

**CONSTITUTION AND BY-LAWS**  
**OF**  
**THE NORTH AMERICAN SOCIETY FOR OCEANIC HISTORY**  
(As amended through May 2009)

**A. GENERAL**

**A1 Name and Objectives**

A1-1 The name of this Association is “The North American Society for Oceanic History”.

A1-2 The objectives of this Society are:

- a. To promote the dissemination of information among individuals within North America who are interested in the history of the sea and inland waterways, and to foster a more general awareness of historical matters pertaining to the sea and its relationship to North America.
- b. To disseminate articles, notes, and documents concerning the history of the sea and inland waterways by means of various publications which shall also serve as a means of communication among members of the Society.
- c. To work in cooperation with local, state, regional, and national North American organizations interested in the history of the sea and inland waterways.

A1-3 In furtherance of the objectives set forth in A1-2, an Annual Conference, to include an Annual Business Meeting, and such other meetings as the Council may prescribe, shall be held for the reading and discussion of papers on pertinent subjects and for the interchange of professional ideas.

**B. MEMBERSHIP**

**B1 Membership Requirements and Benefits**

B1-1 The Society consists of Individual Members, Student Members, Special Members, and Institutional Members.

B1-2 Membership qualifications are:

- a. Individual Member – a person who subscribes to the objectives of the Society and who fulfills the requirements for membership except as listed in b. or c. below.
- b. Student Member – a fully-accredited student while studying in a recognized institution of higher learning, who presents a written certification of student status from a faculty member of that institution.
- c. Special Member – a person admitted by the Council, for so long as it may be deemed suitable, whose support of the objectives of the Society shall make it desirable to do so.
- d. Institutional member – an organization that subscribes to the objectives of the Society.

B1-3 Any person interested in furthering the objectives of the Society as set forth in A1-2 may become a member by submitting an application acceptable to the Council and paying the applicable dues.

- B1-4 All members in the various categories have the right to attend all meetings of the Society. Only Individual Members shall have the right to hold office and to vote in the Society's meetings and in its election of officers.
- B1-5 All members shall receive as part of their membership, without any additional charge, one copy of each issue of the Society's newsletter and "The Northern Mariner" during the period of their paid membership. Other publications of the Society shall be made available to members at reduced prices, in a manner approved by the Council.
- B2 Dues, Suspensions, etc.
  - B2-1 Annual dues shall be as recommended by the Council subject to approval by the membership of the Society at an Annual Business Meeting.
  - B2-2 Membership shall become effective upon payment of annual dues and shall continue in force for one year from the date received or from the expiration date of the previous period for which they were paid.
  - B2-3 The Society's newsletter and *The Northern Mariner* shall not be sent to any member whose dues are more than three months in arrears.
  - B2-4 Any member whose dues are 12 months in arrears shall automatically be terminated.
  - B2-5 The Council shall have the right to remove any member from the rolls of the Society at any time. Notice of the intention to propose such a removal shall, in every case, be given to each Council Member not less than seven (7) days before the Council Meeting at which the proposal is to be made. The person involved shall also receive the notice and may present statements before the Council.

### C. GENERAL DIRECTION

- C1 Council
  - C1-1 The affairs of the Society are managed by a Council specifically acting through the officers herein listed.
  - C1-2 The Council is composed of the following: President, three Vice Presidents, Secretary, Treasurer, Immediate Past President, and nine elected members.
  - C1-3 Quorum. The presence of at least nine of the above named sixteen members shall constitute a quorum at meetings of the Council.
  - C1-4 Meetings. A meeting of the Council shall be held on the day preceding the Annual Conference or other meeting of the Society.
  - C1-5 Notice of Meetings. Notice of meetings of the Council shall be given by mail or electronic means to the Council members at least five (5) days before such meeting. Notice shall be given by the President or the Secretary.
  - C1-6 Vote by Mail. A vote of the Council may be taken on a specific matter by mail or electronic means. A vote by this means must be ratified by a minimum of twelve members of the Council.
  - C1-7 Presiding Officer. In the absence of the President, the senior officer present shall preside at meetings of the Council and other meetings. The Immediate Past President shall rank senior to the Vice Presidents. Seniority of the Vice Presidents shall be determined by the year and order of election.
  - C1-8 Reports to the Council. The Treasurer, Secretary, heads of standing committees, and heads of committees appointed by the Council or the President, shall submit

- written reports of their activities to the Council prior to its annual meeting.
- C1-9 Responsibilities. The Council shall have full authority and control over the affairs of the Society, acting as necessary through its officers and through the heads of committees. At its meetings, the Council shall review the work of said officers and committees and act upon their recommendations covering the business of the Society, and take such other action as it may deem necessary. The Council's duties shall include the supervision of and the custody of all general, special, and endowment funds and of the uses to which such funds shall be applied, subject to the objectives of the Society and to the restrictions of special funds endowed, bequeathed, or entrusted to the Society. New projects shall be approved by the Council. The Council shall be responsible for all publications and meetings of the Society, and the papers and discussions to be presented at the Society's Annual Conferences. It shall take all measures necessary or advisable to advance the objectives and interests of the Society.

#### D. ADMINISTRATION

##### D1 Officers, Elections, etc.

- D1-1 The officers of the Society are a President, the Immediate Past President, three Vice Presidents, a Treasurer, and a Secretary. The positions of Treasurer and Secretary may be held by the same person. In the absence of specific duties provided by these By-Laws, the respective and several duties of officers shall be those customarily attributable to such positions.
- D1-2 Terms of Office. The President shall be elected for a term of two years and shall be eligible for re-election in that office for one additional term. The three Vice Presidents shall serve staggered three-year terms, one being elected each year. The Treasurer and Secretary shall be elected for two-year terms, with unlimited eligibility for re-election. The elected members of the Council shall serve four-year terms and shall be eligible for re-election for one additional term after a break of two years. The Committee on Nominations shall nominate candidates for election as members of the Council, as necessary, in order to maintain the total number of council members at nine, filling unexpired and full terms as required and to keep the term expirations staggered to three every two years. The terms of all officers and elected members of the Council shall begin at the conclusion of the Annual Conference during which they were elected.
- D1-3 The Committee on Nominations shall present to the Council for its endorsement a proposed slate of candidates for the various positions to be filled.
- D1-4 As determined by the Council, elections shall be held either by mail ballot to the Individual Members or by vote of the Individual Members present at an Annual Business Meeting held with a quorum present. The election results shall be announced to the membership in an issue of the newsletter, or by other means following the Meeting.
- D1-5 If the mail ballot is used, the slate presented by the Committee on Nominations shall be announced to the Individual Members by the Secretary three (3) months before the scheduled date of the Society's Annual Business Meeting or other meeting. Following the announcement of the slate to the Individual Members, additional nominees for any elective position may be added to the ballot when

proposed by a petition signed by ten Individual Members in good standing. Any such additional nominations, in order to be placed on the ballot, must reach the Secretary within thirty (30) days after the transmission of the announcement of the proposed slate. If no additional nominations are received, the election shall be conducted by the sending of ballots to the Individual Members for their completion and return. A postmark deadline for return of the ballots shall be specified. A Committee of Tellers (see D3-7) shall count and certify the election results.

D1-6 If additional nominations are received, a ballot containing both the slate proposed by the Committee on Nominations and the additional nominations shall be sent to the Individual Members. The election shall be conducted and the results announced as in D1-5.

D1-7 Vacancies occurring in the positions of President, Vice Presidents, Treasurer, Secretary and elected members of Council during their terms may be filled by the Council for the remainder of the term. The selection of an Individual Member to fill any such vacancy shall not bar the Individual Member from standing for election for any office on completion of the remainder of the term being filled.

## D2 Officers' Duties

D2-1 The President is the principal executive officer of the Society and shall preside over all meetings of the Society and of the Council, may make or sign contracts on behalf of the Society, and may delegate such duty to the Immediate Past President or a Vice President. The President shall be an ex-officio member of all committees, and shall sign all certificates of membership. At any meeting of the Society or the Council when the votes of the meeting excluding that of the President are equally divided, the President (or other presiding officer) shall cast the deciding vote. The President has the right to appoint special committees.

D2-2 The duties of the Immediate Past President or the senior Vice President acting on behalf of the President (see C1-7) shall include those of the President when the latter is absent or unable to act. In this instance, the Immediate Past President or senior Vice President may make and sign contracts on behalf of the Society, acting jointly with the Treasurer.

D2-3 The Treasurer or President shall sign all checks and drafts on the bank accounts of the Society. The Treasurer when acting jointly with the President, or with the Immediate Past President or senior Vice President (see C1-7), may make and sign contracts on behalf of the Society. The Treasurer shall deposit dues in the name of and to the credit of the Society in a bank or banks approved by the Council. The Treasurer shall render to the Council an annual statement and report of the financial affairs of the Society.

## D3 Standing Committees

D3-1 There shall be the following standing committees of the Society:

- a. Committee on Programs
- b. Committee on Applications and Membership
- c. Committee on Awards
- d. Committee on Nominations
- e. Committee on Preservation

- D3-2 All committees named in this article except the Committee on Nominations (see D3-6) shall be appointed by the President.
- D3-3 The Committee on Programs shall consist of persons who are experienced in planning previous Annual Conferences and who can advise those assigned to organize upcoming Annual Conferences. Under the direction of this Committee, there should be not fewer than three other members of the Society who shall manage the local and program arrangements at each Annual Conference, and shall recommend to the Council the papers to be read before meetings of the Society. This Committee shall specify the rules and procedures for the presentation and discussion of papers at the Annual Conferences.
- D3-4 The Committee on Applications and Membership shall consist of three members. Membership on the committee shall be for a term of six years, so appointed that not more than one member shall retire biennially. This committee shall be charged with the duty of obtaining desirable applicants for membership and with the processing of applications.
- D3-5 The Committee on Awards shall consist of not fewer than three members. It shall have general supervision of all matters affecting awards pertaining to books, papers, and other activities in the field of oceanic history with two exceptions. The Committee on Programs shall be responsible for managing the Clark G. Reynolds Award; and the President shall be responsible for the K. Jack Bauer Award.
- D3-6 The Committee on Nominations shall consist of not fewer than three members who shall be elected for two-year terms. If feasible, this committee will assure that the officers and elected members of the Council represent all the major maritime regions of North America.
- D3-7 The Committee of Tellers, a special committee appointed as necessary by the President, shall count and certify all written ballots cast in mail elections and at meetings of the Society.

E. FINANCE

- E1 Auditors
  - E1-1 The accounts of the Treasurer and of all funds and trusts committed to the Society's charge shall be audited upon the change of President or Treasurer. A report of such audit shall be submitted to the Council and the Society.
- E2 Custodian
  - E2-1 All securities of the Society and each of the funds and trusts committed to its charge, except funds deposited in banks, shall be placed and continue to remain, subject to changes in such securities made from time to time, in the custody of a bank or trust company selected by the Council.
  - E2-2 No security of the Society or of any fund or trust committed to its charge shall be delivered by the custodian to any officer or member of the Society.
  - E2-3 Withdrawal of securities or changes in investments shall be made by the custodian only when authorized by three or more members of the Council.
- E3 Fiscal Year
  - E3-1 The fiscal year of the Society shall be the calendar year.

- E4 Endowment Committee
- E4-1 The committee should develop and review plans for the establishment and management of a separate endowment fund or funds linked to the Chad Smith Travel Grant program, the Clark G. Reynolds Student Paper Prize program, and other funds that the Council may establish.

#### F. MEETINGS, RULES, ETC.

- F1 Society Meetings
- F1-1 The Annual Business Meeting of the Society shall be held at such time and place as may be designated by the Council, normally during the Annual Conference. At the Meeting there shall be a notification of the election of such elected members of the Council and of such officers as are required to be elected by the Individual Members. At the Meeting proposed amendments to the Constitution and By-Laws shall be acted upon and such other business transacted as may be brought before it.
- F1-2 Special meetings of the Society may be called by the Council for a specific purpose when requested in writing by at least twenty-five Individual Members. Only such business as specified in the petition shall be considered at the meeting.
- F1-3 Notice shall be given by the Secretary not less than thirty (30) days before the scheduled date of the Annual Business Meeting. Notice shall be given by the Secretary not less than ten (10) days before the scheduled date of all other meetings.
- F1-4 Quorum. The majority of Individual Members present at the Annual Conference during which the Annual Business Meeting is held shall constitute a quorum.
- F1-5 Proxies to vote at a meeting of the Society shall not be solicited or voted.
- F2 Amendments
- F2-1 The Constitution and By-Laws may be amended by the Society at an Annual Business Meeting, or at a special meeting called for such purpose.
- F2-2 Methods of Amendment. Proposed amendments to the Constitution and By-Laws shall be in writing and either:
- a. signed by not fewer than ten Individual Members, or
  - b. presented by an ad hoc Constitution and By-Laws Revision Committee appointed by the President
- Proposed amendments shall be delivered to the Secretary not less than thirty (30) days before the Annual Business Meeting or before a special meeting called for such purpose.
- F2-3 Vote Required. It shall require the affirmative vote of at least two-thirds of those present at an Annual Business Meeting or special meeting to adopt a proposed amendment to the Constitution and By-Laws. Voting may be oral or by written ballot as the meeting shall determine.
- F3 Rules and Regulations
- F3-1 The Council shall have authority to establish such other rules and regulations as may be necessary for the government of the Society and for the conduct of its affairs provided that such rules and regulations do not conflict with the provisions of the Constitution and By-Laws.