

CONSTITUTION AND BYLAWS OF THE FOUR CORNERS GEOLOGICAL SOCIETY

Reviewed and revised by E.W. Heath, M.L. Gillam, T.A. Casey, and K.M. Gerhardt; submitted to and approved by the membership, May, 2005.

CONSTITUTION

ARTICLE I. NAME

This organization, which is incorporated under the laws of the State of Colorado, shall be called "The Four Corners Geological Society."

ARTICLE II. PURPOSE

The purposes of this Society are to provide an association for the discussion of subjects and problems coming within the scope of the geological profession and by such association to advance the science of geology; to promote the technology of exploring for, finding and producing materials from the earth; to foster the spirit of scientific research; to disseminate information relating to geology and to inspire and maintain a high standard of professional conduct on the part of its members.

ARTICLE III. MEMBERSHIP

SECTION I. The members of this Society shall consist of persons concerned with the professional applications of the geological science.

SECTION 2. Various classifications of memberships and the qualifications thereof shall be established by the Bylaws of the Society.

ARTICLE IV. ETHICS

SECTION I. Each member, of whatever classification, shall be guided by the highest standards of business ethics, personal honor and professional conduct.

SECTION 2. Any member, of whatever classification, violating the standards prescribed in this article shall be subject to discipline as provided by the Bylaws.

ARTICLE V. GOVERNMENT

The government of this Society shall be vested in elected officers, an Executive Committee and the membership. The composition of each body, the manner of selection, the terms of office, the specific duties, responsibilities and other matters relevant to such bodies and officers shall be as provided in the Bylaws of this Society. Any responsibility and authority of government of this Society not otherwise specified in these governing documents shall be reserved to the Executive Committee.

ARTICLE VI. DISPOSITION OF ASSETS

The Four Corners Geological Society is a nonprofit organization. In the event of the dissolution of the Society, the Society shall distribute any assets remaining after the discharge of all liabilities, for charitable, scientific or educational purposes in compliance with exemption provided under the applicable Internal Revenue Code. It is recognized that, under these circumstances, no member of the Society shall have any right or interest

in or to the property or assets of the Society .

ARTICLE VII. BYLAWS

The Bylaws, as appended hereto, are hereby adopted and may be amended, enlarged or reduced as provided in the Bylaws.

ARTILE VIII. AMENDMENTS

SECTION I. *Proposal of Amendments*

Amendments to this Constitution may be proposed by the following:

- (a) Resolution by the Executive Committee.
- (b) Resolution by a constitutional committee appointed by the President.
- (c) Written proposal signed by ten (10) members of the Society.

SECTION 2. *Amending Procedure*

- (a) The Executive Committee shall determine the legality of the proposed amendment.
- (b) Upon affirmation of legality, the proposed amendment shall be presented for consideration at the annual meeting of the Society .

SECTION 3. *Consideration of Amendments*

This Constitution may be amended by a two-thirds (2/3) affirmation vote of the members present and voting at the annual meeting.

SECTION 4. *Record of Amendment*

- (a) Amendments become effective immediately upon passage and Secretary shall immediately amend his copy of the Constitution.
- (b) The Secretary's copy of the Constitution shall be the official copy and shall be kept current at all times.

BYLAWS

ARTICLE I. MEMBERSHIP

SECTION 1. *Membership*

Membership in this Society shall consist of the following classifications: (a) Active Members, (b) Emeritus Members, (c) Honorary Members, (d) Students, and (e) Associates.

SECTION 2. *Definition of Term "Member"*

Unless otherwise expressly provided in these Bylaws, the term "Member" shall refer only to Active, Emeritus, and Honorary Members. Only Members may hold office, vote in Society affairs, or sponsor membership applications.

SECTION 3. *Active Members*

Any person engaged in the practice or teaching of geology may apply for active membership provided that person holds a Bachelor's Degree in geological science from a college of acceptable academic standards. The Executive Committee may waive degree or current professional activity requirements if in its judgment an applicant has adequate professional experience and has attained standing in the profession.

SECTION 4. *Emeritus Members*

When an Active Member in good standing in the Society, with all dues paid to date,

becomes sixty- five (65) years of age and shall have been an Active Member for a total of twenty five (25) years including time spent in military service, he/she shall become an Emeritus Member of this Society upon advising the Executive Committee of the Society that he/she has passed his/her sixty- fifth (65) birthday, and by requesting such classification of membership. Emeritus Members shall not be required to pay dues, but shall have all the privileges and advantages of active membership in this Society.

SECTION 5. *Honorary Members*

Honorary Members shall be those Active Members of this Society who shall have contributed distinguished service to the profession of geology, and to the betterment of the Four Corners Geological Society. Such determination shall be made by the Executive Committee. Honorary Members shall not be required to pay dues, but shall have all the privileges and advantages of active membership in this Society.

SECTION 6. *Students*

Any undergraduate or graduate student majoring in geology at a college of acceptable academic standards may apply for student membership.

SECTION 7. *Associates*

Any person not qualified for any other class of membership who is a graduate of a college of acceptable academic standards with major studies related to, or generally associated with, geology may apply for election as an Associate. The Executive Committee may waive degree requirements, if in its judgment an applicant has adequate professional experience and has attained professional standing.

SECTION 8. *Election to Membership*

The Executive Committee shall approve all new members and be the sole judge of the eligibility of the applicant for membership and the adequacy of his/her qualifications.

SECTION 9. *Resignation*

Any member of whatever classification may resign at any time from the Society; such resignation shall be in writing and shall be accepted by the Executive Committee.

SECTION 10. *Loss of Membership Rights*

Any member of whatever classification who resigns, or who forfeits membership for nonpayment of dues, or who is expelled for ethical reasons, ceases to have any rights in the Society and ceases to incur further indebtedness to the Society.

SECTION 11. *Reinstatement*

Any person who has ceased to be a member of whatever classification, who has resigned, or who has forfeited membership for nonpayment of dues, unless expelled for ethical reasons, may be reinstated by unanimous vote of the Executive Committee, subject to payment of any outstanding dues and/or other indebtedness to the Society on the date when he/she ceased to be a member.

ARTICLE II. EXECUTIVE COMMITTEE

SECTION 1. *Executive Authority*

The executive authority of this Society shall be vested in an Executive Committee composed of the following members: (a) President, (b) President Elect, (c) Past-President, (d) Secretary, (e) Treasurer, and (f) Editor.

SECTION 2. *Jurisdiction*

(a) The Executive Committee shall have general executive control and management of the affairs and funds of this Society; these shall include but not be limited to: designation of time and place of the annual meeting of the Society and other meetings; supervision of election of officers and filling vacancies; determination of applicant qualifications and classifications; accepting, creating and administering funds for purposes provided under the Constitution and Bylaws of this Society; establishing such fiscal policies as may be appropriate; coordinating activities with the Four Corners Geological Society Foundation; ensuring that the Society maintains its nonprofit status with the Internal Revenue Service; and performing such other administrative duties as required to accomplish the objective and purposes of this Society.

(b) The Executive Committee may appoint members as needed to manage and execute special Society projects, such as book publications, technical conferences, and field trips.

(c) It will be the policy of the Executive Committee to submit to the membership for majority approval any single Society project that will require the expenditure of more than twenty- five hundred dollars (\$2,500) or 10 percent (10%) of the Society's available financial resources (excluding its non- monetary assets), whichever is the lesser. Such submittal will be in the form of a written resolution by the Executive Committee detailing the nature and plan of the project, as well as its estimated cost, sent to the full membership at least three (3) weeks prior to a regular meeting in which the Executive Committee intends to solicit approval of the project. Approval will be obtained by a majority vote of the membership attending the meeting. During execution of the project, the Executive Committee will keep a record of both the progress and the expenditures made on the project, taking care to control the cost to within reasonable bounds of the original estimate and to keep the membership informed of these matters on a regular and continuing basis.

(d) The Executive Committee shall also serve as an appeal authority in all matters involving grievance proceedings.

SECTION 3. *Meetings*

(a) The Executive Committee shall meet at such times during the year and at such places as designated by such Executive Committee and at the call of the President. A quorum shall consist of four (4) Executive Committee members. Roberts Rules of Order shall apply at all meetings.

(b) A joint meeting of the outgoing and incoming Executive Committees shall be called by the President as soon as possible after the close of the annual meeting of the Society.

ARTICLE III. MEETINGS OF THE MEMBERSHIP

SECTION 1. *Jurisdiction*

All of the legislative functions of this Society, within the scope of the Constitution and Bylaws, shall be vested in the membership, herein referred to as "Members."

SECTION 2. *Meetings*

The annual meeting of the Members of this Society shall be held in May at a time and place designated by the Executive Committee. Other meetings shall be scheduled by the President and the Executive Committee. Voting shall be only by those Members present. No proxy votes shall be allowed. Roberts Rules of Order shall apply at all meetings.

ARTICLE IV. OFFICERS

SECTION 1. *Designation*

The officers of this Society shall be the following: (a) President, (b) President Elect, (c) Past-President, (d) Secretary, (e) Treasurer, and (f) Editor.

SECTION 2. *President*

The President shall be the chief executive officer of this Society. He/she shall be the presiding officer at all meetings of the Society. The President shall coordinate the Society's activities with that [those] of other groups engaged in similar activities. He/she may appoint committee members and chairmen and delegate members to special assignments within the limits prescribed in the Constitution and Bylaws.

SECTION 3. *President Elect*

The President Elect shall perform the duties of the President in the absence or inability of the President to serve. The President Elect shall assume the office of President in case of a vacancy for any cause in that office. He/she shall serve as Program and Entertainment Chairman and perform such other duties as may be assigned by the President.

SECTION 4. *Past-President*

The Past-President shall serve as such for one (1) year following his/her presidency. The Past-President shall have no administrative authority except as a member of the Executive Committee. The function of the Past-President is advisory and should serve to facilitate the transition from one administration to the next.

SECTION 5. *Secretary*

The Secretary shall be responsible for maintaining the records of the Society, including current copies of the Articles of Incorporation, Constitution, and Bylaws. He/she shall maintain a current list of members and perform other functions related to maintaining membership. The Secretary shall be responsible for recording the actions of the Executive Committee. He/she shall work closely with all officers of the Society in handling incoming and outgoing correspondence and perform other duties as may be directed by the Executive Committee.

SECTION 6. *Treasurer*

The Treasurer shall supervise the receipt of all funds and, under the direction of the Executive Committee, be responsible for all disbursements of funds of the Society. He/she shall recommend for Executive Committee approval a plan of investment for those funds in the Society's treasury generally in excess of those necessary for normal operating expenses, and shall oversee the execution of such an approved plan. The Treasurer shall recommend for Executive Committee approval an accounting and audit procedure for Society funds with necessary professional accounting help. He/she shall advise the Executive Committee with respect to the current financial status of the Society for any major expenditure for planned projects and programs. He/she shall make an annual report as Treasurer, arrange for preparation of the Society's income tax filings, supervise book sales and the maintenance of inventory records, and perform such other duties as directed by the Executive Committee. Finally, the Treasurer shall ensure that the Society gives bond, the amount of which shall be determined by the Executive Committee.

SECTION 7. *Editor*

The Editor shall have general supervision and final authority in soliciting, accepting and rejecting all material for publication in the Newsletter and other regular publications of the Society. He/she shall ensure that the Newsletter is published in a timely manner and that it includes all required elements, such as notice of meetings, ballots for electing officers, and notices concerning proposed Society projects. The Editor shall supervise the maintenance of

the Society's Web site. With the approval of the Executive Committee, the Editor shall appoint, replace and reappoint such other editors and associate editors from among the membership of the Society as may be required to accomplish these activities.

SECTION 8. *Terms of Office*

- (a) All terms of office shall be one (1) year.
- (b) The President Elect shall succeed the President in office. However, if the President Elect is unable or unwilling to do so, another candidate may be submitted to the membership for election as President.
- (c) The Secretary, Treasurer and Editor may succeed themselves in office.
- (d) The terms of office shall commence at the close of the annual meeting of the Society at which their election is announced.

SECTION 9. *Election of Officers*

- (a) These officers shall be elected from among the Members of the Society by means of a secret ballot in the following manner: not later than March 31 of each year, the Nominating Committee shall nominate one or more candidates each for President, President Elect, Secretary, Treasurer and Editor. Additional nominations may be made from the floor at the meeting preceding the election. Voting may be done by mail ballot, by electronic ballot, or by secret ballot at the annual meeting of the Society. The Executive Committee shall count the ballots and report the results at the annual meeting. A plurality of votes cast for an office is necessary for election. In case of a tie vote, the Executive Committee shall cast one (1) additional deciding vote.
- (b) The Nominating Committee shall consist of the President and the two most recent Past-Presidents available. If Past-Presidents are unavailable, the President shall appoint members to be on the Nominating Committee.

SECTION 10. *Vacancies*

A vacancy occurring in the offices of Vice-President President Elect, Past-President, Secretary, Treasurer or Editor shall be filled by the Executive Committee.

ARTICLE V. COMMITTEES

SECTION 1. *Authorization*

This Society shall establish and maintain such committees as may be authorized by the Executive Committee.

SECTION 2. *Appointment and Tenure*

The President shall appoint all committee chairmen, vice-chairmen and committee members and fill vacancies whenever they occur, except where otherwise specified in these Bylaws. The Executive Committee shall determine the number of members of each committee and may remove any committee chairman, vice-chairman, or member. Committee members shall serve for the duration of their assignment, except their terms shall not extend beyond the subsequent annual meeting.

ARTICLE VI. FOUNDATION

SECTION 1. *Authorization*

Following a vote of its Members in 1995, the Society established the autonomous Four

Corners Geological Society Foundation as a permanent entity to receive contributions, invest contributions, and distribute funds for the purposes and provisions stipulated in its Articles of Incorporation, dated April 19th, 1996 and as subsequently amended.

SECTION 2. *Communications*

The Executive Committee shall represent the Society in its dealings with the Foundation.

SECTION 3. *Election of Foundation Trustees*

(a) Foundation Trustees shall be elected by the Members of the Society. A minimum of three (3) and a maximum of six (6) Trustees will serve three (3)-year terms. These terms shall be staggered so that one third (1/3) of the Trustees shall be elected in any single year.

(b) Candidates for the position of Foundation Trustee will be identified by the Nominating Committee from among the Members of the Society. Voting may be done by mail ballot, by electronic ballot, or by secret voting at the annual meeting of the Society. The Executive Committee shall count the ballots and report the results at the annual meeting or at another scheduled meeting of the Members of the Society. A plurality of votes cast is necessary for election.

(c) A vacancy caused by the resignation of an elected trustee, or the trustee's inability to serve, shall be filled by the Executive Committee.

ARTICLE VII. GRIEVANCE PROCEEDINGS

SECTION 1. *Investigation*

Charges of misconduct in violation of Section 1, Article IV of the Constitution shall first be submitted in writing to the President of the Society by a Member in good standing, in confidence, with a full statement of the evidence on which the charges are based. If, in the judgment of the President, they merit further consideration, the President shall appoint a committee of three (3) Past-Presidents of the Society to examine the charges. If, in the judgment of said committee, the facts warrant, it shall prepare and file with the Executive Committee formal charges against the accused Member or Associate.

SECTION 2. *Notice of Hearing*

As soon as possible after the receipt of such formal charges, the Executive Committee shall fix a date and place for hearing thereon, and shall give to the accused person notice thereof in writing, mailed to the accused person by registered mail at his /her last known post-office address not less than thirty (30) days before said date, accompanied by a copy of the formal charges, and a copy of this Article.

SECTION 3. *Hearing*

On the day fixed for the hearing, the accused person may appear before the Executive Committee, with or without counsel, hear any witnesses called in support of the charges, and, at his/her option, cross-examine the same, present witnesses and submit oral or written statements in his/her own behalf. The Executive committee may likewise present witnesses and have the right to cross-examination. At his/her option, the accused person may, by letter addressed to the President of the Society, postmarked not less than ten (10) days prior to the date of the hearing, waive personal appearance and request the Executive Committee to adjudge the matter on the basis of a written statement of defense accompanying such letter.

SECTION 4. *Decision of Executive Committee*

After the conclusion of the hearing or study of the written defense submitted in lieu

thereof, the Executive Committee shall consider and vote to sustain or dismiss the charges. If the Executive Committee shall, by unanimous vote, declare the charges sustained, it shall: (a) admonish the accused person; or (b) suspend him/her for a stated period of time; or (c) allow him/her to resign; or (d) expel him/her. Failure of the accused person to appear or to submit a waiver letter and a written defense, as in this section provided, shall not prevent the Executive Committee from rendering final judgment on the basis of the evidence available to it on the hearing date.

SECTION 5. *Resignation*

Resignation by the accused person from the Society, at any state in the foregoing prescribed proceedings, shall automatically terminate the proceedings. Following resignation, the accused person so resigning shall not be eligible for reinstatement to membership under any circumstances in the future.

SECTION 6. *Expulsion*

Persons expelled from the Society under these proceedings shall thenceforth be ineligible for reinstatement to membership under any circumstances in the future.

ARTICLE VIII. DUES

SECTION 1. *Fiscal year*

The fiscal year of the Society shall correspond to the calendar year.

SECTION 2. *Dues Schedule and Billing*

The annual dues of members shall be payable in advance of the fiscal year in accordance with a schedule to be established as necessary by the Executive Committee and approved at any regular Society meeting by an affirmative vote of two-thirds (2/3) of the Members present and voting. Membership renewal forms shall be sent to each Active Member, Student and Associate before December 1 of each year, stating the amount of annual dues.

SECTION 3. *Arrears and Suspension*

(a) Any member or whatever classification whose dues are not paid by January 1 shall be considered delinquent.

(b) Any member of whatever classification whose dues are in arrears for more than sixty (60) days and for less than one (1) year shall be suspended from membership in the Society and shall not be entitled to the privileges of membership.

SECTION 4. *Forfeit of Membership*

Any member of whatever classification who is more than one (1) year in arrears in payment of dues shall forfeit membership in the Society and his/her name shall be removed from membership rolls.

SECTION 5. *Waiver of Dues – Military Service*

During any period in which the United States is actually engaged in war and for a period of one (1) year thereafter, the Executive Committee may suspend, reduce, or waive the payment of dues by Active Members, Students or Associates serving in the armed forces of the United States without otherwise affecting their membership.

ARTICLE IX. AMENDMENTS

SECTION 1. *Proposal of Amendments*

Amendments to these Bylaws may be proposed by the following means: (a) Resolution by the Executive Committee; (b) written proposal signed by ten (10) Members of the Society.

SECTION 2. *Amending Procedure*

(a) The Executive Committee shall determine the legality of the proposed amendment.

(b) Upon affirmation of legality, the proposed amendment shall be presented for consideration at the annual meeting of the Society.

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