

CONSTITUTION AND BYLAWS OF THE FOUR CORNERS GEOLOGICAL SOCIETY

Approved by Membership on May 16, 2024

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 or FCGS."

ARTICLE II. PURPOSE

The purpose of this Society is to advance the geological profession and science of geology, foster the spirit of scientific research and education; disseminate information relating to geology, promote the exploration and production of earth resources, and to inspire and maintain a high standard of professional conduct on the part of its members.

ARTICLE III. MEMBERSHIP

SECTION I. The membership of this Society shall consist of persons concerned with the professional applications of the geological sciences or otherwise defined in Article I, Membership, of the Bylaws.

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 ethics.

SECTION 2. Any member, of whatever classification, violating the standards prescribed in this article shall be subject to discipline outlined in 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 501(c)(6) 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 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 following the procedures outlined 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 of the FCGS.
- (b) Resolution by a constitutional committee appointed by the President of the FCGS. (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 any meeting of the Society between September and May.

SECTION 3. *Consideration of Amendments*

This Constitution may be amended by a: 1) two-thirds (2/3) affirmation vote of the members who are present and voting at the meeting; or 2) two-thirds (2/3) affirmation vote of members filing an electronic ballot.

SECTION 4. *Record of Amendment*

- (a) Amendments become effective immediately upon passage and Secretary shall immediately sign and approve the Constitution.
- (b) The copy of the Constitution held by the Secretary shall be the official copy and shall be kept current at all times. This copy shall be available to the membership by posting it electronically in the current media (i.e. a website or the future evolution of such) or via annual electronic message.

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. *Requirements for Voting Members and Holding Office*

Unless otherwise expressly stated in these Bylaws, the term “Member” shall refer only to Active, Emeritus, and Honorary Members. Only a “Member” 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 an institution of higher education of acceptable academic standards. Any person with adequate professional experience may qualify.

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 was an Active Member for a total of twenty-five (25) years including time spent in military service, they shall become an Emeritus Member of this Society upon advising the Executive Committee that they have passed their 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 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. *Student Members*

Any undergraduate or graduate student majoring in geology or related disciplines at an institution of higher education with acceptable academic standards may apply for student membership.

SECTION 7. *Associate Members*

Any person not qualified for any other class of membership who is a graduate of an institution of higher education with acceptable academic standards in geology or related disciplines may apply as an Associate member. The Executive Committee may waive degree requirements, if an applicant can document 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 their 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 upon paying current dues.

ARTICLE II. EXECUTIVE COMMITTEE

SECTION 1. *Executive Authority*

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

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: 1) designation of time and place of the annual meeting of the Society and other meetings; 2) supervision of the election of officers and filling vacancies; 3) determination of applicant qualifications and classifications; 4) accepting, creating and administering funds for purposes provided under the Constitution and Bylaws of this Society; 5) establishing such fiscal policies as may be appropriate; 6) coordinating activities with the Four Corners Geological Foundation; 7) performing as the Sole Voting Member of the Foundation as defined in the Foundation Bylaws Article II Membership and in the Foundation Articles of Incorporation or as subsequently amended; 8) ensuring that the Society maintains its nonprofit status with the Internal Revenue Service; and performing such other administrative duties as required to accomplish the objectives and purpose of this Society.
- (b) The Executive Committee may appoint members to manage and execute special Society projects (e.g., book publications, technical conferences, field trips, website administrator).
- (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 or by a majority of members filing an electronic ballot. 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 serve as an appeal authority in all matters involving grievance proceedings.

SECTION 3. *Meetings*

- (a) The Executive Committee shall meet at such times and places as designated by such Executive Committee and at the call of the President of the FCGS. 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 of the FCGS as soon as possible after the close of the annual election 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” as defined in Article I, Section 2.

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 can be either by those present at the annual meeting or those filing an electronic ballot. 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-Editor, and (e) Treasurer.

SECTION 2. *President*

The President shall be the chief executive officer of this Society. They 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. They may appoint committee members and chairs 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. They shall serve as Program and Entertainment Chair and perform such other duties as may be assigned by the President.

SECTION 4. *Past-President*

The Past-President shall serve for one (1) year following their 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. The Past-President shall be the FCGS representative on the board of the Four Corners Geological Foundation.

SECTION 5. *Secretary-Editor*

The Secretary-Editor shall be responsible for maintaining the records of the Society, including current copies of the Articles of Incorporation, Constitution, and Bylaws. They shall maintain a current list of members and perform other functions related to maintaining membership. The Secretary-Editor shall be responsible for recording the actions of the Executive Committee. They 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. The Secretary-Editor will sign and date all official documents.

The Secretary-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. They 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 Secretary-Editor shall supervise the maintenance of the Society's Website. 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 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. They 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 will oversee audits of Society funds and expenses by a Certified Public Accountant or other qualified persons who are in charge of filing required tax documents. They shall advise the Executive Committee with respect to the current financial status of the Society for any major expenditure for planned projects and programs. They shall also 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 maintain liability insurance to cover all officers in the Society on an annual basis.

SECTION 7. *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-Editor and Treasurer may succeed themselves in office.

SECTION 8. *Election of Officers*

- (a) 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.
- (b) The FCGS officers shall be elected from among the Members of the Society by means of a secret ballot. Prior to Jun1 of each year, the Nominating Committee shall nominate one or more candidates for President, President Elect, Secretary- Editor, and Treasurer. 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 majority 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.

SECTION 9. *Vacancies*

A vacancy occurring in the offices of President Elect, Past-President, Secretary-Editor or Treasurer, 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 chairs, vice-chairs and committee members and fill vacancies whenever they occur, except where otherwise specified in the Bylaws. The Executive Committee shall determine the number of members of each committee and may remove any committee chair, vice-chair, or member. Committee members shall serve for the duration of their assignment.

ARTICLE VI. FOUNDATION

SECTION 1. *Authorization*

Following a vote of the FCGS membership 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 the Articles of Incorporation of the Foundation, dated April 19, 1996, and as subsequently amended. In 2019 the Foundation was reorganized as the Four Corners Geological Foundation with Articles of Incorporation dated March 25, 2019 to continue these functions.

SECTION 2. *Communications*

- (a) The Executive Committee shall represent the Society in its dealings with the Foundation as the Foundation's Sole Voting Member, as defined in the Foundation Bylaws Article II Membership.
- (b) The Executive Committee may view Foundation records, approve its Bylaws and Articles of Incorporation, and hold an annual meeting with the Foundation Board, as needed.
- (c) The Executive Committee must communicate any decision about the Foundation within sixty (60) days or the Foundation may disregard the decision, except for reporting Director elections as described below.

SECTION 3. *Election and Dismissal of Foundation Directors*

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

- (b) Candidates for the position of Foundation Director will be identified by the Nominating Committee with help from the Foundation Board from among voting 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. A majority of votes cast is necessary for election. The Executive Committee shall count the ballots and report the results of Director elections to the Foundation Board within fifteen (15) days. The Executive Committee will also report the results at the annual meeting or at another scheduled meeting of the Members of the Society.
- (c) A vacancy caused by the resignation of an elected Director, a Director's inability to serve, a Director's inactivity, or the need for an Interim Director shall be filled by the Executive Committee within two months, so long as the total number of directors will not be more than six (6). If the Executive Committee fails to act within that period, the Foundation's Directors may appoint an Interim Director who will serve until the Society's next election; that Interim Director will then appear on the ballot as a candidate for Director.
- (d) The Executive Committee may dismiss Foundation Directors and Interim Directors at any time with or without cause.

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 their last known 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 their option, cross-examine the same, present witnesses and submit oral or written statements in their own behalf. The Executive committee may likewise present witnesses and have the right to cross-examination. At their 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 hereof, 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 them for a stated period of time; or (c) allow him/her to resign; or (d) expel them. 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 be June 1st to May 31st.

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. Notification of renewal shall be sent to each Active Member and Associate before May 1 of each year, stating the amount of annual dues.

SECTION 3. *Arrears and Suspension*

- (a) Any member of whatever classification whose dues are not paid by June 1st 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 until dues are paid.

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 their membership in the Society and their 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 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 any monthly meeting of the Society.

SECTION 3. *Consideration of Amendments*

These Bylaws may be amended by a two-thirds (2/3) affirmative vote of the voting Members present at a meeting or by a two-thirds (2/3) affirmative vote of the voting Members filing an electronic ballot.

SECTION 4. *Record of Amendment*

- (a) Amendments become effective immediately upon passage and the Secretary shall immediately sign and date the amended copy of the Bylaws.
- (b) The Secretary's copy of the Bylaws shall be the official copy and shall be kept current at all times. This copy shall be available to the membership by posting it electronically in the current media (i.e., a website or the future evolution of such) or an annual electronic mailout.

Certificate of Adoption of the Restated Bylaws

I do hereby certify that the above amended and restated Constitution and Bylaws of the Four Corners Geological Society were approved by the voting membership on the **16th of May, 2024** and do now constitute a complete copy of the Bylaws of the Corporation, superseding all previously adopted Constitution and Bylaws.

Signed by

 (Kimberlee M. Gerhardt) March 26, 2025

Secretary-Editor of the Four Corners Geological Society

Date