

PART VIII: BYLAWS OF THE EXPLORERS CLUB

BYLAWS OF THE EXPLORERS CLUB

ARTICLE I: NAME

The name of this organization shall be The Explorers Club.

ARTICLE II: CLUB GOALS

The Explorers Club (“Club”) is a multidisciplinary, professional society dedicated to the advancement of field research, scientific exploration, resource conservation, and the ideal that it is vital to foster the spirit of exploration. The Club serves to encourage education, public service, and scientific exploration of the land, sea, air, and space. The Club provides a common bond and meeting point, both physical and virtual, for explorers and field scientists worldwide, thus continuing the goal established by its founders in 1904.

ARTICLE III: CLUB PURPOSES

The general and specific purposes for which this Club is organized are the following: to promote general exploration; to sponsor educational programs and educational facilities that promote exploration; to foster interest in exploration and scientific research through lectures, publications, conferences, and financial grants; to maintain library, map, and other facilities that will assist those interested and engaged in exploration and scientific research.

ARTICLE IV: MEMBERS

Section 1. Membership. Membership shall be open to all persons interested in the purposes of the Club who meet the qualifications for membership set forth in Sections 3 and 4, as determined by the Board of Directors (“Board of Directors” or “Board”).

Section 2. Enrollment Fees and Dues. The enrollment fees and annual dues of the Club shall be as described herein.

Section 2.1. Enrollment Fees. The enrollment fees shall be fixed by the Board of Directors, and may be changed from time to time at the discretion of the Board.

Section 2.2. Annual Dues. The annual dues shall be fixed by the Board of Directors, and may be changed from time to time at the discretion of the Board. The annual dues of all paying members shall become due and payable in advance, on or before the thirtieth day of June of each year.

Section 2.3. Fees and Dues of New Members. The enrollment fee and annual dues of new members shall become due and payable upon their election to membership, provided, however, that if the new member is elected after the first day of July in any year, the member shall be liable for the prorated share of the current dues as determined by the Membership Committee. If a new member fails to pay the enrollment fee and current dues within sixty days after election and notification thereof, the Board of Directors may at its option remove the defaulting new member from the Club rolls.

Section 2.4. Failure to Pay Dues or Debt. Any member who fails to pay dues or any debt to the Club within sixty days after the obligation becomes due shall be suspended from all privileges of the Club until such indebtedness has been paid in full, unless otherwise determined by an appropriate resolution by the Board of Directors.

Any such suspended members may be dropped from membership at the discretion of the Board of Directors. The Board of Directors may, for good and sufficient reasons, extend the time for making any payment by said member for a reasonable period.

Members who are dropped for nonpayment of dues may reapply for membership.

Section 2.5. Power to Remit Dues. The Board of Directors shall have the power to remit the current dues of any member who is engaged in actual exploration for a consecutive period of no less than six months, or for any other cause deemed appropriate by the Board of Directors.

Section 3. Classes of Membership. The membership of the Club shall consist of the following classifications: Member, Fellow, Life, Medalist, Corresponding, Honorary, Emeritus, Student, Term, Associate, Friend and Corporate Member. Members of all classifications shall be men or women of good reputation and of excellent moral and ethical standards. The Board of Directors shall determine the qualifications, rights, and privileges of each class of membership by appropriate resolution, unless otherwise described herein.

Section 3.1. Member. Persons eligible for the Member class shall be individuals who have contributed in broad terms to the cause of exploration. Those candidates who evidence a sustained interest in some field of scientific exploration and the furtherance of scientific knowledge should set forth proof of such interest and activities in their application for membership.

Section 3.2. Fellow. Persons eligible for the Fellow class shall be men or women who have actively participated in or substantially contributed by research to field exploration of recognized scientific purposes and, as a result of such activities, papers, articles, books, reports, or other scientific data of permanent value have either been published under the applicant's name or accepted by accredited scientific institutions.

Section 3.3. Member Resident, Fellow Resident, Associate Resident or Friend Resident. A Fellow, Member or Associate Member or Friend who maintains a residence or business office within a fifty-mile radius of the Club Headquarters in the City of New York shall be designated a Fellow Resident or Member Resident or Associate Resident or Friend Resident. Otherwise, they shall be classified as Nonresident. Any Fellow Resident or Member Associate Resident or Friend Resident who ceases to have a residence or place of business within a radius of fifty miles from the Club Headquarters in the City of New York for a period of six months shall be transferred to Nonresident of the same classification. Such members shall not be entitled to an adjustment of dues for such year.

Section 3.4. Life Member. A member may qualify for Life Membership in his or her own category by a payment to the Club of an amount

equal to twenty times the current annual dues in the respective class, with election being subject to the approval of the Board of Directors. If elected, the individual shall thereafter be exempt from payment of dues or assessments. A Life Member shall retain all the rights and privileges of membership. The Board of Directors shall have the power to waive for any reason deemed adequate by the Board of Directors the aforesaid lump sum payment otherwise required for election to Life Membership.

Section 3.5. Medalist. The Medalist class shall be composed of members who have been awarded either The Explorers Club Medal or the Edward C. Sweeney Medal, as described in Article XI. They shall have such rights and privileges as the Board of Directors may from time to time direct. Medalists shall be exempt from the payment of dues.

Section 3.6. Corresponding Member. Corresponding Members shall be individuals who have performed or are performing outstanding scientific research in the field of exploration and who are elected to this honorary class directly by vote of the Board of Directors. They shall not be required to pay an enrollment fee or annual dues, and shall not have voting privileges.

Section 3.7. Honorary Member. Persons eligible for Honorary Membership shall be individuals who have rendered eminently distinguished services to exploration or to the Club. They shall have the privileges of Fellows, although they shall be exempt from payment of enrollment fees and annual dues. Their numbers are limited to twenty living persons, with a death or resignation creating a vacancy.

Section 3.8. Emeritus Member. Upon recommendation of the Membership Committee, a member may be classified as Emeritus upon achieving 75 years of age and 20 continuous years of membership. The Board must approve election to the Emeritus class of membership. Emeritus Members shall retain all membership privileges.

Emeritus Members may be exempted from the payment of dues.

Section 3.9. Student Member. Student Members shall be individuals enrolled full-time in an accredited school, college, or university, and who have qualified and been elected to this class under the rules established by the Board of Directors. They shall have such rights and privileges as

the Board of Directors may from time to time direct, but in no event shall they have the right to vote or hold any office in the Club.

Section 3.10. Term Member. Term Membership shall be open to full-time graduate students and teaching instructors who meet the same standards and qualifications that exist for regular Members. Term Members shall have such rights and privileges as the Board of Directors may from time to time direct, but in no event shall they have the right to vote or hold any office in the Club.

Section 3.11. Associate Member. Persons eligible for the Associate Member class shall be individuals who evidence a sustained interest in some field of scientific exploration and the furtherance of scientific knowledge of the world. Evidence of such interest and activities must be set forth in the application for membership. They shall have such rights and privileges as the Board of Directors may from time to time direct, but in no event shall they have the right to vote or hold any office in the Club.

Section 3.12. Corporate Member. The Board of Directors may elect corporate entities to membership to be known as Corporate Members. Corporate Members shall have such rights and privileges as the Board of Directors may from time to time direct, but in no event shall they have the right to vote.

Section 3.13. Voting Rights of Members. Any member of the above classes in good standing, except Corresponding, Student, Term, Associate, Corporate Members or Friends, shall be entitled to vote in person, by proxy, or by approved written or electronic means, as provided by these Bylaws and the laws of the State of New York.

Section 3.14. Additional Classes. The Board of Directors may create additional classes of non-voting members. The Board of Directors shall determine the qualifications, rights, and privileges of such membership by appropriate resolution.

Section 4. Sponsorship and Election Rules. The rules governing the sponsorship and election of members shall be as described herein.

Section 4.2. New Member Candidates. Unless otherwise provided for in these Bylaws, new member candidates shall submit an application for membership to the Club and must have a sponsor and co-sponsor,

members of the Club, who must each file with the application a letter covering, in as much detail as possible, the candidate's background, his or her qualifications in terms of accomplishments, and how long and how well the sponsor has known the applicant. The Membership Committee shall report on the merits of the applicant and determine the class of membership to which he or she might be eligible.

Section 4.3. Students. Student member candidates shall submit an application for membership to the Club and must have a sponsor member of the Club, who must file a letter covering the student candidate's background, his or her qualifications, accomplishments, and how long and how well the sponsor has known the applicant. The Membership Committee shall report on the merits of the applicant to the Board of Directors or to the Executive Committee. A Student Member may not propose, second, or act as sponsor for any applicant for membership in any classification.

Section 5. Meetings. An annual meeting of the Club for the election of Directors and for the transaction of such other business as may properly come before the members, including the delivery of a certified financial report ("Annual Business Meeting"), shall be held at the Club Headquarters, or such other location as approved by the Board of Directors, on a day to be determined by the Directors not later than the January meeting of each year and shall be fixed between March 1st and May 1st of said year, or such other time as determined by a vote of the Board of Directors within the calendar year. A member meeting other than the Annual Business Meeting shall be held whenever called by the President, a majority of the entire Board, or by written demand to the Secretary of ten percent of the members eligible to vote ("Special Member Meeting"). The Secretary upon receiving the written demand shall promptly give notice of such meeting as provided below, or, if the Secretary fails to do so within five business days thereafter, any member signing such demand may then give notice.

Section 6. Notice of Meetings. Written notice of the place, date, and hour of any meeting shall be given to each member entitled to vote at such meeting by first class mail or electronic mail at least fourteen

days before the date of the meeting. Irrespective of his or her residence, each member of any classification shall furnish to the Secretary a postal address and an electronic mail address to which all Club communications shall be sent. If given by first class mail, such notice shall be deemed to have been given when mailed to the member at the postal address last furnished. If given by electronic mail, such notice shall be deemed to have been given when directed to the member's electronic mail address last furnished. In default of having furnished a postal or electronic mail address in writing, or should such communications be returned to the Club, the communications shall be held by the Club in the member's file at Club Headquarters to be delivered to the member if demanded. Notice of the Annual Business Meeting shall set forth the names of the nominees for election as Directors and summaries of all other matters to be voted upon at the Meeting, including any matters that the Board of Directors desires to present to the membership. Notices of Special Member Meetings shall likewise set forth summaries of all matters that are to be voted upon at the meeting. No matter not so summarized in the notice of a Special Member Meeting shall be considered at the meeting. The Secretary shall cause to be forwarded with notices of meetings ballots in a form approved by the Board of Directors and consistent with New York state law containing the names of the nominees for election as Directors and any resolution or resolutions upon which the membership may vote by mail or electronic mail.

Section 7. Quorum. The members entitled to cast one-hundred votes or one-tenth of the total number of votes entitled to be cast, whichever is lesser, present in person or by proxy, shall constitute a quorum at any Annual Business Meeting or Special Member Meeting of the Club. No votes shall occur unless a quorum is present.

Section 8. Organization. The President of the Club shall preside at all meetings of the members or, in the absence of the President, an acting President shall be chosen from the current Board of Directors, by the members present. The Secretary of the Club shall act as Secretary at all meetings of the members, but in the absence of the Secretary, the Assistant Secretary shall act as Secretary of the meeting. All meetings

of the Club shall be conducted in accordance with the latest edition of Robert's Rules of Order.

Section 9. Voting. At any meeting of the members at which a quorum is present, each member eligible to vote, in person or by proxy, shall be entitled to one vote. Any vote for Directors shall be by ballot in a manner approved by the Board and consistent with New York State law. The record eligibility of voting rights shall be set thirty days before the date of the meeting. Blank votes or abstentions shall not be counted in the number of votes cast.

Section 10. Proxy. Every member entitled to vote at a meeting may authorize another voting member to act for such member by proxy. A proxy must be in writing and signed by the member, or provided by electronic means in a manner approved by the Board and consistent with New York State law. No proxy shall be valid after the expiration of ten days from the date thereof unless otherwise provided in the proxy.

Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. For the purposes of conducting meetings, all proxies shall be delivered to the Secretary or, upon the absence of the Secretary, the Assistant Secretary.

Section 11. Action by the Members. Except as otherwise provided by statute or by these Bylaws in Article IV, Section 12, any action authorized by a majority of the votes cast at a meeting of members at which a quorum is present shall be the action of the members.

Section 12. Special Actions Requiring Vote of Members. The following actions shall not be valid without the required numbers of eligible votes cast: (a) a plurality of the votes cast at a meeting of the members is required for the election of Directors; (b) a majority of the votes cast at a meeting of the members is required for any amendment to the Certificate of Incorporation, these Bylaws, or a petition for judicial dissolution; (c) two-thirds of the votes cast at a meeting of the members is required for disposing of all, or substantially all of the assets of the Club, acquisition or disposition of any real property of the Club, approval of a plan of merger, authorization of a plan of non-judicial dissolution, or revocation of a voluntary dissolution proceeding. The affirmative votes cast

in favor of any action described in this subsection (c) shall be a minimum of 100 qualified votes. Blank votes or abstentions shall not be counted in the number of votes cast.

Section 13. Resignations. Any member may resign from the Club provided that he or she notifies the Secretary in writing of his or her intention to resign, providing also that the resignation is accepted by an appropriate resolution of the Board of Directors. Any such resolution shall be conditioned upon the resigning member paying to the Club any arrears in dues or other obligations due at the time of the resolution and not remitted by the Board of Directors. Within such period as the Board of Directors may deem appropriate, upon written request filed by a resigned member, the Board of Directors may at its discretion reinstate such resigned member without payment of an enrollment fee but upon payment of dues for the full year in which the reinstatement becomes effective.

Section 14. Discipline. The Board of Directors, by a two-thirds vote, may suspend or expel a member for any material violation of a Bylaw or a standing rule or for any conduct which, in the opinion of the Board of Directors, is improper and prejudicial to the best interests or reputation of the Club. However, no member shall be expelled or suspended for any period under this article without first having been given at least three weeks written notice of the charges made against the member and afforded an opportunity to appear before the Board of Directors and present a defense to the charges.

Section 15. Suspension of Membership for Taking Action Against the Club. Subject to the rights and privileges of members under this Section, the Board of Directors at its discretion may consider suspension of any member who initiates a legal action against the Club, staff, officers or directors or materially assists in such action. A legal action is a lawsuit taken against the Club, staff, officers, or directors or the material provision of assistance to a person who initiates such action. Suspension is the loss of the rights and privileges of membership. The suspended member remains subject to disciplinary action by the Board of Directors.

ARTICLE V: OFFICES

The principal office of the Club (“Club Headquarters”) shall be in the County of New York, State of New York. The Club may also have offices at such other places as the Board may from time to time determine or the business of the Club may require.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. Powers and Duties. The Board of Directors shall have general power to control and manage the affairs and property of the Club subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and these Bylaws.

Section 1.1. Mandatory Duties. The Board shall: (a) oversee the accounting and financial reporting processes of the Club and the audit of the Club’s financial statements; (b) elect the President in accordance with Article VII Section 2 at the January meeting of the Board of Directors; and (c) elect all other officers and install all officers for the Club at the meeting of the Board that shall be held immediately following the Annual Business Meeting (“Annual Meeting of the Board”).

Section 1.2. Other Duties. The Board may: (a) appoint and discharge advisors and consultants who have skills necessary or helpful to the Club; (b) employ and discharge persons for the furtherance of the purposes of the Club; and (c) exercise all other powers necessary to manage the affairs and further the purposes of the Club in conformity with the Certificate of Incorporation and these Bylaws.

Section 2. Number. Beginning with the Class of 2026, there shall be four Directors elected by the Club’s membership in each class, thereby gradually reducing the number to twelve voting Directors. The Board may also appoint up to three additional voting Directors each year in accordance with Section 5 of this Article creating the potential for a maximum of fifteen Directors beginning in 2028.

Section 3. Qualification for Directors. Each Director shall be a member of the Club in good standing and at least 18 years of age. Each

Director shall annually affirm that he or she has read and will abide by the requirements of the Code of Conduct for Directors, the Conflict-of-Interest Policy, the Confidentiality and Transparency Policy, and the provisions of the New York Not-for-Profit Corporation Law pertaining to related party transactions. A former President is ineligible to be elected to the Board.

Section 4. Election, Classification, and Term of Office. Except as otherwise provided in Section 5 of this Article, the Board of Directors shall consist of three classes of five Directors each. One class of five Directors shall be elected by a plurality of the votes cast by the members by ballot at each Annual Business Meeting. As noted in Article 6 Section 2, starting in The Class of 2026 the annual class size shall reduce to four. The Directors shall hold office for a term of three years. Directors may serve a maximum of two consecutive three-year terms, subject to the limitation set forth in Section 6.

Section 5. Appointed Directors. The Board may appoint up to three additional Directors by a vote of the majority of the entire Board at the Annual Meeting of the Board or as soon thereafter as is practical. The Directors so appointed shall serve for a term of one year. Directors appointed under the authority of this Section may serve a maximum of three consecutive one-year terms. No Appointed Director shall be eligible for appointment to a vacancy, or appointment as an Appointed Director until three years have lapsed subsequent to the termination of the third consecutive year. A former President is ineligible to be appointed to the Board as a Director.

Section 6. Term Limitations. No Director, upon completion of six consecutive years as a Director, shall be eligible for re-election, appointment to a vacancy, or appointment as Director until three years have lapsed subsequent to the termination of the sixth consecutive year. Therefore, if a member is elected as a Director by membership vote within one year of serving as a Director appointed by the Board, such Director may serve only one three-year term as an elected Director.

Section 7. Board Chair. The Board may, by vote of the majority of the entire Board, elect or appoint a Chair of the Board from among the

voting Directors. No employee of the Club shall serve as Chair of the Board. No President or former President of the Club shall serve as Chair of the Board. The Board shall determine the duties, rights, and privileges of the Chair by appropriate resolution prior to the date of election of a Board Chair.

Section 8. Removal by Directors. Any Director may be removed at any time for cause by a two-thirds vote of the Directors then in office at a regular meeting of the Board or at a special meeting of the Board called for that purpose, provided that at least three weeks' notice with written charges is given to the entire Board and provided further that the Director subject to removal proceedings is afforded an opportunity not less than three weeks after such notice is sent to attend a meeting of the Board and present a defense to the charges made. If a Director shall not attend three consecutive meetings of the Board, such Director shall automatically cease to be a Director upon the adjournment of the third of such meetings unless or until the Board, by a majority vote of the entire Board, votes to waive the operation of this Section or to reinstate such Director.

Section 9. Removal by Members. Any Director may be removed at any time with or without cause by a majority of the votes cast at an Annual Business Meeting or a Special Member Meeting called for that purpose provided that notification of the proposed removal be given to the Membership in writing no less than thirty days prior to the intended vote. Notwithstanding anything to the contrary in Article IV, Section 7, for the purposes of this Section 9, 20% of the total members entitled to vote, based on the number of eligible voting members on the last day of the most recent fiscal year present in person or by proxy shall constitute a quorum. Blank votes or abstentions shall not be counted in the number of votes cast.

Section 10. Resignation. Any Director may resign from the Board at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Club or the President. The acceptance of a resignation by the Board shall not be necessary to make it effective, but no resignation shall discharge an accrued obligation or duty of a Director.

Section 11. Vacancies. A vacancy in the Board shall be deemed to exist on the occurrence of any of the following: (a) the death, resignation, or removal of any Director, or (b) the failure of the members, at any Annual Business Meeting at which any one or more Directors are to be elected, to elect the full authorized number of Directors to be voted for at that meeting. The Board may, by a majority vote of the entire Board, select a member to fill a vacancy in the Board, who shall serve the remainder of the unexpired term.

Section 12. Meetings. The Annual Meeting of the Board shall be held immediately following the Annual Business Meeting. Regular meetings of the Board may be held at any place as the Board may from time-to-time fix. Regular meetings of the Board shall be held no less than four times evenly spaced during the year as determined by appropriate resolution, except that regular meetings shall not be held during the month of August.

Special meetings of the Board shall be held whenever called by the Chair of the Board, if any, the President, or by the Secretary upon written request of at least five Directors of the Board, in each case at such time and place as shall be fixed by the person or persons calling the meeting. All meetings of the Board shall be conducted in accordance with the latest edition of Robert's Rules of Order.

Section 13. Notice of Meetings. Notice of the time and place of each annual, regular, or special meeting of the Board shall be delivered to each Director by first class mail, electronic mail, or facsimile at least five (5) business days before the day on which the meeting is to be held. Notice of a meeting need not be given to any Director who submits a signed waiver of notice, whether before or after the meeting, or who attends the meeting without protesting lack of notice of the meeting.

Section 14. Quorum. A quorum will be one member more than half of the existing numbers of Board of Directors, elected or appointed.

Section 15. Voting. Except as otherwise provided by law or these Bylaws, at any meeting of the Board at which a quorum is present, the affirmative vote of a majority of the Directors present at the time of the vote shall be the act of the Board. If at any meeting of the Board there

shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained. Any one or more Directors of the Board may participate in any special meeting of the Board and up to two regular meetings per year of the Board by conference telephone or similar communications equipment provided that all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. The following acts of the Board require the affirmative vote of at least two-thirds of the entire Board: (a) a purchase, sale, mortgage or lease of real property of the Club; (b) a sale, lease, exchange or other disposition of all or substantially all of the assets of the Club; (c) approval of a plan of merger; (d) authorization of a plan of non-judicial dissolution; (e) revocation of a voluntary dissolution proceeding; (f) a resolution proposing an alteration to these Bylaws or Certificate of Incorporation of the Corporation that would increase the quorum requirement or vote requirement to greater than a majority of the Board present at the time of the vote; or (g) removal by the Board of a Director.

Section 16. Action by the Board by Writing. Any action required or permitted to be taken by the Board or any Committee thereof may be taken without a meeting if all Directors of the Board or the Committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. The resolution and the written or electronic consents thereto by the Directors of the Board or the Committee shall be filed with the minutes of the proceedings of the Board or Committee.

Section 17. Non-fiduciary Positions.

Section 17.1 Director Emeritus. The Board may elect a former Director as a Director Emeritus for a term of one year not to exceed three consecutive terms, except that a term shall immediately expire if the Director Emeritus is re-elected as a Director by the members at the Annual Business Meeting pursuant to Article VI, Section 4. A Director Emeritus shall be given notice of all meetings of the Board and copies of the minutes of the meetings of the Board and the Executive Committee, and shall have the right to attend any such meetings and to enter into any discussions concerning proposed Board actions. However, a Director

Emeritus shall have no right to vote on any resolution at any meeting of the Board or Executive Committee.

Section 17.2 President Emeritus. Past Presidents shall be known as President Emeritus as long as they are members in good standing, except that their position shall immediately lapse if a President Emeritus is re-elected as President by the Board of Directors at the January Meeting of the Board. A President Emeritus shall be given notice of all meetings of the Board and copies of the minutes of the meetings of the Board and the Executive Committee and shall have the right to attend any such meetings and to enter into any discussions concerning proposed Board actions.

However, a President Emeritus shall have no right to vote on any resolution at any meeting of the Board or Executive Committee.

Section 17.3 Honorary Director. The Board of Directors may elect Honorary Directors at the Annual Meeting of the Board. An Honorary Director shall serve for a term of one year and may serve for an unlimited number of consecutive one-year terms. An Honorary Director must be a member of the Club in good standing. Nominees for this honorary office shall be members of the Club who have particularly distinguished themselves in the field of exploration. The Board shall determine the rights, privileges, and duties of Honorary Directors. Honorary Directors shall not have voting privileges at any meeting of the Board or Executive Committee. Honorary Directors shall receive updates from the President.

Section 17.3.a. Responsibilities. The Honorary Directors shall meet from time to time, and shall advise the President, Board of Directors and Club Leadership in an environmental, conservation, science, and exploration capacity.

Section 17.4 Board of Trustees. The President, with advice and consent of the Board of Directors, shall appoint members of the Board of Trustees at the Annual Meeting of the Board, or as soon thereafter as is practical. Trustees shall be appointed for a term of one year and may serve a number of consecutive one-year terms as determined by the Board of Directors. Nominees for this position shall be individuals who have particularly distinguished themselves in academia, business,

government, or non-profit fields, and whose experience, creativity and expertise will benefit the Club and its mission. Trustees shall receive updates from the President.

Section 17.4.a. Responsibilities. The Board of Trustees shall meet from time to time and shall promote the Club's mission by providing counsel to the President, Board of Directors, Executive Director and Treasurer in an endowment, funding pledge, strategy, and fund-raising capacity, or such other capacity as determined by the Board of Directors. Trustees shall bear no fiduciary liability or responsibility and shall serve in a purely advisory capacity. Members of the Board of Trustees shall agree to adhere to the rules and guidelines establishing the Board of Trustees, as written by the Board of Directors and shall act in good faith and in the best interest of the organization.

Section 18. Compensation. No compensation of any kind shall be paid to any Director, Emeriti, Honorary Director or Trustee for the performance of his or her duties as Director, Emeriti, Honorary Director or Trustee. Subject to Article XVII below (Conflict of Interest Policy), provided that there is full disclosure of the terms of such compensation and the arrangement has been approved by the Board, this shall not in any way limit reimbursement of or payment for services provided to the Club (a) by the Director, Emeriti, Honorary Director or Trustee in any capacity separate from his or her Club responsibilities or (b) by any organization with which the individual is affiliated.

Section 19. Confidentiality and Transparency. The Club recognizes that there are some matters that come before those charged with the governance of the Club that necessitate confidentiality to conduct the business of the Club in a professional manner notwithstanding the objective of the Club to promote transparency, disclosure, and openness to both its members and the public. These matters include, without limitation, legal and personnel matters, contracts and their negotiation, draft and preliminary reports, and related matters usual and customary for not-for-profit corporations to designate confidential. The Board of Directors, by resolution adopted by a majority of the entire Board, shall establish a Confidentiality and Transparency Policy, and amend it from time to time as necessary.

ARTICLE VII: OFFICERS, EMPLOYEES and AGENTS

Section 1. The Officers: Number and Qualifications. The Officers of the Club shall be a President, six Vice-Presidents, a Secretary, an Assistant Secretary, a Treasurer and an Assistant Treasurer. An individual may hold more than one office in the Club except that no one person may hold the offices of President and Secretary. All Officers must be members of the Club in good standing. The Officers may not, be Directors of the Board with the exception of the Treasurer or Assistant Treasurer. No instrument required to be signed by more than one Officer may be signed by an Officer in more than one capacity.

Section 2. President: Election and Term of Office. The Secretary shall accept nominations from voting Directors for the position of President at the commencement of the January meeting of the Board of Directors, and the election of the President shall be conducted during that meeting by a confidential, written ballot submitted by those Directors in attendance either in person or telephonically. The President shall be elected for a one-year term by a majority of the entire Board. The President's term shall commence at the Annual Meeting of the Board, and he or she shall continue in office until his or her successor shall have been elected and qualified, or until his or her death, resignation, or removal.

Notwithstanding any provision to the contrary, no person may serve more than three (3) consecutive terms as president of The Explorers Club.

Further, if said person serves three (3) consecutive terms they become ineligible for nomination, election or appointment to any Club position, with the exception of President Emeritus, for the following three (3) election years, meaning that after a three (3) year hiatus, said person would again be eligible for nomination, election and appointment to any office, excluding the Board of Directors.

Section 3. Other Officers: Election and Term of Office. Officers, other than the President as described in Section 2 and the Assistant Secretary and Assistant Treasurer as described in this section, shall be nominated by the President and elected by a majority of the entire Board for a one-year term at the Annual Meeting of the Board. The Assistant

Secretary and the Assistant Treasurer shall be appointed by the President by the Annual Meeting of the Board, subject to the approval of the Board. Each Officer shall continue in office until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal. An Officer, other than the President, may be elected by the Board, or re-appointed by the President and confirmed by the Board in the case of the Assistant Secretary and Assistant Treasurer, to the same position for a maximum of six consecutive one-year terms, at which time he or she shall be ineligible for election or appointment to the same position until two years have passed since the termination of the sixth consecutive one-year term.

Section 4. President: Powers and Duties. The President shall preside at all meetings of the members and the Executive Committee. The President shall have general supervision of the affairs of the Club and shall keep the Board fully informed about the activities of the Club. The President shall be an ex-officio member of each committee of the Board and the Club of which he or she is not an active member. The President shall perform all the duties that are usually incident to the office of President, subject to the control of the Board, and shall perform such other duties as from time to time may be assigned by the Board. The President is accountable to the Board for implementing the policies and mission of the Club. The President, or the Executive Director, has the power to execute in the name of the Club all contracts specifically authorized by the Board unless the Board shall require an additional signature.

Section 5. Vice Presidents: Powers and Duties. There shall be six Vice-Presidents of the Club: for Grants, for Membership, for Chapters, for Flag and Honors, and two Vice-Presidents at-large whose titles and responsibilities shall be determined by the Board at the Annual Meeting of the Board, or as soon thereafter as is practical. All Vice-Presidents shall have such powers and duties as assigned by the Board. In the absence or incapacity of the President, the Vice-Presidents, in order of their seniority as determined by their membership election date in the Club, shall have the powers and perform the duties of the President until the next Board Meeting whereas the Board shall elect a new President in accordance with Article VII: Officers, Employees and Agents Section 6 below.

Section 6. Secretary: Powers and Duties. The Secretary shall keep the minutes of all annual and special meetings of the Board and of the members. The Secretary shall be responsible for the giving and serving of all notices of the Club and shall perform all duties customarily incidental to the office of Secretary, subject to the control of the Board. The Secretary shall have charge of all correspondence and maintain the records of the Club, except those required of the Treasurer. The Secretary shall furnish to the Treasurer the names of all persons elected to the Club and shall advise the Treasurer of all changes or transfers affecting the membership. In the incapacity or death of the President, the Secretary may call a special meeting of the Board, at which time the Board shall elect from among its members who are present at the meeting an individual to serve as President to serve the unexpired portion of the term. The Secretary shall perform such other duties as may from time to time be assigned by the Board.

Section 7. Assistant Secretary: Powers and Duties. The Assistant Secretary shall perform such duties as the Secretary or the Board may from time to time request. In the absence or incapacity of the Secretary, the Assistant Secretary shall perform the duties of the Secretary and shall act as Secretary until the Secretary is present and capable of performing such duties, or until a successor is elected by the Board to serve the unexpired portion of the term. The Board, at their pleasure, may appoint a temporary Assistant Secretary for the purpose of recording individual meetings in the absence of the Secretary and Assistant Secretary.

Section 8. Treasurer: Powers and Duties. The Treasurer, subject to the control of the Board, shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Club, including fees and dues, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Club in the name and to the credit of the Club in such banks and depositories as the Board may designate. The Treasurer shall authorize the payment of all bills and accounts upon approval of the Board. The Treasurer shall provide a report indicating the financial condition of the Club at each regular meeting of the Board. At the Annual Business Meeting, the Treasurer shall render a

report of the Club accounts, verified by the President and Treasurer or a majority of voting Directors, showing in appropriate detail: (a) the assets and liabilities of the Club as of a twelve-month fiscal period terminating not more than six months prior to the Meeting; (b) the principal changes in assets and liabilities during that fiscal period; (c) revenues or receipts of the Club, both restricted and unrestricted to particular purposes during said fiscal period; (d) the expenses and disbursements of the Club, for both general and restricted purposes during said fiscal period; and (e) the number of members of the Club as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and places of residence of the current members may be found. Such report shall be filed with the minutes of the Annual Business Meeting. The Treasurer shall, at all reasonable times, exhibit the Club's books and accounts to any Officer or Director of the Club, and whenever required by the Board, render a statement of the Club's accounts. The Treasurer shall perform all other duties incident to the position of Treasurer, subject to control of the Board, and shall perform such other duties as may from time to time be assigned by the Board. The Treasurer shall cause The Explorers Club's accounts to be audited annually and at such other times and in such manner as the Board may direct.

Section 9. Assistant Treasurer: Powers and Duties. The Assistant Treasurer shall perform such duties as the Treasurer or the Board may from time to time request. In the absence or incapacity of the Treasurer, the Assistant Treasurer shall perform the duties of the Treasurer and shall act as Treasurer until the Treasurer is present and capable of performing such duties, or until a successor is elected by the Board to serve the unexpired portion of the term.

Section 10. Honorary President. The Board of Directors may elect an Honorary President at the Annual Meeting of the Board for a one-year term. An Honorary President may be re-elected by the Board of Directors for successive one-year terms. No Honorary President, upon completion of six consecutive one-year terms, shall be eligible for re-appointment until two years have lapsed subsequent to the termination of the sixth

one-year term. Nominees for this honorary office shall be members of the Club who have particularly distinguished themselves in the field of exploration and who have actively participated in the welfare and promotion of the Club. An Honorary President shall have the privileges of a Director Emeritus and shall have the authorities and duties determined by the Board.

Section 11. Employees and Other Agents. The Board of Directors, upon the recommendation of the Executive Committee, may appoint an Executive Director, a Club Manager or other employees or agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, shall have such authority and perform such duties as designated by the President and Board, and shall receive reasonable compensation, if any, as the Board may from time to time determine. The Executive Director is accountable to the President and Board for carrying out the duties assigned and is responsible for the day-to-day administration of The Explorers Club.

Section 12. Removal. Any Officer of the Club except the Assistant Secretary and the Assistant Treasurer may be removed with or without cause by a vote of the majority of the entire Board. The President may remove the Assistant Treasurer and Assistant Secretary with or without cause at any time. The Board may remove any committee chair, committee member other agent of the Club with or without cause. The Board, President or Executive Director may remove any Employee providing the appropriate procedures as contained in the Employee Handbook are followed. The Board or the President may remove the Executive Director with or without cause according to the terms of the Executive Director's contract.

Section 13. Vacancies. In case of any vacancy in any office except Assistant Secretary or Assistant Treasurer, a successor to fill the unexpired portion of the term may be elected by a majority of the entire Board. In case of a vacancy in the office of Assistant Secretary or Assistant Treasurer, the President may appoint a successor to fill the unexpired portion of the term, subject to the approval of the Board.

Section 14. Compensation. Any Officer who is not a Director but is an employee or agent of the Club is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Club as an employee or agent when authorized by a majority of the entire Board, and only when so authorized.

Section 15. Sureties and Bonds. In case the Board shall so require, any Officer or agent of the Club shall execute for the Club a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his or her duties to the Club and including responsibility for negligence and for the accounting for all property or funds of the Club that may come into his or her hands.

Section 16. Related Party Transactions. All officers and key employees, as defined by New York law, shall annually affirm that they have read and will abide by the provisions of the New York Not-for-Profit Corporation Law pertaining to related party transactions.

ARTICLE VIII: BOARD COMMITTEES

Section 1. Board Committees. There may be standing committees of the Board as follows: Executive Committee, Audit Committee, Ethics and Governance Committee, and other standing committees as may be established by the Board. The Chair of the Board and President may be invited to be an ex-officio member of each committee of the Board of which he or she is not an active member.

Section 2. Executive Committee. The Executive Committee shall consist of the Board Chair, if any, and three or more voting members of the Board of Directors, who shall be nominated by the President with the advisement of the Board of Directors and designated by a resolution adopted by a majority of the entire Board no later than the second Board meeting following the Annual Business Meeting. The President shall serve as chairperson of such committee. The Board may designate one or more Directors as alternate members who may replace any absent member or members of the Executive Committee at any meeting thereof. The President, Vice-Presidents, Treasurer, President Emeritus and chair-

persons of the Legal and Management Committees shall be entitled to attend meetings of the Executive Committee but shall not have a vote, unless they are also voting members of the Board of Directors. The Executive Committee shall have such powers as the Board of Directors may delegate consistent with New York State law, except that the Board of Directors may not delegate authority to approve those acts specified in Article VI, Section 15 that require an affirmative vote of two-thirds of the entire Board.

Meetings of the Executive Committee shall occur whenever called by the President or by a majority of the voting Directors who have been designated as members of the Executive Committee. The Executive Committee shall report to the Board of Directors any recommendations made or actions taken within fourteen days by circulating minutes of the Executive Committee to the entire Board. Members of the Executive Committee and other persons entitled to attend meetings of the Executive Committee may participate in any meeting of the Executive Committee by conference telephone or similar communications equipment provided that all persons participating in the meeting can hear each other at the same time. Participation thereby shall constitute presence at such meeting.

A majority of the designated voting members of the Executive Committee and any other voting members of the Board entitled to attend Executive Committee meetings shall constitute a quorum. All actions shall be decided by a majority vote of the voting Directors present.

Section 3. Audit Committee. The Audit Committee shall consist solely of three or more independent Directors, as defined by the New York Not-for-Profit Corporation Law. The Audit Committee Chairperson shall be nominated by the President and designated by a resolution adopted by a majority of the entire Board of Directors no later than the second Board meeting following the Annual Business Meeting. The Board shall appoint three independent Directors to serve as the Audit Committee. The Audit Committee shall be responsible for oversight of the Corporation's outside auditors, financial reporting obligations, and Conflict of Interest Policy.

Section 4. Ethics and Governance Committee. The Ethics and Governance Committee shall consist of three or more voting members of the Board of Directors, who shall be nominated by the President and designated by a resolution adopted by a majority of the entire Board of Directors no later than the second Board meeting following the Annual Business Meeting. The President shall appoint a Director to serve as chairperson for such committee. The Board may, by a vote of a majority of the entire Board, appoint one or more esteemed members of the Club to advise and assist the Ethics and Governance Committee. A Club member so appointed shall be entitled to attend meetings of the Ethics and Governance Committee, but such member shall have no authority to vote at any meeting of the Board or the Committee and no authority to bind the Board or the Committee in any matter. The Ethics and Governance Committee shall have such powers and responsibilities as the Board may prescribe. Deliberations of the Ethics and Governance Committee shall be confidential and shall report their findings directly to the President and Board of Directors.

Section 5. Other Committees. The Board, by resolution adopted by a majority of the entire Board, may establish and appoint other standing committees or special committees of the Board consisting of at least three Directors with such powers and duties as the Board may prescribe. The members of such other standing committees or special committees shall be designated by a resolution adopted by a majority of the entire Board of Directors.

ARTICLE IX: ADVISORY COMMITTEES

Section 1. Permanent Advisory Committees. The following shall be permanent advisory committees of the Club with chairpersons nominated by the President with advice and consent of the Board: Annual Dinner, Chapter Relations, Communications, Development, Finance and Investments, Flag and Honors, Grants, Legal, Legacy Society, Library and Archives, Management, Membership, Nominating, Operations and House, and Public Lectures. Advisory committees shall provide advice

and assistance to the President and the Board, but shall have no authority to bind the Board. The Board shall describe the duties and scope of these committees from time to time, unless otherwise described herein.

Section 1.1. Annual Dinner. The Annual Dinner Committee shall make all arrangements for the traditional membership Annual Dinner as may be recommended by the President and Board of Directors.

Section 1.2. Chapter Relations. The Chapter Relations Committee shall be responsible for maintaining good communications with the duly constituted Regional Chapters of the Club, monitoring and aiding their activities and aiding in the formation of new Chapters.

Section 1.3. Communications. The Communications Committee shall be responsible for developing and implementing the public image of the Club. The committee shall be responsible for overseeing and coordinating a unified Club brand across all media worldwide. The committee shall have such other powers and responsibilities as the President and Board may prescribe.

Section 1.4. Development. The Development Committee shall be responsible for overseeing and advising all aspects of the Club's fundraising activities. The committee shall also be responsible for coordinating the activities of the Legacy Society Committee and may oversee such other committees, efforts and projects as the President and Board prescribe.

Section 1.5. Grants. The Grants Committee shall be responsible for establishing and overseeing grant programs to foster interest in exploration and scientific research and coordinating the Club's efforts to assist research in the physical, biological, and the natural sciences.

Section 1.6. Finance and Investments. The Finance Committee shall advise the Board with respect to the investments, budget, and general financial policies of the Club. The Finance Committee shall be comprised of at least three persons, including the Treasurer and at least one member of the Board of Directors.

Section 1.7. Flag and Honors. The Flag and Honors Committee shall consider all applications for the carrying of Expedition Flags and the award of all honors extended by the Club in accordance with the rules established in Articles XI and XII.

Section 1.8. Operations and House. In coordination with the Operations and House Committee, the House Committee shall be charged with the duty of maintaining the premises of the Club in proper and good condition and shall report to the Board of Directors such recommendations as it deems appropriate in connection with alterations, repairs, and otherwise. It shall also keep a reasonable inventory of the contents of the premises and perform such other duties as may be assigned to it by the Board of Directors.

Section 1.9. Legal. The Legal Committee shall have such powers and responsibilities as the Board may prescribe. The chairperson of the Legal Committee shall receive notice of each meeting of the Board and may attend all meetings of the Board. Such chairperson shall also receive copies of the minutes of all meetings of the Board. At least one member of the Legal Committee shall be licensed to practice law in the State of New York and be in good standing.

Section 1.10. Legacy Society. In coordination with the Development Committee, the Legacy Society Committee shall be responsible for encouraging contributions to the Club's Legacy Endowment Fund, income from which is to be applied by the Board to the advancement of the Club's mission, including, but not limited to, the areas of exploration, science, education, and library and archives.

Section 1.11. Library and Archives. The Library and Archives Committee shall be responsible for developing and implementing the Research Collections policies of the Club. The committee shall have such other powers and responsibilities as the President and Board may prescribe.

Section 1.12. Management. The Management Committee shall be responsible for overseeing and coordinating the administrative aspects of Club operations and for facilitating the work of other committees. The chairperson of the Management Committee shall receive notice of each meeting of the Board and may attend all meetings of the Board. Such chairperson shall also receive copies of the minutes of all meetings of the Board.

Section 1.13. Membership. The Membership Committee shall review all applications for members filed under the rules outlined in Article IV, make all inquiries required to ascertain the qualifications of the applicants, and file with the Board or with the Executive Committee, as may be requested, a brief summary of the qualifications of the applicants and the Committee's recommendations, including the class of membership to which such applicant may be elected. The Membership Committee may also study and make recommendations on applications for change of membership classification.

Section 1.14. Nominating. The Nominating Committee shall consist of five members of the Club who have been members for a period of at least five years immediately prior to the date of their appointments as hereinafter provided. One member of the Nominating Committee shall be a member of the Board of Directors who is not eligible for re-election and shall serve as the chairperson of such committee. No other member of the Nominating Committee shall be a voting member of the Board. At least three members of the Nominating Committee shall be from the duly constituted Regional Chapters recognized by the Club.

The committee shall review nominations, and shall actively seek appropriate candidates to propose and submit to the Board, no later than at a January meeting of the Board, the names of persons for election as Directors, and may nominate such numbers as it deems appropriate for the vacancies which shall occur on the Board by reason of expiration of term during the ensuing year. There shall be a minimum of seven nominees of whom at least two shall be from one or more of the duly constituted Regional Chapters, defined under Article X.

The names of those nominated and their classification of membership and biographies shall be posted on the Club bulletin board and the confidential members section of the Club's website and copies mailed to the voting members of the Club in accordance with Article IV. Nominees-at-large (nominees by membership petition) shall be eligible for inclusion on the ballot and election to the Board of Directors provided that a petition in favor of the nominees is delivered to the Secretary of the Club no later than two weeks following the January meeting of the Board.

Said petition shall be signed by at least 10% of the total members entitled to vote, based on the number of eligible voting members on the last day of the most recent fiscal year. All candidates standing for a position on the Board of Directors must pass a background check as prescribed by the Board of Directors and be in good standing.

A former President is not eligible to be nominated by the Nominating Committee or to be a Nominee-at-large.

Section 1.15. Public Lectures. The Public Lectures Committee shall be responsible for the recommendations of educational lectures and programs consistent with the mission of the Club and the general dissemination of the knowledge acquired. The committee shall have such other powers and responsibilities as the President and the Board may prescribe.

Section 2. Other Advisory Committees. The President and the Board may from time to time appoint additional permanent or special advisory committees. Each committee shall have such powers and responsibilities as the President and the Board may determine.

Section 3. Election and Terms of Office. Unless otherwise provided for in these Bylaws, a chairperson of each advisory committee shall be nominated by the President subject to confirmation by the Board, for a one-year term, no later than the second Board meeting following the Annual Business Meeting. A chairperson must be a member of the Club in good standing. A chairperson shall continue in office until his or her successor is elected and installed, or until his or her resignation or removal by the President or the Board. A committee chairperson may be nominated and re-elected by the Board of Directors for successive one-year terms. A committee chairperson may not concurrently serve as chairperson of more than three committees. A chairperson may serve the same committee for a maximum of six consecutive one-year terms, at which time he or she shall be ineligible for nomination to the same position until two years have passed since the termination of the sixth consecutive one-year term.

Unless otherwise provided for in these Bylaws, each advisory committee shall consist of a minimum of three members, who may be

Club members, officers, or directors. Upon election, the chairperson of each advisory committee shall submit to the Secretary the names of the committee members for confirmation by the Board.

Section 4. Duties of Committee Chairpersons. The chairperson of each advisory committee will report regularly to the appropriate Vice President responsible for that activity and where no Vice President exists, the Chairperson will report to the President and shall file with the Secretary, prior to the Annual Business Meeting, a summary of the activities of his or her committee. The President and the Board of Directors may change the direct reporting requirements of any committee through an appropriate resolution.

The chairperson of appropriate advisory committees shall from time to time certify to the Board such books, manuscripts, maps, trophies, artifacts, furniture or other property deemed surplus, unusable, or valueless. Unless otherwise provided by law, the Board at its own discretion may arrange for the sale, exchange or other appropriate disposition of such items, and report its activities annually to the membership.

ARTICLE X: CHAPTERS

Section 1. General. Regional Chapters of the Club may be formed by a group of voting members in good standing in geographical areas throughout the world subject to the approval of the Board of Directors. The purpose of such Chapters is to encourage and extend the traditional purposes, goals, and objectives of the Club as specified in its Certificate of Incorporation, Bylaws, and Statement of Ethics, as well as to bring together members of the Club who live in particular geographical locations. Chapter approval is based upon adherence to The Explorers Club Policies Governing Chapter Operation. Chapters shall have Articles of Procedure governed by the Club Bylaws. No action by a Chapter or any of its Officers shall have the power to bind the Club without an appropriate resolution of the Board of Directors.

Section 2. Chairperson. Each Chapter shall elect a chairperson. Each Chapter shall hold elections for the election of a chairperson at least every two years. The chairpersons of all duly constituted Chapters recognized

by the Club shall receive notice of each regular meeting of the Board and may attend all regular meetings of the Board. Each Chapter chairperson shall also receive copies of the minutes of all regular meetings of the Board.

ARTICLE XI: AWARDS AND HONORS

Section 1. General. The intent of The Explorers Club Awards Program is to recognize and honor major achievements in exploration or outstanding service to the welfare of the Club. The awards granted by the Club shall be the awards described in these Bylaws and The Explorers Club Award Program Policy. With the exception of the Edward C. Sweeney Medal, a recipient of an award or honor need not be a member of the Club. The Board of Directors at its discretion shall grant all awards after the filing of a formal recommendation by the Flag and Honors Committee.

Section 2. Annual Awards. The following awards shall be presented annually at The Explorers Club Annual Dinner: The Explorers Club Medal, The Edward C. Sweeney Medal, and the Citation of Merit. The Lowell Thomas Award shall be presented at the discretion of the Board.

Section 2.1. Explorers Club Medal. The award of The Explorers Club Medal is to be granted by the Board of Directors at its discretion after the filing of a formal recommendation by the Flag and Honors Committee to a person, either a member of any class or a non-member of the Club, for extraordinary contributions directly in the field of exploration, scientific research, or to the welfare of humanity. Any individual recipient of The Explorers Club Medal automatically becomes a member of the Club, and, as a Medalist, is exempt from the payment of dues.

Section 2.2. Edward C. Sweeney Medal. The award of the Edward C. Sweeney Medal is to be granted by the Board of Directors at its discretion after the filing of a formal recommendation by the Flag and Honors Committee to a member of the Club having exhibited by his or her work and actions outstanding interest in the welfare and objectives of The Explorers Club. The nominee must have been a member of the Club in good standing for a period of at least five years. A recipient of the Edward

C. Sweeney Medal, as a Medalist, shall be exempt from the payment of dues.

Section 2.3. Citation of Merit. The award of a Citation of Merit is to be granted by the Board of Directors at its discretion after the filing of a formal recommendation by the Flag and Honors Committee to an individual or team, in recognition of outstanding feats of exploration or contributions to the welfare and objectives of the Club.

Section 2.4. Lowell Thomas Award. The Lowell Thomas Award is to be granted by the Board of Directors at its discretion after the filing of a formal recommendation by the Flag and Honors Committee to a group of outstanding explorers to recognize excellence in domains or fields of exploration. Such domains or fields may include, but are not limited to, space, oceans, anthropology, or archeology.

Section 3. Non-Annual Awards. Non-annual awards described in these Bylaws and The Explorers Club Award Program Policy shall be presented from time to time at an event determined by the Board of Directors. The Board of Directors at its discretion shall grant non-annual awards after the filing of a formal recommendation by the Flag and Honors Committee.

Section 3.1. The New Explorer Award. The New Explorer Award is to be granted by the Board of Directors at its discretion after the filing of a formal recommendation by the Flag and Honors Committee to inspiring young explorers, in the fields of physical, biological, and natural sciences, engineering, and resource conservation, whose work of exploration serves to broaden knowledge of all phases of the universe.

Section 4. Chapter Awards. Any duly constituted Regional Chapter of the Club may establish a chapter awards program. Each such awards program shall be subject to the approval of the Board, after the filing of a formal recommendation by the Flag and Honors Committee. Each regional award or honor shall be specified and defined to state its purpose and its selection criteria. Each Regional Chapter shall notify the Flag and Honors Committee and the Board of any recipient selected for an award.

Section 5. Individual Patrons. Any person, member or nonmember, interested in the fulfillment of Club objectives, making at one time or

in no more than three installments within a period of three years from the date of the first payment a contribution totaling \$100,000 to the Club, may be named an Individual Patron of Exploration by the Board of Directors. A Patron shall not be deemed to be a member, nor shall a Patron have the privileges of membership, unless the qualifications for membership stated in Article IV have been met. Patrons shall receive an identification card indicating their status and entitling them to attend any and all lectures. Patrons shall have their names listed in Club publications and shall receive copies of all Club publications during their lifetime. The Board of Directors shall determine all other rights and privileges of Patrons.

Section 6. Benefactors of Exploration. Any person, member or nonmember, interested in the fulfillment of Club objectives, making at one time or in no more than three installments within a period of three years from the date of the first payment a contribution totaling \$300,000 to the Club, may be named a Benefactor of Exploration by the Board of Directors. A Benefactor shall not be deemed to be a member, nor shall a Benefactor have the privileges of membership, unless the qualifications for membership stated in Article IV have been met. Benefactors shall receive an identification card indicating their status and entitling them to attend any and all lectures. Benefactors shall have their names listed in Club publications and shall receive copies of all Club publications during their lifetime. The Board of Directors shall determine all other rights and privileges of Benefactors.

Section 7. Leaders of Exploration. Any person, member or nonmember, interested in the fulfillment of Club objectives, making at one time or in no more than three installments within a period of three years from the date of the first payment a contribution totaling \$500,000 to the Club, may be named a Leader of Exploration by the Board of Directors. A Leader shall not be deemed to be a member, nor shall a Leader have the privileges of membership, unless the qualifications for membership stated in Article IV have been met. Leaders shall receive an identification card indicating their status and entitling them to attend any and all lectures. Leaders shall have their names listed in

Club publications and shall receive copies of all Club publications during their lifetime. The Board of Directors shall determine all other rights and privileges of Benefactors.

Section 8. Corporate Patrons. The Board of Directors may name any corporation interested in the fulfillment of Club objectives, making an annual contribution totaling \$100,000 to the Club, a Corporate Patron of Exploration. Corporate Patrons shall be listed in Club publications. An authorized representative of a Corporate Patron may attend any and all lectures. The Board of Directors shall determine all other rights and privileges of Corporate Patrons.

Section 9. Foundation Patrons. The Board of Directors may name any foundation interested in the fulfillment of Club objectives, making an annual contribution totaling \$100,000 to the Club, a Foundation Patron of Exploration. Patrons shall be listed in Club publications. An authorized representative of a Foundation Patron may attend any and all lectures. The Board of Directors shall determine all other rights and privileges of Foundation Patrons.

ARTICLE XII: CLUB FLAGS, CLUB PROPERTY

Section 1. All applications to carry the Club Expedition Flag (“Club Flag”) shall first be submitted to the Flag and Honors Committee for report to the Board of Directors or Executive Committee, except under the Emergency Procedure Policy approved by the Board of Directors. The authority to carry the Club Flag by expeditions shall be vested in the Board of Directors after receipt of a favorable report from the Flag and Honors Committee. All Club Flags remain the property of the Club and cannot be damaged or disposed of by a member of the Club in any form or manner. The rules and provisions governing the custody of a Club Flag and its return to the Club, including the receipt of an approved Flag Report, must be adhered to before an expedition may be listed in the permanent, historical flag files of the Club. The Flag Award Rules cannot be changed without a majority vote of the entire Board.

The rules and provisions governing the custody of a Club Flag and its return to the Club, including the receipt of an approved Flag Report,

must be adhered to before an expedition may be listed in the permanent, historical flag files of the Club. Flag deposit amounts can be varied based upon the history of a requested or issued flag. If the Flag recipient fails to return a flag in its granted condition, future access to an historic flag or any flag may be restricted. The Flag Award Rules may only be amended by a majority vote of the entire Board.

Section 2. Without the formal approval of a majority vote of the entire Board, the Club shall not sponsor any artistic work, motion picture, television, internet, or radio broadcast or print or electronic publication, nor shall any member directly or indirectly state, represent or suggest that any artistic work, motion picture, television, internet, or radio broadcast or print or electronic publication has the sponsorship of the Club.

Section 3. The use of the Club Flag, intellectual property of the Club, or other properties of the Club for commercial purposes may only be authorized by a majority vote of the entire Board after due consideration.

Section 4. Club Flags, artifacts, and other Club properties may be loaned for exhibition purposes under the procedure and form approved by the Library and Archives Committee and with consent of the Board of Directors.

Section 5. Other than as authorized in Section 3 herein, the use of the Club Flag, intellectual property of the Club, or other properties of the Club for commercial or internal political purposes by any member is a violation of Club Bylaws and subject to appropriate disciplinary action in accordance with Article IV, Section 14 (Discipline).

Section 6. The infraction of any section of this article or of the rules appertaining thereto shall be considered prejudicial to the welfare and reputation of the Club, and at the discretion of the Board, any offending members shall be subject to disciplinary action under Article IV, Section 14 (Discipline).

ARTICLE XIII: CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 1. Checks, Notes and Contracts. The Board is authorized to select the banks or depositories it deems proper for the funds of the Club and shall determine who shall be authorized on the Club's behalf to sign checks, drafts, or other orders for the payment of money, and the limitations on and number of designated signatories. All written obligations of the Club for notes or other evidences of indebtedness and all contracts of the Club reasonably valued to be in excess of ten thousand dollars (\$10,000) for goods or services must be signed by any two of the officers of the Club, or one officer and the Executive Director or Club Manager, acting jointly, after specific authorization by the Board.

Section 2. Investments. The funds of the Club may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds, or other securities, as the Board may deem desirable.

ARTICLE XIV: BOOKS AND RIGHT OF INSPECTION

There shall be kept at Club Headquarters correct and complete books of account of the activities and transactions of the Club, including a copy of the Certificate of Incorporation, these Bylaws, the names and addresses of all members, and all minutes of meetings of the members, the Board of Directors, and the Executive Committee. Voting Members of the Club, upon at least five (5) business days written demand to the Secretary, shall be given an opportunity to inspect the list of members (excluding personal information) and the approved minutes of Meetings of the Members during business hours at the Club offices.

ARTICLE XV: INDEMNIFICATION AND INSURANCE

Section 1. Liability. Except as otherwise provided by law, no Director or Officer of the Club serving without compensation shall be liable to any person other than the Club based solely on such Director's or Officer's conduct in the execution of such office unless such conduct constituted gross negligence or was intended to cause the resulting harm.

Section 2. Indemnification of Directors, Officers, Members, and Employees. Except as provided in Section 3, the Club shall indemnify any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that such person or such person's testator or intestate is or was a Director, officer, member, or employee of the Club who serves or served the Club or, at the request of the Club, serves or served any other Club or any partnership, joint venture, trust, employee benefit plan, or other enterprise in any capacity. In addition, the Club may advance such person's related and reasonable expenses, including attorneys' fees, experts' fees, and consultants' fees upon receipt of an undertaking by or on behalf of such person to repay such advancement if he or she is ultimately found not to be entitled to indemnification hereunder.

Section 3. Limitations on Indemnification. The Club shall not indemnify any person described in Section 2 if a judgment or other final adjudication adverse to such person establishes that the acts of such person or such person's testator or intestate were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that such person or such person's testator or intestate personally gained a financial profit or other advantage to which he or she was not legally entitled.

Section 4. Insurance. The Club shall have the power to purchase and maintain insurance to indemnify the Club and its Directors, officers, members, and employees to the full extent such insurance is permitted by law.

ARTICLE XVI: AMENDMENTS

These Bylaws may be amended or repealed at any Annual Business Meeting or digital or in-person Special Member Meeting of the Club by a vote of the majority of the members voting in person, by proxy, or by ballot, provided that a notice of said meeting shall contain summaries of the proposed amendments, shall have been sent by postal or electronic mail to each member entitled to vote at least thirty days prior to the meeting, and that said notice shall have been posted on the bulletin board of the Club and the confidential members section of the Club's website at least thirty days prior to the date of the meeting. Said notice must bear the date of the meeting, the place thereof where action shall be taken, and the location or locations where copies of the proposed amendments shall be kept available for inspection by any member, as designated by the Board of Directors.

ARTICLE XVII: CONFLICT OF INTEREST POLICY

Section 1. Disclosure. Prior to election or appointment to the Board, and thereafter on an annual basis, all Directors shall disclose in writing, to the best of their knowledge, any Interest (as defined below in Section 2) such Director may have in any corporation, organization, partnership, or other entity which provides professional or other goods or services to the Club for a fee or other compensation and any position or other material relationship such Director may have with any other not-for-profit corporation with which the Club has an attorney-client or other business relationship (collectively, a "Conflict of Interest"). A copy of each disclosure statement shall be available to any Director of the Club on request. If at any time during his or her term of service, a Director acquires any Interest or otherwise a circumstance arises which may pose a Conflict of Interest, that Interest or Conflict of Interest shall be promptly disclosed in writing to the Board. When any matter for decision or approval comes before the Board or any committee of the Board in which a Director has an Interest or Conflict of Interest, said Director shall immediately disclose that Interest or Conflict of Interest to the Board or relevant committee.

Section 2. Definition of “Interest”. Whether a Director has an Interest in an entity shall be determined by whether that Director would derive a significant individual economic benefit, either directly or indirectly, from any transaction or relationship involving such entity or any decision on a matter involving such entity by the Board or committee of the Board.

Section 3. Voting. No Director shall vote on any matter in which he or she has an Interest or a Conflict of Interest.

Section 4. Non-Participation. Any Director who has an Interest or a Conflict of Interest in a matter shall leave the room in which a discussion or vote regarding that matter is carried on, provided, however, that the interested Director may participate in any discussion regarding his or her absence and the interested Director shall be given an opportunity to disclose and explain the interested transaction to the Board prior to the Board discussion and vote on the transaction without the presence of the interested Director.

Section 5. Attempts to Influence. Directors shall not attempt to influence other Directors regarding matters in which they have an Interest or Conflict of Interest, without first disclosing that Interest or Conflict of Interest.

Section 6. Record-Keeping. The existence and resolution of any Interest or Conflict of Interest shall be documented in the minutes of the meeting at which the Interest or Conflict of Interest is discussed or voted upon.

ARTICLE XVIII: NON-DISCRIMINATION

In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, ethnicity, national origin, marital status, sexual preference, mental, or physical disability or any category protected by law.

ARTICLE XIX: REFERENCE TO CERTIFICATE OF INCORPORATION

References in these Bylaws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted in these Bylaws. In the event of a conflict between the Certificate of Incorporation and these Bylaws, the Certificate of Incorporation shall govern.

ARTICLE XX: EFFECTIVE DATE

These Bylaws, and amendments thereto, when approved by a majority of the entire Board of Directors and by a majority vote of the members entitled to vote present in person or by proxy at a meeting of the members, shall be effective upon the date of adoption unless otherwise specified and shall have prospective effect.

Adopted 10 May 2022

