain custody of all funds and securities of the Society;
- b. Keep full and accurate accounts of receipts and disbursements;
- c. Deposit all funds and other valuable effects in the name of and to the credit of the Society in such depositories as may be designated by the Board of Directors;
- d. Provide the Board of Directors and the membership a financial report no less than annually;
- e. Be responsible for submission of all required financial documents including state and federal reports; and
- f. Correspond with applicants and members as needed, ensure applications and renewals for membership are processed and maintain a current membership database.

**SECTION 10. POWERS.** The Treasurer shall disburse the Society's funds as may be directed by the Board of Directors or the President, taking proper vouchers for such disbursements, and shall render to the President and/or the Board of Directors at the regular meetings of the Board, or whenever required, an account of all transactions as Treasurer and of the financial condition of the Society.



**SECTION 11. ACTING AD INTERIM.** In the absence of the Secretary, the Treasurer shall become the acting Secretary for the purpose of fulfilling the duties of the Secretary. In the absence of the President, Vice-President, and Secretary, the Treasurer shall become the acting President for the purpose of fulfilling the duties of the President.

**SECTION 12. RETIRING TREASURER.** The retiring Treasurer shall within one (1) month after the expiration of their term or the date of their retirement deliver to the newly-elected or appointed Treasurer all funds, vouchers, electronic records and paper records of the Society in their custody, with a supplemental report covering all transactions occurring in the interim period between the close of the last fiscal year and the date the retiring Treasurer terminated office.

**SECTION 13. BOND.** If required by the Board of Directors, the Treasurer shall give the Society a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of their office and for the restoration to the Society, in case of their death, resignation, retirement or removal from office, of all records, papers, vouchers, funds and other property of whatever kind in their possession or under their control belonging to the Society.

### **THE EDITOR**

**SECTION 14. DUTIES.** The Editor is responsible for compiling and printing and mailing (in the case of paper copies) the final version of the Society's periodic newsletter. All costs associated with the production and distribution of the newsletter shall be borne by the Society. The editor shall also forward the final electronic version of the newsletter to the Webmaster for distribution to members receiving the newsletter electronically and for inclusion on the Society website.

### **THE WEBMASTER**

**SECTION 15. DUTIES.** The Webmaster is responsible for designing and maintaining the Society website as directed by the Board of Directors. The Webmaster shall post each newsletter on the Society website for membership access. The Webmaster shall control access to the members-only section of the website.

### **THE SOCIAL MEDIA DIRECTOR**

**SECTION 16. DUTIES.** The Social Media Director is responsible for administering the Society presence on social media as directed by the Board of Directors.

### **THE ARCHIVIST**

**SECTION 17. DUTIES.** The Archivist is responsible for recording the history of the Society and maintaining appropriate historical records and memorabilia associated with the Society. With the consent of a majority (> 50%) of the Board of Directors, the Archivist shall identify and maintain access to locations for storage of Society historical records and/or

memorabilia. The Archivist shall also maintain a complete digital copy and backup copy of the images archive and usage agreements created through the Society's slide scanning service.

## **THE HONORARY OFFICERS**

**SECTION 18.** The Board of Directors may select a person or persons to hold an honorary office. Persons holding such office shall possess the rights and privileges of Honorary Members as set forth in **Article II, Section 3** of these BYLAWS.

## **ARTICLE V**

### **MEETINGS**

#### **BOARD OF DIRECTORS MEETINGS:**

**SECTION 1. BOARD MEETINGS.** The Board of Directors shall meet at least once every calendar year. Additional meetings may be held at any time deemed necessary by the Board of Directors. Members and invited guests may attend Board Meetings.

**SECTION 2. CONVENING BOARD MEETINGS.** The President shall designate a date and time for the meeting. Participation at Board Meetings shall be in-person, by telephone conference call, videoconference, or by online or electronic means.

**SECTION 3. NOTICE.** Electronic and/or printed notice of an agenda for Board Meetings shall be sent to the Board of Directors not less than ten (10) days before such meetings.

**SECTION 4. MINUTES.** Minutes shall be recorded for each Board Meeting by the Secretary and, after approval, the minutes or a summary thereof shall be posted on the Society website within sixty (60) days following the meeting.

#### **SPECIAL BOARD MEETINGS**

**SECTION 5. SPECIAL BOARD MEETINGS.** Special meetings of the Board of Directors, for any purpose or purposes, unless otherwise prescribed by STATUTE or the ARTICLES OF INCORPORATION, may be called by the President. The President shall state the purpose or purposes of the proposed meetings. Participation at Special Board Meetings shall be in-person, by telephone conference call, videoconference, or other online or electronic means.

**SECTION 6. NOTICE.** Notice of Special Meetings shall be sent electronically or by mail to each Board member and shall state the purpose, day, and hour of the meeting.

#### **MEMBERS MEETINGS (GATHERINGS)**

**SECTION 7. MEMBERS MEETINGS.** Meetings of the membership may be held as deemed appropriate by the Board of Directors at such location and date(s) to be designated by the Board of Directors.

**SECTION 8. PURPOSE OF MEETING.** Meetings of members shall be held to facilitate special presentations or lectures on subjects of membership interest, to access educational events,

and to promote interaction and camaraderie among members. Policies regarding conduct of Members Meetings shall be determined by the Board of Directors.

**SECTION 9. NOTICE.** Electronic and/or written notice of the Members Meetings shall state the location, day(s), and hour(s) of the meeting, and shall be sent to all members at least sixty (60) days in advance of the meeting.

## **VOTING**

### **BOARD OF DIRECTORS VOTING:**

**SECTION 10. QUORUM.** Not less than eight (8) members of the Board of Directors, including the President or Vice-President, shall constitute a quorum for purposes of voting at Board of Directors meetings.

**SECTION 11. ELECTIONS.** The Board of Directors shall be elected as prescribed in **Article IV, Section 1.**

**SECTION 12. VOTING.** Each person on the Board of Directors shall have one (1) vote.

**SECTION 13. PROXY VOTING.** Any member of the Board of Directors may delegate their vote(s) by proxy to another Board of Directors member on any issue or proposal for which the Board of Directors requires a vote. A proxy vote shall count towards a quorum.

### **MEMBERSHIP VOTING:**

**SECTION 14. QUORUM.** The number of votes submitted shall constitute a quorum for purposes of voting.

**SECTION 15. VOTING.** Each Regular and Honorary member shall be entitled to one (1) vote. Members may cast votes to approve proposals put forward by the Board of Directors. Votes may be submitted in person, by regular mail, or by electronic means as approved by the Board of Directors. In the event of voting by mail or electronically, notice of the pending vote shall be provided at least ten (10) days in advance of a voting deadline. Except as directed elsewhere in these Bylaws, any matter under consideration shall be decided by majority (> 50%) vote.

## **ARTICLE VI**

### **DUES AND FINANCES**

**SECTION 1. DUES.** The amount of the annual dues of all members (Regular and Corporate) shall be determined by the Board of Directors and payable annually, in advance. As stated in **Article II, Section 3** Honorary Members are exempt from dues.

Dues are not refundable under any conditions.

**SECTION 2. NOTICE OF DUES.** The Treasurer shall notify electronically or by mail each Society member, except Honorary Members, that dues are payable when membership has

expired or is within one (1) month of expiration. Failure to pay dues within the period established by the Board of Directors shall be considered voluntary resignation.

**SECTION 3. DUES WAIVERS.** Upon request, the Board of Directors may grant a dues waiver for one year in situations of hardship, extreme isolation, or other special circumstances.

**SECTION 4. FINANCES.** The Board of Directors shall have the general supervision of the Society's finances and shall advise on all matters of financial policy.

**SECTION 5. FISCAL YEAR.** The fiscal year of the Society shall be fixed by resolution of the Board of Directors.

**SECTION 6. CHECKS.** All checks, demands for funds, and notes of the Society shall be signed by such officer(s) or such other person(s) as the Board of Directors may from time to time designate.

**SECTION 7. REPORTS.** The Treasurer shall report on the financial status of the Society at least annually. The Treasurer shall be responsible for the timely submission of and response to all required state and federal tax returns and inquiries.

**SECTION 8. AUDIT.** At any time, the Treasurer, President, Vice-President, or majority (> 50%) of the Board of Directors may request a financial review and/or an audit.

## **ARTICLE VII**

### **COMMITTEES**

**SECTION 1. COMMITTEES.** Society committees may be established as determined by the Board of Directors.

**SECTION 2. COMPOSITION.** Each committee shall include sufficient members to accomplish the tasks outlined, of whom at least one shall be a member of the Board of Directors. The committee shall report to the Board of Directors in a timely manner.

**SECTION 3. EXPENSES.** Committee members shall serve without compensation. Reasonable committee expenses shall be reimbursed according to Board of Directors policy.

## **ARTICLE VIII**

### **SEAL, FLAG AND EMBLEM**

**SECTION 1. SEAL, FLAG AND EMBLEM.** By resolution of the Board of Directors, the Society may create, design, adopt and utilize a Society seal, flag or emblem for exclusive use by the Society.

**ARTICLE IX**

**ADOPTION OF BYLAWS AND AMENDMENTS**

**SECTION 1. ADOPTION OF BYLAWS AND AMENDMENTS TO BYLAWS.** These Bylaws may be altered, amended, or repealed and a new set of Bylaws adopted by a two-thirds (2/3) majority vote of the Board of Directors then in office. At least ten (10) days prior to such action, written notice setting forth a proposed action and time and place of meeting shall be given to all directors. Member comments shall be solicited prior to proposed Bylaw amendments.

**ARTICLE X**

**DISSOLUTION**

**SECTION 1. DISSOLUTION.** After consultation with the membership, the Society may be dissolved by a two-thirds (2/3) majority vote of the Board of Directors.

**SECTION 2. DISTRIBUTION OF ASSETS.** In the event of dissolution of the Society, and after the discharge of all its liabilities, the remaining assets of the Society including all of its various specifically designated funds, shall be distributed for one or more exempt purposes within the meaning of organizations, as defined in the §501(c)(3) the Internal Revenue Code. Efforts will be made to find an organization(s) engaged in the conservation or education/history of Antarctic natural or cultural resources. Each exempt organization, and its share of the distributed assets, is to be determined by a two-thirds (2/3) majority vote of the Board of Directors serving at the time of dissolution.

**WE, THE UNDERSIGNED, HEREBY CERTIFY** that we are respectively and duly elected President and Secretary of The Antarctic Society, and that the foregoing is a true and correct copy of the duly adopted BYLAWS of said Society, to the date of this certification.

\_\_\_\_\_  
*President*

\_\_\_\_\_  
*Date*

\_\_\_\_\_

\_\_\_\_\_

*Secretary**Date***ATTACHMENT 3 — Articles of Incorporation****THE ANTARCTICAN SOCIETY  
ARTICLES OF INCORPORATION***(A Vermont Nonprofit Corporation)**Pursuant to the Provisions of Section T 11B of the Vermont Statutes*

The undersigned has this day associated themselves for the purpose of forming a nonprofit corporation under the laws of Vermont and adopt the following Articles of Incorporation.

1. **NAME.** The name of this Nonprofit Corporation is: The Antarctic Society, Ltd.
2. **NON-PROFIT STATUS.** This corporation is organized pursuant to Title 11B, Vermont Statutes. Annotated as a public benefit corporation.
3. **REGISTERED AGENT.** The name and street address of the Registered Agent is:

Michael T. Russell  
2577 Lake Road  
Charlotte VT 05445

4. **INCORPORATOR.** The name and address of the Incorporator is:

Michael T. Russell  
PO Box 310  
Charlotte, VT 05445

All powers, duties, and responsibilities of the Incorporator shall cease at the time of delivery of these Articles of Incorporation to the Vermont Secretary of State for filing.

5. **MEMBERSHIP.** The nonprofit corporation will have members.
6. **PRINCIPAL OFFICE.** The principal mailing address of the corporation is:

The Antarctic Society, Ltd.  
c/o Thomas Henderson  
35 Cherry Street Unit 701  
Burlington, VT 05401

7. **TAX-EXEMPT STATUS.** The tax exempt purposes of this corporation shall be to receive and maintain a fund or funds of real or personal property or both and, subject to the restrictions and limitations which are hereinafter set forth, to use and apply the whole or any part of the income from the principal of the fund or funds exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or any may hereafter be amended.

- a. Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations described in §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.
  - b. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the publishing or distributing of statements for any political campaign on behalf of any candidate for public office.
  - c. No part of the corporation's assets or earnings shall be used to benefit a private party or distributed to its directors or officers except to pay reasonable compensation for goods provided or services rendered.
  - d. Upon dissolution of the corporation its assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, or corresponding future code, or shall be distributed to the federal, state or local government for a public purpose. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is located exclusively for such purposes or to such organizations as the Superior Court shall determine.
8. **INITIAL OBJECTIVES.** The specific charitable, scientific, literary, and educational objectives of this corporation are:
- a. To unite persons interested in Antarctica in a common organization.
  - b. To facilitate the friendly and informal exchange of information and views on Antarctica.
  - c. To encourage interest in and appreciation of the increasing importance of Antarctica.
  - d. To collect, prepare, compile, select, distribute and disseminate data and information useful in furthering the purposes of the Society.
  - e. To print, publish, distribute, circulate or sell books, pamphlets, periodicals, papers, magazines, and memorabilia in connection with the activities of the Society.
  - f. To sponsor, organize or conduct public discussion groups, forums, panels, lectures, or other similar programs with respect to Antarctica.
  - g. To create, establish, construct, maintain, or contribute to one or more nonprofit public libraries, museums, archives, or Antarctic information centers.
  - h. To facilitate sharing the historical insights and practical aspects of Antarctic travel, sojourns, expeditions, and research.
9. **POWERS.** In furtherance of its objectives and to provide funds therefore, this corporation shall have the capacity and power to do any and all things necessary and appropriate to their accomplishment, including but not limited to:
- a. To hold, manage and administer any and all real and personal property of every kind and description acquired by the corporation; to use and apply the whole or part of the income thereof and the principal interest thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as

exempt organizations under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

- b. To accept and receive by gift, devise, bequest or otherwise for the uses and purposes of this corporation, any property - real, personal or mixed - of any kind, nature or description.
- c. To acquire by purchase, lease or otherwise; to own, hold, maintain and improve; to sell, exchange, mortgage, license, lease or otherwise dispose of, such real and personal property as may be necessary to further accomplish this corporation's purposes.
- d. To invest and reinvest its funds and assets, subject to the limitations and conditions contained in any gift, devise, bequest or grant; provided, however, that such limitations and conditions are not in conflict with the provisions of §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.
- e. To make and enter into contracts and agreements of every kind and description necessary to further the purposes of this corporation and to apply for, receive, contract, administrate, and perform gifts, grants, awards, contracts, and programs to accomplish its purposes with any and all governmental, charitable, educational, or scientific organizations.
- f. To lend its funds upon adequate security and to borrow for its corporate purposes and secure the same by mortgage or pledge of any and all its corporate real or personal property or both.
- g. To exercise all rights and privileges appurtenant to any securities or any property held by this corporation, including, but without limitation to, the right to vote any share of stock which may be held by this corporation.
- h. To act as trustee of funds for trusts created solely for charitable, religious, scientific, literary, or educational purposes as shall be in furtherance of the purposes and objectives of this corporation.
- i. To do any and every act or thing, and to engage in any other activity or undertaking necessary or convenient to the fulfillment of the purposes of this corporation which a corporate body may lawfully do or perform; provided, however, that only such acts or things shall be done and such activities or undertakings engaged in as are in furtherance of the tax-exempt purposes of this corporation and as may be done or engaged in by an organization exempt under §501(3)(c) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.
- j. No substantial part of the activities of this corporation shall be carrying on propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- k. To hold meetings, lectures, and other educational, business, and social programs, to engage speakers, to compile and distribute information, and to provide printed material, forms, recordings, and other presentations or materials for the benefit of the members and/or the public.



- l. To collect dues, to engage in fund-raising activities, and to borrow money and to issue notes and other evidences of indebtedness and obligations from time to time for any lawful corporate purpose or objective, and to mortgage, pledge, and otherwise charge any or all its properties, rights, privileges, and assets to secure the payment thereof.
- m. To establish terms and conditions of membership in the corporation.
- n. To do any and every act or thing, and to engage in any other activity or undertaking necessary or convenient to the fulfillment of the purposes of this corporation which a corporate body may lawfully do or perform; provided, however, that only such acts or things shall be done and such activities or undertakings engaged in as are in furtherance of the tax-exempt purposes of this corporation and as may be done or engaged in by an organization exempt under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

10. **BOARD OF DIRECTORS.** The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the bylaws. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the members at an annual or special meeting, as shall be provided in the bylaws.

The Board of Directors shall have full power to adopt, alter, and amend the bylaws of this corporation and to make proper rules and regulations for the transaction of its affairs.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.

The name of incorporator is:

IN WITNESS WHEREOF, the undersigned, and, residents of the State of Vermont, have hereto set our hands and seals this \_\_\_\_\_ day of December, 2020.

(Seal)

State of Vermont:

I, a notary public, hereby certify that on the \_\_\_\_\_ day of December, 2020, personally appeared before me, and who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

\_\_\_\_\_ Notary Public

**ATTACHMENT 4 — Conflict of Interest Policy****THE ANTARCTICAN SOCIETY**  
**CONFLICT OF INTEREST POLICY**

December 2020

**Article I**  
**Preamble**

The Antarctic Society (“the Society”) is an organization devoted to preservation and dissemination of information about the continent of Antarctica and its surrounding regions, including the scientific discoveries and personal histories of those who have lived, worked, traveled, or conducted research in Antarctica. Because the individuals involved in the Society’s policy and decision-making activities are chosen for their expertise and interest, they often have personal, financial or other interests that can affect or be affected by the decisions of the Society. Involvement in Society activities by individuals of such diverse interests is unavoidable and may, in fact, be laudable. Nevertheless, such personal or financial interests must not be allowed to undermine their primary allegiance to the Society, and full disclosure that clearly and accurately describes personal, financial, or other outside interests in dealing with the Society is required.

“Conflict of Interest” means a personal or financial interest or conflicting fiduciary obligation that makes it impossible, as a practical matter, for the member to make a decision in the best interests of the Society without regard for the member’s private or personal interests. A “conflict of opinion” is not a “conflict of interest”.

Therefore, this *Conflict of Interest Policy* is intended to protect the Society when it is contemplating or entering into a transaction or arrangement that might benefit the private interest of an officer, director, or committee member or might result in a possible excess benefit transaction or personal gain. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Article II**  
**Definitions**

**Interested Person:** Any director, officer, or member of a committee with powers delegated by the Board of Directors, who has a direct or indirect financial interest, as defined below, is an interested person.

**Financial Interest:** Separate from matters of expertise and insight, this policy focuses on management of conflicts generated by financial interest.

1. A person has a financial interest if the person has, directly or indirectly, through business, investment, or immediate family:
  - a. An ownership or investment interest in any entity with which the Society has a transaction or arrangement,
  - b. A compensation arrangement with the Society or with any entity or individual with which the Society has a transaction or arrangement, or
  - c. A potential ownership or investment interest in, or compensation arrangement with, any

entity or individual with which the Society is negotiating a transaction or arrangement.

2. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under **Article III, Section 2**, a person who has a financial interest may have a conflict of interest only if the relevant Board or committee decides that a conflict of interest exists.
3. Immediate family is defined as current or prior spouses, domestic partners, siblings, children, or parents or spouses of those siblings or children.

### Article III Procedures

1. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board of Directors delegated powers considering the proposed transaction or arrangement. A member may not vote on a matter if the member has a material conflict of interest.
2. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, they may be asked to leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. By majority (>50%) vote, the remaining Board or committee members shall decide if a conflict of interest exists.
3. **Procedures for Addressing the Conflict of Interest**
  - a. An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, they shall recuse themselves and leave the meeting during the discussion of and vote upon the transaction or arrangement involving the possible conflict of interest. The recused individual may not debate the matter, is not counted for quorum purposes, and must refrain from voting on the matter.
  - b. The chairperson of the Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - c. After exercising due diligence, the Board of Directors or committee shall determine whether the Society can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority (>50%) vote of the disinterested Board or committee members whether the transaction or arrangement is in the Society's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

#### **4. Violations of the *Conflict of Interest Policy***

- a. If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action. Depending on the circumstances, the corrective action may include any of the following actions, alone or in combination: 1) warning; 2) rescission of the affected action and reconsideration without the member's participation; 3) censure; 4) request for resignation; 5) recommendation for removal.
- c. If the Board concludes that a member has a conflict of interest of a significant and continuing nature that continued participation on a Society Board and/or committee is inappropriate, it must give the member a reasonable opportunity to resolve the conflict by either terminating the conflicting activity or by resigning from the committee, Board and/or Society.

#### **Article IV**

##### **Records of Proceedings**

1. At least annually, Board and/or committee members shall be informed of the Society *Conflict of Interest Policy*, including the obligation to disclose any disclosable personal or financial interests or affiliations that a reasonable person would consider relevant to the evaluation of the member's comments.
2. The minutes of the Board of Directors and all committees with Board delegated powers shall contain:
  - a. A reminder of the obligations outlined in the *Conflict of Interest Policy*.
  - b. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' or committee's decision as to whether a conflict of interest in fact existed.
  - c. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Article V**

##### **Statement of Acknowledgement and Compliance**

Each director, officer, and member of a committee with Board of Directors' delegated powers shall sign a statement which affirms such person:

1. Has received a copy of the *Conflict of Interest Policy*,
2. Has read and understands the policy,

3. Has agreed to and will comply with the *Conflict of Interest Policy*,
4. Understands the Society is a charitable, nonprofit organization and, in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax exempt purposes, and
5. Shall file a copy of *The Antartican Society Conflict of Interest Policy Acknowledgement* upon election or appointment to a Society Board and/or committee and on a periodic basis thereafter while serving in any such capacity.

**Article VI**  
**Periodic Reviews**

To ensure the Society operates in a manner consistent with charitable purposes, and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews may include outside experts as outlined in **Article VII**.

**Article VII**  
**Use of Outside Experts**

When conducting the periodic reviews, as provided for in **Article VI**, the Society may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

**THE ANTARCTICAN SOCIETY**  
**CONFLICT OF INTEREST POLICY**

**ACKNOWLEDGMENT**

I, \_\_\_\_\_,  
acknowledge receipt of *The Antarctic Society Conflict of Interest Policy*.

- I acknowledge that it is my responsibility to read and review this Policy.
- I understand this Policy and agree to comply with it.
- I understand the Antarctic Society is a charitable non-profit organization and in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.
- I understand that I am obligated to perform my duties in conformance with the provisions of this Policy and any additional rules, regulations, policies or procedures imposed by the Antarctic Society for which I serve whether or not I choose to read the new Policies.
- I understand that this Policy may be modified without prior notice.
- I understand that should this Policy be modified that I will be provided with a copy of the modifications.
- I understand that this Policy, its acknowledgement, and receipt may be provided in paper and/or agreed-upon electronic format.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

## ATTACHMENT 5 — Society Brochure



*Icebergs in Marguerite Bay, Antarctica*

### Membership - New & Renewals

Current Society annual membership dues are:

- \$13.00 if you receive the newsletter electronically from the website
- \$20.00 if you are in the U.S. and receive the newsletter in hard copy by regular mail
- \$25.00 if you are outside the U.S. and receive the newsletter in hard copy by regular mail.

Name \_\_\_\_\_

Address \_\_\_\_\_

\_\_\_\_\_

Email \_\_\_\_\_

Phone \_\_\_\_\_

- How did you find us? Newsletter \_\_\_\_\_  
Website \_\_\_\_\_ Other \_\_\_\_\_
- How would you prefer to receive The Antarctic Society Newsletter?  
 \_\_\_\_\_ US Mail (\$20.00/year in the U.S.)  
 \_\_\_\_\_ Website link (\$13.00/global)  
 \_\_\_\_\_ International Mail (\$25.00/year)
- What is your interest and/or experience in Antarctica?

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

*Please mail with payment to address on back flap.*

### Who We Are

The Society's purpose is to unite persons interested in Antarctica to facilitate friendly exchanges of information and personal stories, encourage interest in the importance of Antarctica, and share knowledge of and enthusiasm for the southern continent.

The not-for-profit 501(c)(3) organization was originally formed shortly after the International Geophysical Year (1957-58). Initially it was a group comprised largely of Antarctic scientists, but its members now span generations and interests associated with the Antarctic.

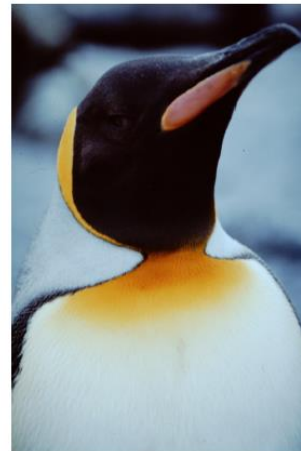
As our motto says, "by and for all Antarcticans," the Society includes those who have had the good fortune to visit Antarctica as well as anyone interested in any aspect of it. People have always been the focus of The Antarctic Society: explorers, scientists, support persons - both military and civilian - as well as travelers to the continent.

If you are an Antarctic - either by experience or interest - come join us! Please fill out and mail the application found in this brochure, visit our website at [www.antarcticm.org](http://www.antarcticm.org), or look at our facebook page @antarcticansociety.

### Contact Us



The Antarctic Society  
 35 Cherry Street #701  
 Burlington, VT 05401  
[webmaster@antarcticm.org](mailto:webmaster@antarcticm.org)  
[www.antarcticm.org](http://www.antarcticm.org)



The  
 Antarctic  
 Society

*BY AND FOR ALL ANTARCTICANS*



Paradise Bay, Antarctica

## Learn, Share, and Connect

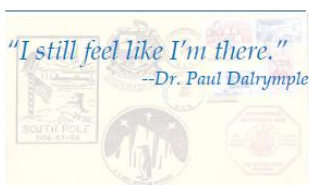
### Antarctican Society Newsletters

The enjoyable and informative Newsletters are written in a light, readable fashion. They contain special contributions by well-known Antarcticans, news about Antarctic research, national program updates, anecdotes, reviews, obituaries of many famous Antarcticans, and a wealth of history from the International Geophysical Year (IGY 1957-58), to the International Polar Year (IPY 2007-08), to present. They are also probably one of the best sources of information on members of the Byrd Antarctic Expeditions, due to the long-time involvement of Ruth Siple in the Society. You'll always learn something and be well entertained when you read our Newsletter!

### What was it like to journey by dogsled in Antarctica in 1929?

*Find this and more in videos and other first-hand documentation in the Antarctic Society's rich archives.*

The Antarctic Society's membership has included such illustrious Antarcticans as Dr. Charles Switchenbank, perhaps the most experienced Antarctic ever; Dr. Laurence Gould and Dr. Paul Siple, both of whom served under Admiral Richard E. Byrd in the various Byrd Antarctic Expeditions; Lieutenant Henry Worsley; and other well-known researchers, explorers, and writers. The current membership includes many veterans of the International Geophysical Year, Operation Deep Freeze, and stations such as McMurdo, Amundsen-Scott South Pole, Palmer, Little America, Byrd, Hallett, Eighties, Plateau, Dome C, and more than a few non-American science bases. We also have members who are presently active in Antarctica, either in research, science support, art, literature, or the adventure-tourism industry. The Antarctic Society is truly multi-faceted.



Nacreous Clouds, McMurdo Station, Antarctica

For the price of a few coffees, you can be part of a new Antarctic experience.

### What We Do

The Antarctic Society has close ties to National Scientific Programs, research scientists, modern explorers, writers, artists, travelers and others. We unite for social and informational exchanges in person and virtually. The Society also provides:

- \* Quarterly Newsletters
- \* Periodic Gatherings for members
- \* Opportunities for forums and lectures
- \* A website and historic archives
- \* Collections of articles, videos, memoirs, narratives, eulogies, letters, and philatelic examples
- \* Book and art reviews
- \* A free slide-scanning service for members
- \* Members-only resources
- \* A network of experienced and interested Antarctic people
- \* Links to many associated Antarctic programs and groups





### WHO WE ARE

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### CONTACT

If you are an Antarctic – either by experience or interest – come join us!  
@antarcticansociety

**The Antarctic Society**  
35 Cherry St. #701, Burlington, VT 05401  
[webmaster@antarctican.org](mailto:webmaster@antarctican.org)

WEBSITE:  
[www.antarctican.org](http://www.antarctican.org)

FACEBOOK:  
[www.facebook.com/antarcticansociety](http://www.facebook.com/antarcticansociety)

Current membership dues:  
•\$13.00 for full website access with electronic newsletters  
•Additional fees for hard-copy mailings of newsletters



# THE ANTARCTICAN SOCIETY

### LEARN, SHARE, AND CONNECT

Published quarterly, the Society newsletters contain contributions by well-known Antarcticans, news about research, national program updates, anecdotes, reviews of Antarctic art and literature, obituaries of important contributors to polar endeavors, and a wealth of personal history extending from the IGY (1957-58) to the present.

### WHAT WE OFFER

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### RESOURCES: WEBSITE, ARCHIVES, NEWS, PEOPLE

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