

CODE OF REGULATIONS OF THE BOARD OF DIRECTORS
OF THE
INTERNATIONAL ASSOCIATION OF LIMNOGEOLOGY, INC.

DATED: September 15, 2002

REVISED AND APPROVED: July 15th, 2016

ARTICLE I. NAME AND OFFICE

1. The name of this corporation shall be the INTERNATIONAL ASSOCIATION OF LIMNOGEOLOGY, INC.
2. The principal office of this organization is Department of Geological Sciences, Ohio University, Athens, OH 45701, or any other location that may be designated by the Board of Directors.

ARTICLE II. PURPOSE

1. The specific purposes for which this corporation is formed is to provide educational meetings and conferences to its members on lake research.
2. Services which this corporation may provide shall be neither rendered nor denied on the basis of race, color, national origin, religion, or sex.
3. This corporation will not discriminate, or otherwise base any matter regarding employment, appointment, or election to the Board of Directors or as any officer, or to be a member of the corporation, on the basis of race, color, national origin, ancestry, religion, or sex.
4. This corporation is a nonprofit corporation. No part of any net earnings or funds shall inure benefit of any member or individual.

ARTICLE III. BOARD OF DIRECTORS

1. The corporation shall be managed by a Board of Directors. Each Director shall be at least 18 years of age. The Board of Directors shall consist of 12 persons. Directorships may be fixed from time to time by action of the Board of Directors. The numbers of Directors may be increased or decreased by action of the Board, provided that any action effecting such increase or decrease shall require a majority vote of the entire Board of Directors. No decrease shall shorten the term of any Director then in office.
2. The initial Board of Directors shall consist of those persons named as the initial Board of Directors in the Minutes of the first meeting of the Directors.

3. (a) New directors shall be elected for three year terms. A director may serve a maximum of two consecutive 3 year terms. Elections shall be held triennially at the International Limnogeology Congress meeting by the general IAL membership, which for the purposes of this election shall be considered any and all meeting participants. For the initial election six current board members will stand down, either voluntarily, or, in the event there are insufficient volunteers, by lottery among the remaining board members, in order to allow for the establishment of a rotation of at least half of the board at each ILIC meeting. At least 2 months prior to the ILIC meeting the standing board will nominate a slate of six members. Nominations may be made by any member in good standing of the Board of Directors. Nominations will also be accepted from the floor at the general ILIC meeting. In the event there are more than six nominations in total, the six nominees with the most votes cast shall become the new members of the Board of Directors.

(b) A Director may resign any time by giving written notice to the Board of Directors, or to an officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer. Acceptance of the resignation shall not be necessary to make it effective.

c) Any member of the Board of Directors may be removed, with or without cause, by a majority vote of the Board of Directors.

d) The Board of Directors shall appoint a Director to serve as Chairperson of Nominations.

e) Newly created Directorships or vacancies on the Board of Directors may be filled by majority vote of the Board of Directors then in office, although less than a quorum, unless otherwise provided in the Article of Incorporation of the Corporation.
4. (a) Meetings of the Board of Directors shall be held at such time and place as shall be fixed by the Board of Directors from time to time.

(b) No notice shall be required for regular meetings of the Board of Directors for which time and place have been fixed. Special meetings may be called by or at the direction of the Chairperson, or by a majority of the Directors then in office.

(c) A Director who fails to attend three consecutive regular or special meetings of the Board of Directors without providing notification of the anticipated absence may be removed from the Board of Directors, and the Chairperson shall so inform the individual.

(d) Written, oral, or any other method of notice of the time and place shall be given for special meetings of the Board of Directors in sufficient time for the convenient assembly of the Directors. The notice of any meeting need not specify the purpose of such meeting. The requirement for furnishing notice of a meeting

may be waived by any Director who signs a Waiver of Notice before or after the meeting, or who attends the meeting without protesting the lack of notice to him/her.

(e) Directors shall abstain in voting on matters directly affecting persons employed, or to be employed, by the Corporation who are directly related to the Directors by consanguinity or marriage.

5. Except to the extent herein, or in the Articles of Incorporation of the Corporation provided, a majority of the entire members of the Board of Directors shall constitute a quorum. At any meeting held to remove a Director, a quorum shall consist of a majority of the Directors present at such a meeting. When a vacancy on the Board of Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the Directors of the Board of Directors excluding the vacancy. A majority of the Directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these Bylaws, the act of the Board of Directors shall be by majority of the Directors present at the time of vote, a quorum being present at such time. Any action authorized by resolution, in writing, by all Directors entitled to vote thereon and filed with the Minutes of the Corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board of Directors.

ARTICLE IV. OFFICERS

1. The Board of Directors may elect or appoint a Chairperson of the Board of Directors, one or more Vice Chairpersons, a Secretary, a Treasurer, and such other officers as they may determine. The Chairperson may, but need not, be a Director. Any two or more offices may be held by the same person, except the offices of Chairperson and Secretary.
2. (a) The Chairperson shall be the chief executive officer of the Corporation, shall have responsibility for the general management of the affairs of the Corporation, and shall carry out the resolutions of the Board of Directors. The Chairperson shall be an ex-officio of all committees of the Board of Directors.

(b) During the absence or disability of the Chairperson of the Corporation, the Vice Chairperson, or, if there be more than one, the Executive Vice Chairperson, shall have all the powers and functions of the Chairperson. The Vice Chairperson shall perform such duties as may be prescribed by the Board of Directors from time to time.

(c) The Chairperson, Secretary, or Treasurer shall have the care and custody of all of the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank accounts as the Board of Directors may from time to time determine. The Chairperson, Secretary, or Treasurer shall, when duly authorized by the Board of Directors, sign and execute contracts in the name of the Corporation; he/she may also sign checks, drafts, notes, and orders for the payment of money, which shall have been authorized by the Board of Directors.

He/she shall assure that the financial records maintained by the accountant, auditor, or management entity comply with the requirements of federal, state, and local law, and shall submit reports for review by the Board of Directors as the Board of Directors may determine time to time.

(d) The Secretary or the Chairperson shall record the minutes of the meetings of the Board of Directors. He/she shall have custody of the seal of the Corporation, if any and shall affix and attest the same to documents duly authorized by the Board of Directors, and shall have charge of the records of the Corporation.

3. Selection of Board Officers. Immediately following the election of a new Board of Directors every three years, the new Board of Directors shall elect officers of the board, the Chairperson, Vice-Chairperson and Secretary/Treasurer. These officers shall serve for a single three year term until the next plenary meeting of the membership. However, an officer may move into a different officer position during a second consecutive 3 year term (e.g Secretary/Treasurer becoming President). In the event of a vacancy between regular plenary meetings, the board shall replace officers as needed.

ARTICLE V. MISCELLANEOUS

1. The Corporation shall keep at the principal office of the Corporation, appropriate records of accounting and Minutes of the meetings of the Board of Directors, meetings of committees appointed by the Board of Directors, as well as records of members of the Board of Directors, to include names, addresses, email addresses, and telephone numbers.
2. The Corporate Seal shall be in such form as the Board of Directors shall prescribe from time to time.
3. The Fiscal Year of the Corporation shall be fixed by the Board of Directors, from time to time, subject to applicable law.
4. This Code of Regulations (or Bylaws) of the Corporation shall be subject to alteration or repeal, and the new Code of Regulations may be effected by a majority vote of the members of the Board of Directors.