



Bylaws of the American Institute of Hydrology

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ARTICLE I. OFFICES

Section 1. Registered Office.

The registered office of American Institute of Hydrology (hereinafter, the “Institute” or “NIH”) in the State of Minnesota shall be as stated in the Articles of Incorporation of the Corporation (the “Articles”), or such other place within the State as the Board of Directors may designate from time to time.

Section 2. Principal Office.

The principal office of the Institute shall be at 808 R Street, Suite 209, Sacramento, California 95811 or at such other place as the Board of Directors shall designate from time to time. The business of the Institute shall be transacted from the principal office, and the records of the Institute shall be kept there.

ARTICLE II. MEMBERSHIP

Section 1. Definition and Duration of Membership.

A member is an individual or organization admitted by the Institute to one of the categories of membership defined in these Bylaws. The duration of membership is limited to the period for which membership dues have been paid or, in the case of Honorary membership, to a period of five (5) years after membership is conferred.

Section 2. Membership Categories.

There are two categories of membership: Certified Members and Affiliated Members.

2.1 **Certified Members**

Certified Members are individuals holding valid certification from the Institute. Certified Members may be admitted under one of the following sub-categories of membership:

- Professional Hydrologist (PH)
 - Regular
 - Emeritus
 - Honorary
- Hydrologist-in-Training
- Hydrologic Technicians
 - Regular
 - Emeritus
 - Honorary

Professional Hydrologists can choose to be examined and thereafter certified in an area of specialization from among the following: Surface Water, Water Quality, or Groundwater. The certified area of specialization is not intended to restrict the member’s practice to that area only.

2.2 **Affiliated Members**

Affiliated Members are individuals or organizations who are affiliated with but not certified by the Institute and may be admitted under one of the following sub-categories of membership:

- Student Members: Individuals pursuing formal educational qualifications in a field related to hydrology.
- Individual Affiliate Members: Individuals not holding valid certification from the Institute.
- Organizational Members: Nonprofit or for-profit organizations engaged in a business or program related to hydrology.



Section 3. Rights and Duties of Members

3.1 Voting and Holding Office

All Certified Members shall have a right to vote in the Institute's elections. All Certified Members shall be eligible for election to an office within the Institute, subject to limitations set forth in these Bylaws.

Affiliated Members shall not have the right to vote and shall not be eligible to hold office.

3.2 Qualifications and Conduct

Certified Members shall maintain their qualifications at, or higher than, the level at which they were certified by the Institute. When the Institute performs recertification of membership, all Certified Members shall furnish the Institute with proof of continuing education.

Certified Members shall conduct themselves in their professional work in accordance with the Code of Ethics and these Bylaws. The Code of Ethics and Bylaws for the Institute may be periodically revised by the Board of Directors and shall be made available on the Institute's website.

Affiliated Members shall not be bound by the Code of Ethics.

The Institute may deny admittance or renewal of membership to individuals or organizations whose professional conduct could bring disrepute to the Institute, as determined by the Board of Directors.

3.3 Announcing Membership and Use of Stamps

Certified Members shall be permitted to announce their AIH certification. When such announcement is in writing, it may be made only in the manner specified below:

- Professional Hydrologist (Regular or Honorary): "PH" or "P.H." If desired, Professional Hydrologists may distinguish their certified area of specialization in the manner specified below:
 - "PH (Surface Water)" or "P.H. (Surface Water)"
 - "PH (Water Quality)" or "P.H. (Water Quality)"
 - "PH (Groundwater)" or "P.H. (Groundwater)"
- Professional Hydrologist (Emeritus): "PH - Emeritus" or "P.H. – Emeritus." If desired, Professional Hydrologists (Emeritus) may distinguish their certified area of specialization in the manner specified below:
 - "PH – Emeritus (Surface Water)" or "P.H. – Emeritus (Surface Water)"
 - "PH – Emeritus (Water Quality)" or "P.H. – Emeritus (Water Quality)"
 - "PH – Emeritus (Groundwater)" or "P.H. – Emeritus (Groundwater)"
- Hydrologist-in-Training: "HIT" or "H.I.T."
- Hydrologic Technician: "HT" or "H.T."

Affiliated Members shall be permitted to announce their affiliation with the Institute but only in the manner specified below:

- Student Member: "Student Member, AIH"
- Individual Affiliate Member: "Affiliate Member, AIH"
- Organizational Member: "Organizational Member, AIH"

Certified Members designated as Professional Hydrologists (Regular or Honorary) may obtain a personalized seal / stamp by applying to the Institute and paying the required fee. The seal / stamp of Professional Hydrologist shall contain the name and certification number of the member.

Professional Hydrologists may, so long as their membership is current, use their Institute-issued seal / stamp on documents related to their professional work to indicate that they accept responsibility for the work represented by the authenticated document.



3.4 Membership Renewal

Upon expiration of each membership term, all members except Honorary Members may apply for renewal of membership in the same category. Renewal shall be granted by AIH unless the member has not met the renewal requirements or does not meet qualifications set forth in these Bylaws.

Upon expiration of each membership term, Honorary Professional Hydrologists and Honorary Hydrologic Technicians may continue as regular Professional Hydrologists and Regular Hydrologic Technicians, respectively, by paying membership fees.

ARTICLE III. QUALIFICATIONS OF MEMBERS

Section 1. General.

Members, as defined in Article II, will be admitted to the Institute in accordance with this Article. Applications for all Certified Members (except Honorary Members) and all Affiliate Members shall be submitted by the applicant to AIH in compliance with the application process established by the Board of Registration and approved by the Board of Directors.

Section 2. Requirements for Membership.

An individual or organization shall be eligible to apply for membership to the Institute by providing evidence of having fulfilled the following minimum requirements as applicable to the pertinent category of membership.

2.1 Certified Members

2.1.1 *Professional Hydrologist (Regular Members)*

Applicants to this category of membership should have an active Hydrologist-in-Training certification. The Board of Registration may waive this requirement for exceptionally qualified applicants through recommendation by the Board of Registration and majority approval of the Board of Directors.

Education: Bachelor's, Master's or Doctoral degree in hydrology, physical or natural sciences, or civil/environmental/water resources engineering. Specific coursework should include:

- At least five (5) semester hours or eight (8) quarter hours in chemistry
- At least five (5) semester hours or eight (8) quarter hours in physics
- At least five (5) semester hours or eight (8) quarter hours in calculus
- One basic course, at least three (3) semester hours or four (4) quarter hours in surface or groundwater hydrology
- At least 25 semester hours or 37 quarter hours in specialty areas, including:
 - At least 10 semester hours or 15 quarter hours from Category I listing of courses in hydrology, hydrogeology, or water quality.
 - At least 15 semester hours or 22 quarter hours from Category II and Category III listing of courses below.
 - Category II Courses – At least nine (9) semester hours or 14 quarter hours in courses where hydrology, hydrogeology, or water quality comprise more than 10 percent of the coursework. Examples include, but are not limited to, climatology, fluvial geomorphology, limnology, meteorology, plant-water relationships, soil-water conservation, soil physics, water resources management, well drilling, well logging, wetland ecology or management. Category I courses in excess of the minimum ten (10) semester hours or 15 quarter hours may count towards Category II requirements.



- Category III Courses – Up to six (6) semester hours or eight (8) quarter hours in supplemental courses relevant to the practice of hydrology. Examples include, but are not limited to, environmental planning/policy, geology, land use planning, planning, resource economics, or statistics, water law, water resources planning/policy. Category II courses in excess of the minimum nine (9) semester hours or 14 quarter hours may count towards Category III requirements.

Experience: A minimum of five (5) years of hydrology work experience with significant responsibility after the award of a Bachelor's degree, or four (4) years after the award of a Master's degree, or three (3) years after the award of a Doctoral degree.

Personal Integrity: Attestation by three (3) referees having current knowledge of the applicant's professional integrity and conduct.

Examination: Pass the Part II, Principles and Practices Examination administered by the Institute for one of three specialty areas (groundwater, surface water, or water quality). The Board of Registration may waive the examination requirements for exceptionally qualified applicants through majority approval of the Board of Directors if the applicant meets all above requirements identified under Education and Personal Integrity sections, and the Board of Registration verifies that the applicant meets the qualifications requirements specified for examination exemptions.

- At least 20 years of professional experience in hydrology after the award of a Bachelor's degree in hydrology, physical or natural sciences, or civil/environmental/water resources engineering; or
- Eighteen (18) years of professional experience in hydrology after the award of a Master's degree in hydrology, physical or natural sciences, or civil/environmental/water resources engineering; or
- Fifteen (15) years of professional experience in hydrology after the award of a Doctoral degree in hydrology, physical or natural sciences, or civil/environmental/water resources engineering; or
- State sanctioned hydrologist specialty certification (in good standing) such as the California Certified Hydrogeologist (CHG).

2.1.2 Hydrologist-in-Training

Education: Meet all educational requirements for Professional Hydrologists (Regular Member), except that applicant need not have earned a degree when applying for Hydrologist-in-Training certification.

Personal Integrity: Attestation by three (3) referees having current knowledge of the applicant's integrity and conduct in the academic or professional context.

Examination: Pass the Fundamentals Examination administered by the Institute. The Board of Registration may waive the examination requirements for exceptionally qualified applicants through majority approval by the Board of Directors if the Board of Registration verifies that the applicant has:

- At least ten (10) years of professional experience in hydrology after the award of a Bachelor's degree in hydrology, physical or natural sciences, or civil/environmental/water resources engineering; or
- At least eight (8) years of professional experience in hydrology after the award of a Master's degree in hydrology, physical or natural sciences, or civil/environmental/water resources engineering; or
- At least five (5) years of professional experience in hydrology after the award of a Doctoral degree in hydrology, physical or natural sciences, or civil/environmental/water resources engineering.



2.1.3 Hydrologic Technician (Regular Member)

Hydrologic Technicians (HT) will be certified at three (3) levels. Level I, representing general apprentice-level knowledge and experience; Level II, representing specific knowledge of hydrology sub-disciplines and possessing journeyman experience; and Level III, representing specific knowledge of hydrology sub-disciplines and senior-level experience in that specialization. Requirements for Hydrologic Technicians certification (Levels I, II, and III) include:

Education:

- Level I – None.
- Level II – At least 12 continuing education units, coursework semester credits, or training certificates that show progressive learning in the area of field hydrology obtained in the three (3) years preceding the application
- Level III – At least 24 continuing education units, coursework, or training certificates that show progressive learning in the area of field hydrology obtained in the three (3) years preceding the application.

Experience:

- Level I – At least one (1) year of practical experience.
- Level II – At least five (5) years practical experience.
- Level III – At least twelve (12) years practical experience.

Personal Integrity: Attestation by three (3) referees having current knowledge of the applicant's integrity and conduct in the professional context.

Examination: Pass the appropriate Hydrologic Technician Examination (Level I, Level II, or Level III) administered by the Institute.

2.2 Honorary Members

Renowned and distinguished hydrologists that are well-recognized by their peers for their expertise and contributions to the field of hydrology, and meet all requirements prescribed below, may be bestowed PH or HT III certification as honorary members through submittal of nomination and majority approval by the Board of Directors. Nominations can be made by members of the Board of Directors and Board of Registration. Self-nominations for honorary membership are not accepted. The PH or HT certification membership dues for an Honorary Member are waived for the first five (5) years, then administered at the regular membership rate for subsequent years. Qualifications include:

Experience: At least 25 years of experience of professional experience in hydrology, including at least ten (10) years of experience leading technical studies, managing technical teams, and providing hydrology mentorship to students and/or staff. Experience must be verified by the Board of Registration or at least three (3) members of the Board of Directors.

Personal Integrity: Attestation by at least one (1) Board of Directors member or reference Professional Hydrologist or Level III Hydrologic Technician having current knowledge of the nominee's professional integrity and conduct.

The Board of Directors has the authority to establish a maximum number of Honorary Members at any given time.

2.3 Emeritus Members

Individuals are eligible to apply for admission to the Institute as Emeritus Members (PH or HT) if they meet below qualifications:



- Maintained regular membership prior to retirement; or
- Retired from active practice of hydrology while an Honorary Member.

2.4 Affiliate Member

2.4.1 Student Members

Individuals seeking membership as student members must be pursuing formal educational qualifications in a field related to hydrology at the time of application. No other qualifications are required.

2.4.2 Individual Affiliate Members

There are no minimum requirements for individuals to apply for membership as Individual Affiliate Members.

2.4.3 Organizational Members

Non-profit or for-profit organizations seeking membership must be engaged in a business or program related to hydrology at the time of application.

Section 3. Examination Procedures.

Examinations for Certified Members shall be administered by AIH in compliance with the examination process established by the Committee on Professional Examinations and approved by Board of Directors.

Section 4. Certification and Proof of Membership.

4.1 Certification of new Members

An applicant who meets all requirements of membership for one (1) of the Certified Member categories will be issued, after paying appropriate fees, a Certificate of Membership by the Institute.

4.2 Recertification of Existing Members

All Certified Members must be re-certified by the Institute every five (5) years computed from the anniversary date of their certification.

Section 5. Reinstatement.

Individuals who were formerly certified may, within five (5) years of termination of their former membership, be readmitted to the Institute by satisfying the requirements for recertification prescribed in these bylaws. Formerly Certified Members lose the right of reinstatement five (5) years after the date of termination of their former membership.

Section 6. Enforcement Action.

A charge of unethical conduct against an existing certified member of the Institute may be filed with the Executive Director or Secretary-Membership Liaison by any person regardless of whether certified by, or affiliated with, the Institute.

The Board of Directors shall appoint an Ethics Review Subcommittee that will investigate any such charges and recommend a course of action in each case to the Board of Directors.

If the unethical conduct is determined to be detrimental to the Institute, the science of hydrology or violates other moral or ethical rules, the Ethics Review Subcommittee may recommend action to the Board of Directors. Recommendations may include placement of special requirements on a member, temporary suspension of membership and certification, or termination of membership and certification.

The Board of Directors shall render a decision of action by a majority vote of the Board of Directors based on recommendation of the Ethics Review Committee.

The recommendation of the Ethics Review Subcommittee and decision of the Board of Directors may be appealed by the investigated member to the Chair of the Board of Registration. If appealed,



the Board of Registration shall request appellant to provide documentation and/or evidence supporting a change to the Board of Directors' decision. The Institute is under no obligation to disclose or provide documentation and/or evidence developed by the Ethics Review Subcommittee and/or Board of Registration.

ARTICLE IV. ADMINISTRATION

Section 1. Board of Directors.

The business and affairs of the Institute shall be managed by or under the direction of a Board of Directors. The Board of Directors shall serve as the governing board of the Institute, with all the powers vested in a board of directors of a nonprofit corporation by Minnesota Statutes Chapter 317A or any successor statute. Without limiting the generality of the foregoing, the Board of Directors shall seek to fulfill the purposes of the Institute in accordance with the Articles and these Bylaws. It shall promote the growth and sustained viability of the Institute. The Board of Directors shall act upon applications for and terminations of membership. The Board of Directors shall investigate complaints or charges of unethical conduct by Institute members; act on recommendations from the Board of Registration; adopt an annual budget, fee schedule, and appropriations; oversee the fiscal affairs of the Institute; and ensure the Institute's operations are professionally handled. The Board of Directors may retain professional support, including an Executive Director, to assist it in carrying out its duties and functions.

Section 2. Composition of the Board of Directors.

The Board of Directors shall consist of the President, President-Elect, Secretary/Membership Liaison, Treasurer, Director of Academic Affairs, Director of Communication, Director of Institute Development, Director of International Affairs, Director of Policy and Advocacy, Chair of the Board of Registration, and Immediate Past President.

Section 3. Nomination and Election of the Board of Directors.

The Professional Members of the Institute in good standing and holding a valid AIH certification (Certified Member) shall elect the members of the Board of Directors.

The Board of Directors will determine the election cycle based on the regular rotation of members, or vacancies and resignations from the Board of Directors. With the exception of the President-Elect position, nominations of candidates for either of the elective offices can be submitted by any Certified Member of the Institute for offices to be filled during an election cycle and/or at the direction of the Board of Directors if/when an Officer of the Institute submits a resignation or is unfit to complete an elected term.

The Board of Directors shall review nominations of these candidates for eligibility. Before an election, candidates will confirm acceptance of the election. The names and biographies of the nominees with candidate statements shall be distributed to all Certified Members of the Institute for voting for a period of at least twenty (20) days before the end of an election. Following tallying of election results, acceptance of the elected officers will be secured.

Elections shall be conducted in an anonymous and secure manner by either mail or electronic ballot consistent with statutory requirements.

In the event an election results in a tie between two or more candidates, the Management Office shall conduct a runoff election between the candidates. If the runoff election still results in a tie, the Board of Directors shall vote to select a candidate for vacant Board of Directors position from among the tied candidates.

Section 4. Term of Office for Members of the Board of Directors.

Terms for elected Board of Directors members other than the President, President-Elect, and Immediate Past-President, are four (4) years, with the option for reelection to have a maximum of



two (2) terms for an elected Board of Directors position. Thus, a Board of Directors member's maximum term will be limited to eight (8) consecutive years at the same position. After the maximum term, the Board of Directors member may choose to apply for election for another Board of Director's position. The President, President-Elect, and Immediate Past-President shall each serve a two (2) year term.

Section 5. Officers: Elections and Appointments.

With the exception of the President-Elect, the Officers of the Institute shall be elected from among the Professional Members in good standing and holding a valid AIH certification (Certified Member). At least two-thirds (2/3) of Officer positions must be held by Professional Hydrologist Members. The Secretary/Membership Liaison, Treasurer, President Elect and President positions must be held by a Professional Hydrologist Member of a Level III Hydrologic Technician Member.

Nominations for President-Elect shall be made by a vote of the Board of Directors, except that a Board of Directors member may not take part in any action that could result in their own appointment. Nominees for President-Elect shall not include Immediate Past President, President, or a Board member that is not a Professional Hydrologist. The nominees for President-Elect shall be voted on by Professional Members in good standing and holding a valid AIH certification (Certified Member).

The President-Elect automatically becomes the President after the end of the President's term, or if the President submits a resignation or is unfit to fulfill the duration of term. The President shall assume the position of Immediate Past-President at the end of term.

If an officer of the Institute submits a resignation or is unfit to fulfill the duration of term that is not the President, the Board of Directors will appoint a qualified individual to fulfill the remainder of the officer's term.

Positions on the Board of Registration and Committee on Professional Examinations, except the Director of Academic Affairs appointee as Chair of the Committee on Professional Examinations, are not elected positions. Certified members are selected by the Board of Directors to serve on the Board of Registration and Committee on Professional Examinations. Members on either the Board of Registration or Committee on Professional Examinations are requested to serve terms of no less than three (3) years staggered in such a manner as to assure continuity on each board.

Section 6. Officers: Duties and Powers.

6.1 President

The President is the chief elected officer of the Institute and shall:

- Have the responsibility for the general management of its affairs;
- Officially represent the Institute;
- Negotiate and/or sign all legal documents, contracts, and agreements or shall authorize in writing for specific instances another designated person to act on behalf of the President in such matters;
- Preside over all meetings of the Board of Directors;
- Subject to approval by the Board of Directors, appoint the members of the Board of Registration;
- Appoint new and/or replacement members to committees as may be needed;
- Assign liaison responsibility for committees to members of the Board of Directors;
- And be an ex-officio member of all committees.

If the President is absent or unable for any reason to fulfill the office, the President-Elect shall substitute as needed.



6.2 President-Elect

The President-Elect shall:

- Have and assume the duties and powers of the President in the event of absence or disability of the President;
- Perform other duties as may be delegated by the President or the Board of Directors;
- Be responsible for the operation of all standing committees;
- Officially represent the Institute as President-Elect.

6.3 Immediate Past-President

The Immediate Past-President of the Institute:

- Shall serve on the Board of Directors as Past President for two (2) years, unless unable to fulfill the office for any reason;
- Shall serve as Chair of the Awards Committee, unless changed at the discretion of the President;
- Shall perform other duties as may be delegated by the President or the Board of Directors;
- May serve as a member of committees, such as the Committee on Professional Examinations;
- May represent the Institute as Past-President;
- After completing term as Immediate Past-President, Past-Presidents may be nominated to serve on the Board of Directors as an officer, as Chair of the Board of Registration, or as an Advisory Board member; or serve as a member of Committee on Professional Examinations or member of the Board of Registration.

6.4 Director of Academic Affairs

The Director of Academic Affairs shall have general responsibility for the certification program of the Institute; oversee student membership; and, in coordination with the Director of Institute Development, establish collaborative relationships with academic institutions to support the mission of the Institute.

6.5 Director of Communication

The Director of Communication shall have the responsibility for review of correspondence to members and prospective members; assist the President with strategic planning; provide guidance to the newsletter and website committees; and generally, explore and present to the Board of Directors potential opportunities that increase the visibility of the Institute.

6.6 Director of Institute Development

The Director of Institute Development shall have responsibility for attracting additional qualified members to the Institute; bring the purposes and programs of the Institute before the entire profession in to order to enlist endorsement, support and affiliation; have general responsibility for technical meetings; act as liaison officer between the Board of Directors and organizational members; and conduct general public relation functions.

6.7 Director of International Affairs

Director of International Affairs. The Director of International Affairs shall promote the Institute internationally through collaboration with organizations supporting the mission of the Institute, represent international members of the Institute, and assist in the planning for international activities.

6.8 Director of Policy and Advocacy

The Director of Policy and Advocacy shall have the responsibility of leading advocacy and policy development for the Institute in coordination with the Board of Directors. The focus of this position is to determine and support requirements for professional hydrology positions to achieve and hold



AIH certification of technical or professional competency in specific hydrology areas. Specific duties may include investigating and reviewing state and federal legislation, regulations, and policies related to certification of professional engineers and scientists; engaging with advocacy, labor, and/or policy groups to support federal and state requirements for professional hydrologist licensure for certain career positions and job functions or roles, including development of policy papers and/or draft legislation; coordinating with the President and EC on strategic initiatives in these manners; and report to the Board of Directors on findings and provide recommendations on advocacy and policy development initiatives.

6.9 Secretary/Membership Liaison

The Secretary/Membership Liaison shall serve as the Board of Directors' liaison to AIH members; organize the work of the Board of Directors; support timely processing and review of membership applications by the Management Office and Board of Registration, respectively; coordinate with the President, Executive Director, and the Board of Directors members to identify agenda items, prepare and distribute proposed agenda for each Board of Directors meeting in advance of each meeting; prepare meeting summary with action items for each Board of Directors meeting; manage and monitor status of action items from Board of Directors meetings; support the President and President-Elect with preparation of an annual report for the Institute; manage elections administered by the Board of Directors, aside from election for the Secretary/Membership Liaison position; lead maintenance of AIH historical records; perform duties as assigned and requested by the Board of Directors; and serve as a member of the committee.

6.10 Secretary/Treasurer

The Secretary/Treasurer is responsible for the financial affairs of the Institute. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Institute's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer will prepare, or cause to be prepared, regular financial reports provided to the Board of Directors. The Treasurer shall prepare, or cause to be prepared, the Institute's annual budget which is approved by the Board of Directors. The Treasurer shall ensure that all documents and filings necessary to comply with the state and federal requirements applicable to the Institute's nonprofit and tax-exempt status are prepared and submitted.

6.11 Chair and the Secretary of the Board of Registration

The Chair and the Secretary of the Board of Registration shall be responsible for the certification program of the Institute and for the Board's functions as specified in the Articles of Incorporation, Bylaws and Policies & Procedures Manual; and perform other functions as directed by the Board of Directors.

Section 7. Board of Registration.

The Board of Registration shall consist of not less than five (5) members, including a Chair and Secretary. All members of the Board of Registration shall be appointed by the President of the Institute with approval of the Board of Directors. The Secretary of the Board of Registration shall be selected by Chair of the Board of Registration and approved by the Board of Directors. Each of the three (3) hydrology specialty areas (surface water, groundwater, and water quality) and Hydrologic Technician specialty will be represented on the Board of Registration. Appointments shall be made on a first come first serve volunteer basis for the required areas and shall be made from among qualified Certified Members.

The Board of Registration shall evaluate the applicants' qualifications and application packages. After review of completed application packages, the Board of Registration shall submit recommendations to the Board of Directors for approval. Candidates with incomplete applications packages will be contacted and provided an opportunity to complete package.



The Board of Registration shall review and evaluate recertification packages for Certified Members submitted every five (5) years. Recertification packages must include:

Experience, education, achievements, professional registrations, organization memberships, and a listing of training, conference attendance, work history, and publications for the past five (5) years.

Documentation with evidence of minimum continuing education credits.

The Board of Registration shall maintain or cause to be maintained the Registry of Professional Hydrologists.

The Board shall adopt the Certification of Professional Hydrologists and Policies & Procedures which may be reasonably necessary for its function, subject to approval of the Board of Directors of the Institute.

The Board of Registration shall coordinate with the Committee on Professional Examinations to review candidate qualifications so that examinations may be refined by the Committee on Professional Examinations regularly to suit candidate qualifications and experience. The Board may establish other committees, as needed, for its functions.

The Secretary of the Board of Registration will assume the duties of the Chair of the Board of Registration in the absence of, or upon the resignation of, the Chair of the Board of Registration.

Section 8. Committee on Professional Examinations.

The Committee on Professional Examinations shall consist of the Director of Academic Affairs, as Chair, and not less than three (3), nor more than six (6), Certified Members of the Institute appointed by the Board of Directors to three-year, overlapping terms. Each of the three (3) hydrology specialty areas (surface water, groundwater, and water quality) and Hydrologic Technician specialty are represented on the Committee. Appointments shall be made on a first come first serve volunteer basis for the required areas from among those Certified Members.

The Director of Academic Affairs shall serve as the Chair on the Committee on Professional Examinations who will be liaison to the Board of Directors for the duration of their term unless determined otherwise by Board of Directors.

The Chairperson shall:

- Organize and oversee Committee on Professional Examinations meetings
- Ensure the test question data bank is updated and available for examinations
- Ensure the grading of the examination is completed
- Coordinate with the Management Office to schedule, administer, and review/evaluate examinations
- Coordinate with the Committee on Professional Examinations to develop examinations based on questions maintained in the data bank
- Assimilate new exams from the question data bank on a determined schedule and/or as required by makeover examinations.
- Maintain and update exam database
- Solicit suggested questions from membership base

The Committee on Professional Examinations will convene on an annual basis to evaluate and update the examinations that would be administered during the periods following the annual meeting. The annual evaluation will consider the adequacy, relevance, and level of difficulty of the questions in the database, and the topical coverage of the examinations. The Committee on Professional Examinations will solicit questions from the Institute's membership when needed and will make recommendations for changes or improvements to the examinations and the examination process.



Consultants may be hired by the Committee Chair with the prior approval of the Board of Directors.

Electronic copies of examinations and the questions database shall be maintained on a secure cloud-based collaboration site with access only available to current Committee on Professional Examinations members. Paper copies of the examinations will be shredded after use. Examinations developed by the Committee on Professional Examinations shall be provided to the Management Office for administration to exam takers within one week of scheduled examinations. Only the Committee on Professional Examinations chairperson (Director of Academic Affairs) and the test consultant will be privy to the question data bank and any backup copies. Test question reviews by the committee will be done at annual meetings from a secure computer. Question development for new questions for the data bank can be done between committee members via e-mail, but once the question has been approved for entry into the data bank, more secure methods will be used.

Section 9. Administration Staff.

The Board of Directors may appoint or hire staff members and establish titles and compensation for such services as may be required to conduct the daily business of the Institute.

Section 10. Other Committees.

The Board of Directors may establish such additional committees of the Institute as it determines are necessary or convenient for carrying out the business and affairs of the Institute.

Section 11. Advisors.

The Board of Directors may in its discretion appoint Certified Members to serve on an Advisory Board to provide counsel and expertise to the Board of Directors. Advisory Board members are nominated by a member of the Board of Directors and approved by the Board of Directors. Advisors must be a Certified Member in good standing and willing to commit to serve for one year or through the duration of an assignment.

ARTICLE V. MEETINGS

Section 1. Annual Business Meeting.

The Annual Business Meeting (ABM) of the Institute shall be conducted at a time and place determined by the Board of Directors. The ABM shall be announced to the Certified Members prior to the ABM with all Certified Members invited to attend. Ten percent (10%) of members eligible to vote or 100 members eligible to vote, whichever is less, shall constitute a quorum. If a quorum is not present at the ABM, business requiring a vote of the membership will be conducted consistent with statutory requirements.

Section 2. Special Meetings.

A special meeting of the members may be called by (a) the Board of Directors; or (b) by ten percent 10% of members eligible to vote or 50 members eligible to vote, whichever is less, by submitting a written demand for such a meeting to the President or Treasurer, describing the purpose for which the meeting is to be held. The notice of a special meeting must contain a statement of the purposes of the meeting.

Section 3. Meetings of the Board of Directors.

The Board of Directors shall have an annual Board of Directors Meeting. The annual Board of Directors meeting shall be held at time and place determined by the Board of Directors. Regular meetings of the Board of Directors shall be held at a time and place determined at the call of the President and no less frequently than quarterly. A quorum of the Board of Directors shall consist of four (4) members that includes the President and the Secretary/Membership Liaison. If the Secretary/Membership Liaison is unable to participate in a meeting, the President has the authority to appoint one of the participating members of the Board of Directors to act as the Secretary/Membership Liaison for that meeting.



Section 4. Meetings of the Board of Registration.

The Board of Registration shall meet as deemed necessary by the Chair of the Board of Registration, but no less than twice per year. Meetings may be held via teleconference, virtual meeting, or, if necessary, in person, and may occur in conjunction with the Institute's Annual Business Meeting and other meetings.

Section 5. Meetings of the Committee on Professional Examinations.

The Committee on Professional Examinations shall meet as deemed necessary by the Chair of the Committee on Professional Examinations, but not less than twice per year to review examination results and evaluate the examinations for revision and upgrade. Meetings may be held via teleconference, virtual meeting, or, if necessary, in person, and may occur in conjunction with the Institute's Annual Business Meeting and other meetings.

Section 6. Awards.

The Institute may offer an annual awards program. The Board of Directors shall determine the number of awards and appoint an Awards Committee which will review nominations and make recommendations to the Board of Directors. Nomination criteria and award processes will be established and made available to the membership.

ARTICLE VI. FINANCIAL MANAGEMENT

Section 1. Fiscal Matters.

1.1 Sources.

The financial resources of the Institute shall derive from membership dues, examination and other fees, sale of publications, surplus from meetings, and subsidies, gifts and grants and other sources associated with the activities of the Institute.

1.2 Deposits.

All funds of the Institute not otherwise employed shall be deposited from time to time to the credit of the Institute in such banks, trust funds, or other depositories as shall be determined by resolution of the Board of Directors, or by the Executive Director, President, or Treasurer upon delegation by the Board of Directors. The Institute shall adopt standard accounting procedures to conduct day-to-day operations and special projects. Sub-accounts shall be established to separately account for and manage special projects, such as, but not limited to, special publications or conferences.

1.3 Reserves.

Funds of the Institute that accumulate in excess of the annual operating expenses shall be deposited in an interest bearing or investment account in accordance with a financial plan approved annually by the Board of Directors. This fund shall be called the Reserve Fund. The Treasurer shall ensure an annual financial report and investment plan for the Reserve Fund is prepared for approval by the Board of Directors. All allocations from the Reserve Fund shall be repaid in accordance with the provisions of the plan for the special project, properly approved by the Board of Directors.

1.4 Contracts.

In addition to the officers authorized in these Bylaws, the Board of Directors may authorize such officers or agents as it deems necessary and appropriate to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Institute, and such authority may be either general or confined to specific instances. Contracts and other instruments entered into in the ordinary course of business may be executed by the Executive Director or President without specific Board of Directors authorization.

1.5 Loans.

Unless authorized by the Board of Directors, no loans or other evidence of indebtedness shall be contracted on behalf of the Institute, other than checks, drafts or other orders for payment of money



issued in the ordinary course of business. Such authorization and approval of the Board of Directors may be general or confined to specific instances.

1.6 Checks, Drafts, etc.

All checks, drafts, or other orders for the payment of money issued in the name of the Institute in the ordinary course of business shall be signed by the Executive Director, the President, or the Treasurer, or by such other officer or officers, agent or agents of the Institute and in such manner as shall be determined by resolution of the Board of Directors.

1.7 Adjustments to Signature Authority.

The Board of Directors will periodically review the Institute's policy outlining the spending limits and will have the power to adjust future allotments.

Section 2. Dues and Fees.

2.1 Membership Dues

The Board of Directors shall establish membership dues and other fees for each fiscal year. Annual membership dues shall be payable by the first day of January. Other fees shall be payable as specified by the Board of Directors.

2.2 Conferences and Publications

Conferences and publications should be financially self-supporting. Registration fees of the conferences and subscription rates of publications should be determined on the basis of estimated costs.

Section 3. Budget.

The Treasurer shall ensure an annual budget is prepared and presented to the Board of Directors for consideration and adoption.

Section 4. Audit.

The Board of Directors shall cause the books and records of account of the Institute to be audited by certified public accountants, to be selected by the Board of Directors, at such times as are required by law or deemed necessary or appropriate by the Board of Directors.

ARTICLE VII. INDEMNIFICATION

The Institute shall indemnify its officers, committee members, employees, and others authorized to act on behalf of the Institute against judgments, penalties, fines, settlements, and reasonable expenses, including attorneys' fees, and disbursements incurred by such persons in connection with a proceeding in which they are or are threatened to be made a party by reason of their action on behalf of the Institute. In order to avail himself or herself of this indemnification provision, however, a person must: (1) not already be indemnified by another organization in connection with the same proceeding and the same acts or omissions; (2) have acted in good faith with respect to the acts or omissions complained of; (3) have received no improper personal benefit; (4) in the case of a criminal proceeding, have had no reasonable cause to believe his or her conduct was unlawful; (5) in the case of a civil proceeding, have reasonably believed that he or she was acting in the best interests of the Institute. In addition, a person made or threatened to be made a party to a proceeding is entitled, upon written request to the Institute, to payment or reimbursement by the Institute of reasonable expenses, including attorneys' fees and disbursements, incurred by the person in advance of the final disposition of the proceeding, if (1) the Institute receives a written affirmation by the person indicating his or her good faith belief that the criteria for indemnification under this Article have been satisfied and committing the person to repay the amounts paid or reimbursed by the Institute, if it is later determined that the criteria for indemnification have not been satisfied; and (2) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Article.



ARTICLE VIII. AMENDMENTS

Section 1. Articles of Incorporation.

Amendments to the Articles must be approved by the affirmative vote of at least two-thirds (2/3) of the members of the Board of Directors and by the affirmative vote of at least two-thirds (2/3) of Certified Members acting at a meeting or by ballot. If an amendment is initiated by the Board of Directors, proper notice of the proposed amendment must precede a meeting of the Certified Members at which an amendment will be considered and must include the substance of the proposed amendment. If an amendment is proposed and approved by the Certified Members, such Certified Members may demand a meeting of the Board of Directors be held within sixty (60) days for consideration of the proposed amendment.

Section 2. Bylaws.

Any proposed amendments to the Bylaws shall be presented to the Board of Directors at least one (1) meeting prior to the meeting at which the amendments will be considered for adoption. Any number of amendments, or an entire revision or restatement of the Bylaws, may be voted upon at a meeting of the Board of Directors where due notice of the proposed amendments have been given and shall be adopted upon the affirmative vote of at least two-thirds (2/3) of members of the Board of Directors who are present at the meeting and entitled to vote on the proposed amendment or revision. All approved amendments shall take effect immediately, unless otherwise directed by the Board of Directors. Notwithstanding the foregoing, any amendment to Article VII, Section 1 of these Bylaws shall not be effective unless approved by the affirmative vote of at least two-thirds (2/3) of Certified Members acting at a meeting or by ballot.

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