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BYLAWS OF THE SAN FRANCISCO CHAPTER

OF

THE OCEANIC SOCIETY

PRELIMINARY
FOR BAY AREA MEETING

Article I

Constitution, Membership
and Purposes

SECTION 1. This chapter is constituted by action of The Board of Directors of The Oceanic Society, hereinafter known as the "Society," in accordance with the Charter authorized November 9, 1973, and subject to the provisions of Article II of the bylaws of the Society; and this chapter is an integral part of the Oceanic Society and is governed by its laws and the laws of the State of California, applicable to Unincorporated Nonprofit Associations.

SECTION 2. The name of this chapter is The San Francisco Bay Chapter of The Oceanic Society. Its formation was approved in September, 1973, by the Board of Directors of the Society, hereinafter known as the "Board."

SECTION 3. Subject to the requirements of The Society's bylaws, a member in good standing of The Oceanic Society who resides within the territorial limits of the Chapter shall be considered a member of the Chapter, and shall be entitled to all its privileges, except that a separate membership fee and annual dues may be fixed for entry into the Chapter, and except also that no member of the Society shall belong to more than one chapter. Upon written application, a member who resides where there is no chapter or who desires membership in a chapter other than within whose boundaries he resides may become a member of the Chapter of his choice.

SECTION 4. The territorial boundaries of this chapter shall be that body of land which is contained within twenty-five miles of the shoreline of San Francisco, San Pablo and Suisun Bays, or within twenty-five miles of the Northern California Pacific Coastline from Monterey, California to Fort Bragg, California.

SECTION 5. The purposes of The San Francisco Bay Chapter are to foster within its territorial limits the purposes of The Oceanic Society as provided by its Articles of Incorporation, in particular to educate its members and others in the knowledge and proper appreciation of the San Francisco Bay, the Pacific Ocean and their ecosystems and the means of preserving them; and also to engage in any such educational, scientific, investigative, literary, historical, philanthropic and charitable pursuits as may be part of the stated purposes of The Oceanic Society.

Article II

Executive Committee

SECTION 1. The management of the affairs and activities of the Chapter shall be in the hands of an Executive Committee of nine members elected by the members of the Chapter for terms of two years each. Members elected to the Committee shall take office on the first regular meeting in January. Four members shall be elected in even numbered years, and five shall be elected in odd numbered years.

SECTION 2. No member may serve on the Executive Committee for more than six consecutive years.

SECTION 3. Any vacancy of the Executive Committee shall be filled for the unexpired term by the vote of the remaining members of the Committee. Absence of a member for three consecutive months from meetings without approval by a majority of the Executive Committee shall create a vacancy.

SECTION 4. A two thirds majority of the Committee shall constitute a quorum for the transaction of business. All actions of the Committee shall be by majority vote of those present.

SECTION 5. Regular meetings of the Committee shall be held at a time and place to be specified by the Committee. Special meetings may be called by the Chairman, or by any three members of the Committee. At least 48 hours notice of special meetings, of any change in the time or place of regular meetings, shall be given to all members of the Committee and posted in an appropriate place.

SECTION 6. All meetings of the Committee shall be open to attendance by any member of the club in good standing, except that the Committee may convene in private session for hearings and discussion, but shall take no vote except in open session. All motions raised and voted upon shall be reported to the General Membership of the Chapter at the next General Business Meeting.

SECTION 7. The Committee shall have authority to make rules and regulations for carrying out the procedures established by these bylaws, and to engage space and services as deemed necessary.

SECTION 8. If any dispute arises over the calling or the conduct of a meeting, or over any act of the Executive Committee, the Board may determine the procedures to be followed or require reconsideration.

SECTION 9. Any decision of the Chapter or its Committee may be overruled by a two thirds majority vote of members present at the General Business meeting.

Article III

Officers

SECTION 1. The December Executive Committee meeting shall have a declared recess at which the Executive Committee, which will take office in January, shall hold its first meeting solely for the electing of officers who shall be the following and shall also be the officers of the Chapter: a Chairman, a Vice-Chairman, a Secretary, and a Treasurer. These officers shall take office at the first regular meeting in January. The officers of Secretary and Treasurer may, in the discretion of the Committee, be combined. The officers so elected shall serve two years or until their successors have qualified. The duties of the respective officers shall be those which are customary under the circumstances.

SECTION 2. The Committee shall have the power to change its officers and to fill vacancies.

SECTION 3. In the absence of the Chairman and the Vice-Chairman the members of the Committee present shall elect a temporary Chairman from their number.

SECTION 4. The Committee may appoint an Assistant Secretary and an Assistant Treasurer, who shall be members of the Chapter but need not be members of the Committee. The Committee shall prescribe their duties.

Article IV

Committees, Special Groups and Chapter Representatives

SECTION 1. Standing committees and special committees shall be appointed by the Executive Committee for such objectives as it may designate within the purposes of the Chapter. Standing committees shall include a Conservation Patrol consisting of the Boat Patrol, the Air Patrol, the Scuba Patrol and the Intertidal Patrol; an Activities and Program Committee; an Education and Research Committee; a Finance Committee and a Hospitality Committee. Any member of the Chapter shall be eligible for appointment to a committee, except that Executive Committee incumbents shall not serve on the Nominating Committee.

SECTION 2. The Chairman of the Executive Committee, or another member of the Executive Committee substituted by him temporarily or regularly, shall be ex-officio a member of each committee except the Nominating Committee. Ex-officio members shall have the right to vote.

SECTION 3. The Executive Committee may at any time add members to a standing or special committee, recall or replace any of its members, or discharge the committee.

SECTION 4. The chairman of each committee shall be designated by the Executive Committee at the time of the committee's formation. Subsequent vacancies will either be filled by election by the committee, subject to confirmation by the Executive Committee, or by appointment by the Executive Committee. The respective committees may designate from their number such other officers as they may require.

SECTION 5. The Executive Committee shall appoint a chapter representative and alternate representative to the Board in accordance with the bylaws of the Society. The chapter representative and alternate shall serve as ex-officio members of the Executive Committee without vote, if not already members of the Executive Committee.

SECTION 6. Chapter members may form regional or other types of groups under the jurisdiction of the Chapter Executive Committee. Such groups must operate under bylaws approved by the Executive Committee. Regional groups must fulfill all criteria designated by the Board in order to achieve credited group status.

Article V

Nominations and Elections

SECTION 1. An election to choose members of the Executive Committee shall be held annually in the month of November on a date designated by the Executive Committee. Elections for special purposes shall be held by order of the Executive Committee, or by order of the Board, or upon petition signed by 20 percent or more of the number of members voting in the last Chapter election. The order or petition shall state the issues to be voted on in proper form for a ballot.

SECTION 2. Elections shall be by official ballot and shall be conducted in such manner as to insure facility of voting and secrecy of ballot.

SECTION 3. A Nominating Committee of at least three members of the Chapter shall be appointed by the Executive Committee not later than two months before the date of the annual election. Sufficient opportunity shall be given for members of the Chapter to submit names for consideration by the Nominating Committee. A majority of the Nominating Committee members shall constitute a quorum for the transaction of its business.

SECTION 4. The Nominating Committee shall nominate at least two more candidates than the number to be elected. The name of any

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member who consents to be a candidate proposed in writing up to one month prior to the election date, by three percent of the number of members voting in the last Chapter election, shall be included on the ballot.

SECTION 5. The Secretary shall cause ballots to be made available not later than 14 days before the date of the election. Each member of the Chapter shall have one vote and no member shall vote by proxy. Ballots when mailed shall be directed to the Secretary who shall hold them unopened until the closing hour, when they shall be turned over to the Elections Committee.

SECTION 6. An Elections Committee shall be appointed by the Executive Committee to canvass the ballots and report the results to the Secretary and to the Executive Committee. The Elections Committee shall invite the members-elect to attend the November and December Executive Committee meetings. Ballots shall be retained for ninety days and then may be destroyed.

Article VI

Meetings

SECTION 1. Meetings of the Chapter may be called by the Executive Committee at any time, and shall be called upon petition signed by three percent or more members of the Chapter. At a meeting called by petition, only such subjects as are stated in the petition may be considered.

SECTION 2. If the Chairman and the Vice-Chairman of the Chapter are both absent at a meeting, the members present shall elect a temporary chairman.

SECTION 3. No binding action may be taken at a meeting of the Chapter, but resolutions addressed to the Executive Committee of the Chapter or to the Board may be adopted. The proceedings of a Chapter meeting shall not be publicized except through the Executive Committee of the Chapter or the Board.

Article VII

Finances

SECTION 1. The Chapter shall have a treasurer and a bank account of its own and may collect and disburse monies for the conduct of its own business or the business of the Society. The Chapter may assess and collect dues from its members. The Chapter may receive contributions directly and the Chapter may also receive funds allotted by the Society for special purposes.

SECTION 2. Neither the Chapter nor any agency thereof shall have the authority to borrow money, enter into a contract, or otherwise incur indebtedness above the amount of unencumbered balances in bank accounts and cash on hand unappropriated therefore, without express approval in advance by the Board.

SECTION 3. The Executive Committee shall have the authority to open bank accounts and to regulate withdrawals therefrom. Bank accounts shall be in the name of the San Francisco Bay Chapter of the Oceanic Society.

SECTION 4. The Treasurer of the Chapter, under the general supervision of the Executive Committee, shall have the custody of all monies belonging to the Chapter. He shall deposit all cash received in a bank account, from which it shall be withdrawn only in accordance with regulations prescribed by the Executive Committee.

SECTION 5. The Treasurer shall keep proper books of account, and annually, and at such other times as may be required, submit to the Executive Committee a report of receipts and disbursements and the financial condition of the Chapter.

SECTION 6. The fiscal year of the Chapter shall coincide with the fiscal year of the Society.

SECTION 7. As soon as practicable after the close of the fiscal year the Executive Committee shall cause an audit to be made of the accounts and shall render a financial report to the Board.

SECTION 8. Each standing committee, section, and group of the Chapter may have a treasurer and bank account of its own and may collect and disburse monies for the conduct of its own activities. At the end of the fiscal year a full financial report shall be made to the Executive Committee. All funds are the property of the Chapter and the Executive Committee shall formulate the rules which will govern the handling of finances by committees and sections.

SECTION 9. Outings and special events shall be conducted on an independent financial basis, and Chapter funds shall not be available for such purposes without specific approval by the Executive Committee.

Article VIII

Construction of Bylaws

SECTION 1. On all questions as to the construction or meaning of these bylaws the decision of the Board shall be final.

SECTION 2. All procedures not prescribed by these bylaws shall be governed by the current edition of Robert's Rules of Order, Revised.

Article IX

Amendments

SECTION 1. These bylaws are fundamental, and shall not be altered, amended, suspended, or repealed, in whole or in part, except by a two thirds vote of all the ballots cast at any annual or special election. An amendment shall not become effective until it has been approved by the Board.

BY-LAWS
of
OCEANIC FOUNDATION

ARTICLE I
OFFICES

Section 1. PRINCIPAL OFFICE. The principal office for the transaction of the business of the corporation that is hereby fixed and located is at 680 Beach Street, San Francisco, California. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another in the City and County of San Francisco. Any such change shall be noted on the By-laws by the Secretary, opposite this section, or this section may be amended to state the new location.

Section 2. OTHER OFFICES. Branch or subordinate offices may be at any time established by the Board of Directors at any place or places where the corporation is qualified.

ARTICLE II

MEMBERS AND MEETINGS OF MEMBERS

Section 1. MEMBERSHIP. The members of this corporation shall be known as "Trustees" and shall include:

- A. The members of the original Board of Directors;
and
- B. Such other persons as the Board of Directors shall from time to time elect for membership.

Membership is not assignable or transferable.

Section 2. ELECTION OF MEMBERS. Members shall be elected by the Board of Directors. A majority vote of all members of the board shall be required for election to membership.

Section 3. VOTING RIGHTS. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. RESIGNATION OF MEMBERS AND TERMINATION OF MEMBERSHIP. Any member may resign from the corporation by delivering a written resignation to the President or Secretary of the corporation.

Section 5. ANNUAL MEETING. Unless written notice of a different time or place is sent to all members, the annual meetings of the members of the corporation shall be held at the principal office of the corporation at 2:00 p.m. on the second Monday in December in each year, if not a legal holiday, if a legal holiday, then on the next succeeding Monday not a legal holiday, for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting.

Section 6. NOTICE OF ANNUAL MEETINGS. Notice of all regular annual meetings of the members is hereby expressly dispensed with, except where there is to be placed before the members one or more of the following proposals:

1. A proposal to amend the Articles;

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2. A proposal to amend the By-laws by fixing or changing the number of directors; or
3. A proposal to wind up and dissolve the corporation.

In the event that notice is required for a regular meeting, such notice shall be given in writing to each member of the corporation either personally or sent by depositing in the mail, or by other means of written communication, charges prepaid, addressed to the member at his address appearing on the books of the corporation, or given by him to the corporation for the purpose of notice, at least seven (7) days before any meeting for which such notice is required. Such notice shall specify the place, the day, the hour of the meeting and each of the matters which by themselves, or in conjunction with other matters, raise the necessity for such notice.

Section 7. SPECIAL MEETINGS. Special meetings of the members for any purpose or purposes whatsoever may be called at any time by the President, or if he is absent or unable or refuses to act, by any Vice President or by any two Directors. Notice of such special meetings shall be given in the same manner and shall include the same information as the notice given for regular annual meetings for which notice is required.

Section 8. QUORUM. At any meeting of members of the corporation the presence of three or more of the

members shall be necessary to constitute a quorum, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership.

ARTICLE III

BOARD OF DIRECTORS

Section 1. POWERS. All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation shall be controlled by, the Board of Directors. Without prejudice to such general powers, it is hereby expressly declared that the Directors shall have the following powers:

FIRST, to select and remove all the officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with the law, fix their compensation, and require from them security for faithful service.

SECOND, to conduct, manage and control the affairs and business of the corporation and make rules and regulations therefor not inconsistent with the law or with the Articles of Incorporation or with the By-laws.

THIRD, to change the principal office for the transaction of business of the corporation from one location to another within the same county as provided for in Article I, Section 1 hereof; to fix and locate from time to time one or more subsidiary offices of the corporation within or

without the State of California, as provided in Article I, Section 2 hereof; to designate any place within or without the State of California for the holding of any meeting or meetings of members; to adopt, make and use a corporate seal; and to prescribe forms of certificates of membership and to alter the form of said seal and such certificates from time to time provided such seal and such certificates shall at all times comply with the provisions of applicable law.

FOURTH, to borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.

FIFTH, to appoint an executive committee and other committees, and to delegate to the executive committee any of the powers and authority of the board in the management of the business and affairs of the corporation, except the power to adopt, amend, or repeal By-laws.

Section 2. NUMBER OF DIRECTORS. The authorized number of Directors of the corporation shall be five (5) until changed by an amendment of these By-laws or of the Articles of Incorporation.

Section 3. ELECTION AND TERM OF OFFICE. The Directors shall be elected at each annual meeting of members,

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but if any such annual meeting is not held, or the Directors are not elected thereat, the Directors may be elected at any special meetings of members held for that purpose. The Directors shall hold office until their respective successors are elected.

Section 4. VACANCIES. Vacancies on the Board of Directors may be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director, and each Director so elected shall hold office until his successor is elected at an annual or a special meeting of the members.

A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, resignation, or removal of any Director, or if the authorized number of Directors may be increased, or if the members fail, at any annual or special meeting of members at which any Director or Directors are elected, to elect the full authorized number of Directors to be voted for at that meeting.

The members may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors. If the Board of Directors accept the resignation of a Director tendered to take effect at a future time, the Board or the members shall have power to elect a successor to take office when the resignation is to become effective.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the

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expiration of his term of office.

Section 5. PLACE OF MEETING. Regular meetings of the Board of Directors shall be held at any place within or without the state which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In absence of such designation, regular meetings shall be held at the principal office of the corporation. Special meetings of the Board may be held either at a place so designated or at the principal office.

Section 6. ORGANIZATION MEETING. Immediately following each annual meeting of members, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of such meeting is hereby dispensed with.

Section 7. SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President or, if he is absent or unable or refuses to act, by any Vice President or by any two Directors.

Written notice of the time and place of special meetings shall be delivered personally to each Director, or sent to each Director by mail or by other form of written communication, charges prepaid, addressed to him at his address as it is shown upon the records of the corporation, or if it is not so shown on such records or is not readily

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ascertainable, at the place in which the meetings of the Directors are regularly held. In case such notice is mailed or telegraphed, it shall be deposited in the United States mail or delivered to the telegraph company in the place in which the principal office of the corporation is located at least forty-eight (48) hours prior to the time of the holding of the meeting. Such mailing, telegraphing, or delivery as above provided shall be due, legal and personal notice to such Director.

Section 8. NOTICE OF ADJOURNMENT. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned.

Section 9. WAIVER OF NOTICE. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 10. QUORUM. A majority of the authorized number of Directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as herein-

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after provided. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number be required by law or by the Articles of Incorporation.

Section 11. ADJOURNMENT. A quorum of Directors may adjourn any Directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the Directors present at any Directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

Section 12. COMPENSATION. Directors as such shall not receive any stated salary for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

Section 13. ACTION WITHOUT A MEETING. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and

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such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

ARTICLE IV

OFFICERS

Section 1. OFFICERS. The officers of the corporation shall be President, a Vice President, a Secretary and a Treasurer. The corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board, one or more assistant vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this article. One person may hold two or more offices, except those of President and Secretary.

Section 2. ELECTION. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this article, shall be chosen annually by the Board of Directors, and each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

Section 3. SUBORDINATE OFFICERS, ETC. The Board of Directors may appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the By-laws or as the Board

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of Directors may from time to time determine.

Section 4. REMOVAL AND RESIGNATION. Any officer may be removed, either with or without cause, by the Board of Directors, at any regular or special meeting thereof, or, except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the Board of Directors, or to the President, or to the Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the By-laws for regular appointments to such office.

Section 6. CHAIRMAN OF THE BOARD. The Chairman of the Board, if there shall be such an officer, shall, if present, preside at all meetings of the Board of Directors, and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Directors or prescribed by the By-laws.

Section 7. PRESIDENT. The President shall be the chief executive officer of the corporation and shall, subject

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to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the corporation. He shall preside at all meetings of the members and, in the absence of the Chairman of the Board, or if there is none, at all meetings of the Board of Directors. He shall be ex-officio member of all the standing committees including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of President of the corporation and shall have such other powers and duties as may be prescribed by the Board of Directors or by the By-laws.

Section 8. VICE PRESIDENT. .In the absence or disability of the President, the Vice Presidents in order of their rank as fixed by the Board of Directors, or if not ranked, the Vice President designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or by the bylaws.

Section 9. SECRETARY. The Secretary shall keep or cause to be kept at the principal office or such other

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place as the Board of Directors may order a book of minutes of all meetings of Directors and members, with the time and place of holding, whether regular or special, how authorized, the notice thereof given, the names of those present at Directors' meetings and the proceedings thereof.

The Secretary shall keep or cause to be kept at the principal office of the corporation corporate records showing the names of the members and their addresses. The record of the termination of any memberships shall also be maintained by the Secretary together with the date in which each of such membership terminated.

The Secretary shall give or cause to be given notice of all the meetings of the members and of the Board of Directors required by the By-laws or by law to be given and he shall keep the seal of the corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the By-laws.

Section 10. TREASURER. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The book of account shall at all reasonable times be open to inspection by any Director.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation

With such depositories as may be designated by the Board of Directors. He shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all of his transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the By-laws.

Section 11. ASSISTANT OFFICERS. Assistant Vice Presidents, Secretaries and Treasurers, if any, shall work under and assist in the duties of the office to which they are assigned and shall have in the absence of the officer they assist, the powers and duties of the said office.

ARTICLE V

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-laws, to enter into any contract or execute or deliver any instrument in the name of, and on behalf of, the corporation, and such authority may be general or confined to specific instances.

Section 2. CHECKS, DRAFTS OR ORDER FOR PAYMENT. All checks, drafts or orders for payment of money, notes or other evidence of indebtedness issued in the name of or payable to the corporation shall be signed or endorsed by

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such other person or persons and in such manner as from time to time be determined by resolution of the Board of Directors.

Section 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. GIFTS. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VI
MISCELLANEOUS

Section 1. BOOKS AND RECORDS. The corporation shall keep correct and complete books and records of accounts, minutes of the proceedings of its members, Board of Directors and committees having any authority of the Board of Directors, and the original or copy of the By-laws as amended or otherwise altered to date. All books and records of the corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

Section 2. FISCAL YEAR. The fiscal year of this corporation shall commence on January 1 of each year and end on December 31.

Section 3. REPORTS TO MEMBERS. No annual report to the members shall be required, but the Board of Directors may cause to be sent to the members annual or other periodic

reports in such form as the Board of Directors may deem appropriate.

Section 4. PROHIBITIONS.

A. No member, director, officer or employee of, or a member of a committee of, the corporation shall receive at any time any of the net earnings or pecuniary profits from the operations of the corporation; provided, that this shall not prevent the payment to any such person for such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the corporation the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered and paid over in such amounts as the Board of Directors may determine, exclusively to educational, charitable or religious or scientific organizations which would then qualify as such under the applicable laws of the State of California as they now exist or as they may hereafter be amended, and which have established their tax exempt status under §501(c)(3) of the Internal Revenue Code as it now exists or may hereafter be amended.

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B. Notwithstanding any other provisions of these By-laws, no member, director, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under the applicable laws of the State of California as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under the applicable laws of the State of California as they now exist or as they may hereafter be amended.

ARTICLE VII

AMENDMENTS

Section 1. POWER OF MEMBERS. New By-laws may be adopted or these By-laws may be amended or repealed by the vote of members entitled to exercise a majority of the voting power of the corporation or by the written assent of such members, except as otherwise provided by law or by the Articles of Incorporation.

Section 2. POWER OF DIRECTORS. Subject to the right of members as provided in Section 1 of this Article VII to adopt, amend, or repeal By-laws, by-laws other than a bylaw or amendment thereof changing the authorized number of Directors may be adopted, amended, or repealed by the Board of Directors.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

(1) That I am the duly elected and acting Secretary of Oceanic Foundation, a corporation; and (2) that the foregoing By-laws, comprising 17 pages, constitute the by-laws of said corporation as duly adopted at a meeting of the Board of Directors thereof duly held February 1, 1969.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this 4th day of February, 1969.

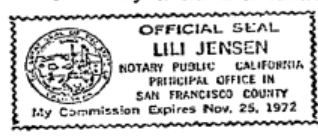

Secretary

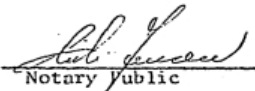


State of California)
City and County of San Francisco) ss

On this 4th day of February, 1969, before me appeared DIETER TEDE, known to me to be the Secretary of OCEANIC FOUNDATION, and the individual described in and who executed the foregoing Certificate, and he acknowledged to me that he had executed the foregoing Certificate and that the matters stated in said Certificate are true.

WITNESS my hand and official seal.



18. 
Notary Public

STATE OF CALIFORNIA

59244

ENDORSED
FILED

FEB 3 - 1969

MARTIN MONCAN, CLERK
By
DEPUTY CLERK



DEPARTMENT OF STATE

To all whom these presents shall come, Greetings:

I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.

In testimony whereof, I, FRANK M. JORDAN,
Secretary of State, have hereunto caused the Great
Seal of the State of California to be
affixed and my name subscribed, at
the City of Sacramento, in the State
of California, **JAN 30 1969**
this _____



Frank M. Jordan
Secretary of State

By *W. P. Sullivan*
Assistant Secretary of State

561927

ARTICLES OF INCORPORATION
of
OCEANIC FOUNDATION
A Non-Profit Corporation

25
ENDORSED
FILED
In the office of the Secretary of State
of the State of California
JAN 29 1969
FRANK M. JORDAN, Secretary of State
By C. OSCAR JOHNSON
Deputy

ARTICLE I

The name of this corporation is:

OCEANIC FOUNDATION

ARTICLE II

A. The specific and primary purposes for which
this corporation is formed are:

To provide training and education in
nautical skills and oceanographic
sciences. These activities shall include,
but are not limited to, establishing
and operating educational programs and
school ships designed to train the people
of Micronesia, Melanesia and Polynesia in
navigation, seamanship, oceanography, the
shipping trade, and related scientific
and business arts and skills. This corpora-
tion shall not engage in activities which
are not directly in furtherance of its stated
primary educational and scientific purposes.

B. To accomplish the above primary and specific
purposes, this corporation shall have the powers of, and
pursue the specific purposes of:

1. Soliciting, collecting, raising and
receiving for any of its objects and
purposes any real and personal property
of any kind, appointments, endorsements
and professional services and skills,
by public or private contribution.

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2. Encouraging, stimulating and coordinating other activities and organizations to promote the purposes of this organization.
 3. Exercising all the powers conferred by the laws of the State of California, on non-profit corporations formed under Article I, Div. 2 of the California Corporations Code, as such laws are now in effect or may at any time hereafter be amended, which powers are necessary and appropriate for the furtherance of the primary and specific purposes of this corporation.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers and the purposes and powers stated in each such clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to or reference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

ARTICLE III

This corporation is organized pursuant to the General Non-Profit Corporation Law of the State of California.

ARTICLE IV

The principal office for the transaction of business of the corporation is in the City and County of San Francisco, State of California.

ARTICLE V

The number of Directors of this corporation shall be five (5), provided that By-laws may be adopted or amended

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in the manner provided by law, whereby a larger number of Directors may be fixed.

The names and addresses of the persons who are to act in the capacity of Directors until selection of their successors are as follows:

<u>Name</u>	<u>Address</u>
George C. Kiskaddon	680 Beach Street San Francisco, Calif. 94109
Jacob Nebeling	680 Beach Street San Francisco, Calif. 94109
Jorgen With-Seidelin	680 Beach Street San Francisco, Calif. 94109
Dieter Tede	680 Beach Street San Francisco, Calif. 94109
A. L. Bleicher	680 Beach Street San Francisco, Calif. 94109

The terms of office and election of the Directors shall be established by the By-laws of this corporation.

ARTICLE VI

A. No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes, and no member, director or officer of the corporation shall be entitled to share in

the distribution of any of its corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by a tax exempt organization, under the applicable laws of the State of California as they now exist or as they may be hereafter amended, or an organization, contributions to which are tax deductible under the applicable laws of the State of California as they now exist or as they may be hereafter amended.

B. In the event of dissolution, monies remaining in the treasury after liquidation and payment of all indebtedness, and any and all other assets, if any, remaining shall be distributed exclusively to charitable, educational, religious, or scientific organizations which would then qualify as such under the applicable laws of the State of California as they now exist or as they may be hereafter amended, and which has

established its tax exempt status under §501(c)(3) of the Internal Revenue Code as it now exists or as it may be hereafter amended.

C. The property of this corporation is irrevocably dedicated to educational, scientific and charitable purposes.

IN WITNESS WHEREOF, the undersigned and above-named incorporators and first Directors of this corporation have executed these Articles of Incorporation this 15th day of January, 1969.

/s/ George C. Kiskaddon
George C. Kiskaddon

/s/ Jacob Nebeling
Jacob Nebeling

/s/ Jorgen With-Seidelin
Jorgen With-Seidelin

/s/ Dieter Tede
Dieter Tede

/s/ A. L. Bleicher
A. L. Bleicher

STATE OF CALIFORNIA)
CITY AND COUNTY OF SAN FRANCISCO) ss.

On this 15th day of January, 1969, before me, Mary K. Kipp, a Notary Public in and for the City and County of San Francisco, personally appeared GEORGE C. KISKADDON, JACOB NEBELING, JORGEN WITH-SEIDELIN, DIETER TEDE and A. L. BLEICHER, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

WITNESS my hand and official seal.

/s/ Mary K. Kipp
Notary Public



STATE OF CALIFORNIA



59244

FILED

JUN 10 1969

MARTIN MONGAN, Clerk
BY D. PANATTONI

Deputy Clerk

DEPARTMENT OF STATE

*To all whom these presents shall come, Greetings:**I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:**That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.**In testimony whereof, I, FRANK M. JORDAN, Secretary of State, have hereunto caused the Great Seal of the State of California to be affixed and my name subscribed, at the City of Sacramento, in the State of California,**this* MAY 27 1969*Frank M. Jordan*
Secretary of StateBy *W.P. Sullivan*
Assistant Secretary of State

Amended 5/1/1969

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

ENDORSED
FILED

In the office of the Secretary of State
of the State of California
MAY 26 1969

FRANK M. JORDAN, Secretary of State
By C. OSCAR JOHNSON
Deputy

The undersigned do hereby certify and declare: Deputy



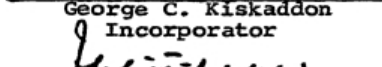
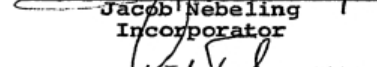

1. That they constitute all of the incorporators
of OCEANIC FOUNDATION, a California non-profit corporation.

2. That they hereby adopt the following amend-
ment of the Articles of Incorporation of said corporation:

Article I is amended to read as follows: "The
name of this corporation is: OCEANIC SOCIETY."



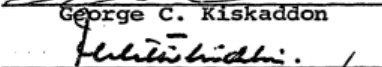
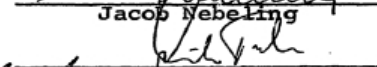

3. That the corporation is a non-profit
corporation and has admitted no members other than the
incorporators.

IN WITNESS WHEREOF, the undersigned have executed
this certificate this 22nd day of May, 1969.

 George C. Kiskaddon Incorporator	 Jacob Nebeling Incorporator
 Jorgen With-Seidelin Incorporator	 Dieter Tede Incorporator
 A. L. Bleicher Incorporator	

Each of the undersigned declares under penalty
of perjury that the matters set forth in the foregoing
certificate are true and correct.

Executed at San Francisco, California, this 22nd
day of May, 1969.

 George C. Kiskaddon	 Jacob Nebeling
 Jorgen With-Seidelin	 Dieter Tede
 A. L. Bleicher	

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3/11/72
Jenn - I just
ran across this



Address any reply to: 450 Golden Gate Ave., San Francisco, Calif. 94102
Department of the Treasury

District Director
Internal Revenue Service

Date: DEC 2 1970 In reply refer to:
A:FA1230:Rm. 5209
SF:EO:70-1067

▷ OCEANIC SOCIETY
680 Beach Street
San Francisco, CA 94109

Gentlemen:

Purpose: Educational & Scientific

File Returns with Internal
Revenue Service Center: Philadelphia, Pennsylvania

Accounting Period Ending: December 31

Address Inquiries to District
Director of Internal Revenue: San Francisco, California

Based on information supplied, and assuming your operations will be as stated in your exemption application, we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Any change in your purposes, character, or method of operation must be reported to us so we may consider the effect of the change on your exempt status. You must also report any change in your name and address.

Pending issuance of regulations under section 509 of the Code, we are unable to make a determination as to whether you are a private foundation as defined in that section. Upon issuance of the regulations we will evaluate your application, make a determination as to your status under section 509 of the Code, and notify you of our decision.

If upon issuance of the regulations we determine that you are a private foundation, you will be required to comply with the provisions of section 508(c), which specifies that a private foundation is not exempt unless its governing instrument includes certain provisions

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Oceanic Society

-2-

set forth in that section and the regulations thereunder. Failure to comply with the requirements of section 508(e) will result in retroactive revocation of this determination.

For years beginning prior to January 1, 1970, you are required to file the annual information return, Form 990-A. For each subsequent year, please refer to the instructions accompanying the Form 990 for that particular year to determine whether you are required to file. If filing is required, you must file the Form 990 by the 15th day of the fifth month after the end of your annual accounting period.

You are not required to file Federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T. In this letter we are not determining whether any of your present or proposed activities constitute engaging in an unrelated trade or business as defined in section 513 of the Code.

You are not liable for Federal unemployment taxes. You are liable for social security taxes only if you have filed a waiver of exemption certificate as provided in the Federal Insurance Contributions Act.

Contributions made to you are deductible by donors as provided in section 170 of the Code. Bequests, legacies, devices, transfers or gifts to or for your use are deductible for Federal estate and gift tax purposes under the provisions of sections 2055, 2106 and 2522 of the Code.

You need an employer identification number, even if you don't have any employees. This number is to be used on all your tax returns and in your correspondence with the Internal Revenue Service. If you do not have such a number, your District Director will take steps to see that one is issued at an early date.

This is a determination letter.

Very truly yours,

R. F. Harless
R.F. Harless
District Director

ADDENDUM:

Your tax-exempt status is predicated on the understanding that the results of any research grants made for scientific purposes will be made available to the public on a non-discriminatory basis.

Address any reply to:

Department of the Treasury

District Director
Internal Revenue Service

Date:

SEP 14 1972

In reply refer to:

FL-1330, Code 428

A:FA1230

SF:EO: 72-1461

Oceanic Society
680 Beach Street
San Francisco, CA 94109

Our Letter Dated:

December 2, 1970

Gentlemen:

In the letter identified above, you were recognized as exempt from Federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code. However, no determination was made regarding private foundation status.

Based on the information you recently submitted, we have classified your organization as one that is not a private foundation as defined in Section 509(a) of the Internal Revenue Code because you are an organization described in Section 509(a)(2).

This classification is based on the assumption that your operations will continue as stated in your notification. All changes in your purposes, character, or method of operation must be reported to your District Director for consideration of their effect on your status.

Sincerely yours,

Charles E. Wignall
District Director

FL-1330 (8-72)

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DECLARATIONS

18 THE AMERICAN INSURANCE COMPANY

15 AMERICAN AUTOMOBILE INSURANCE COMPANY

<p>01 INSURING COMPANY (SEE ABOVE)</p>		<p>ITEM 4. BUSINESS OF THE NAMED INSURED IS Ecology Society</p>			
<p>ITEM 1. NAMED INSURED AND ADDRESS (NUMBER, STREET, TOWN, COUNTY, STATE, ZIP CODE) POLICY NUMBER LC-178 03 37 Oceanic Society 680 Beach Street San Francisco, CA</p>		<p>ITEM 5. LOCATIONS OF ALL PREMISES OWNED, RENTED OR CONTROLLED BY NAMED INSURED (ENTER "SAME" IF SAME LOCATION AS ADDRESS SHOWN IN ITEM 1) ITEM 6. INTEREST OF NAMED INSURED IN SUCH PREMISES (ENTER "OWNER," "GENERAL LESSEE" OR "TENANT") ITEM 7. PART OCCUPIED BY NAMED INSURED</p>			
<p>ITEM 2. POLICY PERIOD FROM 11-7-72 TO 11-7-75</p>		<p>ITEM 8. AUDIT PERIOD: ANNUAL, UNLESS OTHERWISE STATED</p>			
<p>ITEM 3. THE NAMED INSURED IS <input type="checkbox"/> INDIVIDUAL <input type="checkbox"/> PARTNERSHIP <input type="checkbox"/> CORPORATION <input type="checkbox"/> JOINT VENTURE <input checked="" type="checkbox"/> OTHER: Society</p>		<p>ITEM 9. THE INSURANCE AFFORDED IS ONLY WITH RESPECT TO SUCH OF THE FOLLOWING PARTS AND COVERAGES AS ARE INDICATED BY SPECIFIC PREMIUM CHARGE OR CHARGES. THE LIMIT OF THE COMPANY'S LIABILITY AGAINST EACH SUCH COVERAGE SHALL BE AS STATED HEREIN, SUBJECT TO ALL THE TERMS OF THIS POLICY HAVING REFERENCE THERETO.</p>			
PART	COVERAGES	LIMITS OF LIABILITY			ANNUAL ESTIMATED PREMIUM
		EACH PERSON	EACH OCCURRENCE	AGGREGATE	
I	COMPREHENSIVE A. BODILY INJURY LIABILITY	\$ 100,000.	\$ 300,000.	\$ 300,000.	\$ 90.
	GENERAL LIABILITY B. PROPERTY DAMAGE LIABILITY	XXXXXXXX	100,000.	100,000.	\$ 59.
II	COMPREHENSIVE C. BODILY INJURY LIABILITY	100,000.	300,000.	XXXXXXXX	\$ 33.
	AUTOMOBILE LIABILITY D. PROPERTY DAMAGE LIABILITY	XXXXXXXX	100,000.	XXXXXXXX	\$ 6.
UTOMOBILE	COMPREHENSIVE	AS SHOWN IN SCHEDULE OF COVERAGE PART			\$
PHYSICAL DAMAGE	COLLISION				\$
<p>ENDORSEMENTS AND ADDITIONAL COVERAGE PARTS (IDENTIFY BY FORM NUMBERS)</p> <p>180018, 105031, 105032, 100001, 105048 105041, 105111, 100258, 105118, 180009 180001, 180064, 180059</p>					
TOTAL ESTIMATED PREMIUM					\$ 250.
Per Attached 3 Year Endorsement #180059					ADVANCE PREMIUM ▶ \$ 250.

<p>DATE OF ISSUE 11-17-72 dy</p>	<p>COUNTERSIGNATURE OF AUTHORIZED AGENT Edgar H. Liong</p>
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THIS DECLARATION PAGE IS ISSUED IN CONJUNCTION WITH AND IS A PART OF COMPREHENSIVE LIABILITY POLICY FORM 5501-10-66

180001-1.65 SETS

AMERICAN AUTOMOBILE INSURANCE COMPANY

[Signature] PRESIDENT

70-X

105032-1.68



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OCEANIC SOCIETY

680 BEACH STREET • SAN FRANCISCO, CALIFORNIA 94109
PHONE (415) 771-6744 • CABLE ADDRESS: "EXPLORER" SAN FRANCISCO

THE OCEANIC SOCIETY - A Statement of Intent

While the Oceanic Society seeks to bring to its members and the public an informed appreciation of ocean systems and their relationship to the human community, it eschews exclusively passive participation and encourages its members to take an active part in Society programs, whenever and wherever possible. The Society's Chapters, for example, embody a Dunkirk Fleet principle, wherein volunteers who own or have access to power boats, sail boats, or aircraft contribute their time, skills and equipment in monitoring local waters, in collecting baseline marine data, in documenting violations of anti-pollution laws, in instigating litigation, and in providing logistical support for the scientific community and for those local, state and federal agencies engaged in environmental protection. This is citizen action at its best.

Similarly, the Expeditions Program is designed to make available to members the opportunity to spend a week or more at sea. It is one thing to understand the characteristics of the oceans in the abstract; quite another to experience them first-hand. Expedition members learn practical seamanship and are taught rudiments of instrument and celestial navigation. They

EDUCATION

RESEARCH

CONSERVATION

P.O. BOX 35 • TRUK, CAROLINE ISLANDS 96942

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are also exposed to principles of meteorology, marine natural history, and to such oceanographic factors as wave action, chemical composition, thermal layering, energy exchange, currents and upwelling. Equally important, expedition members encounter the self-contained economy of ship-board life, where resources are measured and finite, and where social cooperation is an operational necessity. In addition, at various times in each expedition, contact is made with the shore and the human culture on the land, whether that be a village in Micronesia or a yacht club in Long Beach, California, opening up perhaps the most critical aspect of the Society's fundamental concern, the man-sea relationship.

It is with the same eye toward the practical that the Society--confronting the realities and exigencies of publishing in America today--has chosen as a membership vehicle a magazine--The New Pacific--that focuses on a single ocean, in accord with the belief that intimate knowledge of one ocean is worth more than superficial knowledge of all the oceans. Furthermore, from an environmental standpoint, the Society wishes--in concert with the chapters and the expeditions--to bring to bear a more collaborative perception to environmental thinking. While the chapters concentrate on gaining a working familiarity with specific conditions and symptoms, both in terms of basic marine data and of pollution, and while expeditions provide a dramatic educational experience in marine science, the magazine's position editorially is that ocean degradation is a complex function of human societies and their needs. To understand and subsequently

to curtail that degradation requires an attempt to understand how human cultures interact both with each other and with the ocean systems that surround them. By way of illustration, Japanese industrialism and fisheries, the French nuclear tests, Soviet maritime fleets, Peruvian territorial limits, and off-shore nuclear plants are all factors that affect, in a real way, the integrity, the productivity, and the future of the Pacific Ocean. The Society's publication on the Pacific, therefore, is directed to subject matter that reaches well beyond the immediate phenomenon of an ocean, or the symptoms of pollution it bears. Its scope includes such forces as economics, energy systems, the balance of world power, political realities, and the expectations of the diverse human communities which, in one way or another, depend on and influence the Pacific (and, by extension, all other oceans). Yet, to be viable as an editorial product, the magazine pursues such intricate themes within a stimulating and imaginative literary context. For analyses and information, of themselves, do not save oceans; on the other hand, the act of making them sacred again may.

In sum, although the mandate of the Oceanic Society is broad and sweeping, its three programs--Chapters, Expeditions, Publications--now operate within a set of concretely defined goals. Moreover, each program has sufficient genetic endowment for careful growth, which--given adequate support and thoughtful management--will ultimately result in an extraordinarily wide range of activities and services related to ocean systems and their protection.