FRIENDS OF OCEANOGRAPHY
BY-LAWS

Adopted September 9, 1987
Revised, 28 June 2023

Article I
Name

Section 1. The name of this organization shall be Friends of Oceanography. Hereafter this organization is referred to in these by-laws as the "Friends".

Section 2. The establishment of the Friends is based on Hawai‘i’s geography and location. Marine sciences are of particular importance to Hawai‘i for the preservation of its precious oceanic environment and for optimal economic and social use of it. Moreover, the Hawaiian Islands are natural, permanent oceanographic platforms for research that leads to major contributions to marine science in general and to the knowledge of Hawaiian waters in particular. These platforms, which give immediate access to deep ocean environments, as well as tropical shallow-water and coral-reef environments, are suitable to attract national and international oceanic research projects. Work in marine sciences is needed to solve problems that plague mankind today in the areas of energy, environment, climate, population, strategic metals, and food. In consideration of these facts, federal and local governments are increasingly prepared to invest in marine research, and their results from these facts an unusually strong degree of responsibility, opportunity, and challenge for oceanography. Advances in ocean sciences are among the most precious contributions Hawai‘i can make to the United States and the world. The Department of Oceanography is one of the designated areas of excellence at the University of Hawai‘i, and it wants to respond to these responsibilities, opportunities, and challenges with optimum performance. The Friends of Oceanography strive to lend additional support in the quest as State and Federal funds together are neither sufficient to allow us to make full use of our present potential, nor are they sufficient for development and expansion needed to meet our mission, namely to respond to the present opportunities in oceanography in an outstanding fashion. The Friends of Oceanography is a town-gown association of the University of Hawai‘i Foundation.

Section 3. The Friends of Oceanography will raise funds from private sources in keeping with the Mission Statement.
Article II
Membership

Section 1. Annual gifts to the Friends of Oceanography qualify the donor as a member of the Friends of Oceanography in one of the following categories:

<table>
<thead>
<tr>
<th>Category</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Benefactor</td>
<td>$5,000 or more</td>
</tr>
<tr>
<td>Patron</td>
<td>$1,000 - $4,999</td>
</tr>
<tr>
<td>Sponsor</td>
<td>$500 - $999</td>
</tr>
<tr>
<td>Sustainer</td>
<td>$100 - $499</td>
</tr>
<tr>
<td>Contributor</td>
<td>$50 - $99</td>
</tr>
<tr>
<td>Associate</td>
<td>$5 - $49</td>
</tr>
</tbody>
</table>

Corporations which support the Friends will be requested to name an individual to represent them in the respective membership category.

The fiscal year of the Friends coincides with the fiscal year of the University of Hawai‘i (1 July through 30 June).

All members will be invited to the annual meeting of the Friends of Oceanography. A quorum of the Friends shall exist when 10 members are present and voting.

Section 2. Donors who become benefactors or patrons will be honored as major benefactors of the Department. Throughout the year, these members will be invited to participate in the activities of the Department as appropriate, kept informed of Department developments, and recognized for their support. The top four categories of supporters are also included in the programs planned for University of Hawai‘i Foundation major donors: Donors who contribute $1,000 or more are recognized as Special Donors. Gifts at the Sponsor's level qualify the donor for membership with the U.H. Foundation Chancellors Circle, while donors at the Sustainer's level become members of the U.H. Foundation Chancellors Club.

An honor roll of the Friends of Oceanography will be issued once a year.

Article III
Officer and Council

Section 1. The Council of the Friends of Oceanography herein referred to as the Council, shall consist of those Friends asked by the Chairperson of the Department of Oceanography, University of Hawai‘i, to serve on the Council. The Council shall act as the executive body of the Friends and shall by majority vote of those present at any meeting decide matters of substance and policy. A quorum shall be constituted when a majority of the members of the Council are present. The Council shall be limited to a total membership of twelve. The Chairperson of the Department of Oceanography, University of Hawai‘i, is an ex-officio voting member of the Council and shall act as the Chairperson of the Council.
Section 2. The officers of the Friends shall be the Chairperson of the Council, and a Secretary. The Secretary may or may not be a member of the Friends and may be selected by the Friends from the staff of the University of Hawai‘i or the University of Hawai‘i Foundation as appropriate.

Section 3. It shall be the duty of the Chairperson to preside at all meetings of the Friends and the Council, and to perform such other duties as pertain to the chief officer of an organization. It shall be the duty of the Secretary to record all proceedings of the Friends and the Council, to keep complete lists of all members, to notify members of all meetings to be held, to make whatever notices and communications that may be required by order of the Chairperson, and in general perform all duties usually pertaining to such office. The University of Hawai‘i Foundation shall act as the fiduciary agent of the Friends of Oceanography including coordination of all solicitation.

Article IV
Meetings

Section 1. Meetings of the Friends shall be called at a time and place and at the pleasure of the Chairperson of the Council, but not less frequently than once per calendar year. One meeting of the year shall be the business meeting with reports by the Secretary of the Friends. The Council shall meet at the call of the Chairperson, but not less frequently than twice per calendar year.

Article V
Amendments

Any proposed amendment to these By-laws must be presented in writing at a stated or special meeting of the Friends; it shall thereupon be read and filed with the Secretary. After such a proposal is made, it shall be voted on at the next regular business meeting of the Friends, due notice in writing having been given all members to the effect that the amendment previously proposed will be voted upon; or such notice may be given in the meeting itself.

Article VI
Rules of Order

Robert's Rules of Order shall govern the deliberation of the Friends and the Council.

Article VII
Committees

Special committees may be appointed by the Chairperson for specific purposes.

Article VIII
Disbursements
Section 1. Amounts not to exceed US $1,000 are permitted for disbursement on the sole signature by the Chairperson of the Department of Oceanography. All such disbursements must be recorded in writing, with specification of the amount, purpose, and recipient’s details (name, postal address, telephone number, email address and form and date of disbursement – e.g., cash, cheque, bank transfer, etc.), together with a signed and dated written receipt from the recipient, and formally reported in writing by the Chairperson or the Secretary to the next meeting of the Council and of the Friends, including the name of the person(s) with whom the Chairperson conferred, and that report must be attached to the minutes of the relevant meetings and referred to therein as so attached.

Section 2. In advance of any expenditure, all amounts exceeding US $1,000 must be formally approved in writing by three members of the Council, one of which must be the Chairperson of the Department of Oceanography, with full specification in that approval of the amount, purpose, and recipient’s details (name, postal address, telephone number, email address and proposed form and date of disbursement – e.g., cash, cheque, bank transfer, etc.).

Section 3. All disbursements arising under Section 2 must be formally reported in writing by the Chairperson of the Department of Oceanography or the Secretary to the next meeting of the Council and of the Friends and that report must be attached to the minutes of the relevant meetings and referred to therein as so attached.

Section 4. Effective immediately, the second sentence of the second paragraph in the “Mission Statement,” dated in handwriting as approximately 1987, namely: “Discretion for the disbursement of the funds available will be with the Chairperson of the Department.” is hereby declared null and void and inoperative under all circumstances and with no exceptions. In the event of any conflict between the By-laws and the “Mission Statement” with regard to disbursements and/or expenditures from the funds of the Friends, the By-laws must always prevail, with no exceptions.