

**BYLAWS  
2008**

**ALASKA GEOLOGICAL SOCIETY INC.**

**ARTICLE I.  
NAME AND LOCATION OF THE SOCIETY**

The name of this society is:  
**The Alaska Geological Society**

Its registration office is located at:  
**717 K Street  
Anchorage, Alaska 99501**

**ARTICLE II.  
PURPOSE**

The purpose of this Corporation, hereinafter referred to as "the Society", is to promote interest in and understanding of geology and the related earth sciences and to provide a common organization for those individuals interested in geology and the related earth sciences.

**ARTICLE III.  
MEMBERSHIP BASIS**

SECTION 1. *Classes.* There shall be four classes of membership: Class I (regular membership) shall be open to those individuals holding a university or college degree in geology or those who are practicing Geoscientists of three years experience. Class II (associate membership) shall be open to all persons interested in the earth sciences but ineligible for full membership. Class III (student membership) shall be open to all students enrolled in Earth Science or Geo-science curricula at a recognized college or university. Class IV (honorary membership) may be awarded by the Board of Directors to those individuals who the Board, in its discretion, determines to have distinguished themselves in the pursuit, teaching, study, application, or furtherance of geologic or earth science, or who have in some other way rendered exceptional service to or brought credit upon the earth science professions.

SECTION 2. *Eligibility.* Any person approved by the Board of Directors shall be eligible for membership under the appropriate classification.

SECTION 3. *Application for Membership.* Applications for Class I membership, which shall be called "regular membership", Class II, "associate membership", and Class III, "student membership", shall be presented on an application form prescribed by the Board of Directors, and all such applications shall be acted upon by the Board of Directors. Class IV memberships shall be awarded by the Board, and any individual so honored shall thereafter be for all purposes a lifetime member of the Society with the right to full employment of all the privileges thereof.

SECTION 4. *Membership Dues.* The Board of Directors shall determine the annual dues for regular, associate, and student members, and all applications for membership shall be accompanied by the appropriate dues. In the event that the membership of the applicant is approved by the Board of Directors, the subscription or membership fee shall be deposited with the treasurer of the Society. In the event the application for membership is rejected, the dues or membership fee shall be promptly returned

to the applicant with a notice that the Board of Directors has not approved the application for membership. No honorary member shall at any time ever be required to pay dues.

SECTION 5. *Members.* The members shall consist of the incorporators and original directors, and such applicants as have been approved for membership by the Board of Directors, and who have paid their membership dues, and have received membership certificates which shall be issued by the Board of Directors. The status of the incorporators and original Directors as members shall terminate following the first meeting of the Board of Directors unless they also have submitted applications and paid the membership dues.

SECTION 6. *Transfer of Membership.* A Membership in the Society shall not be transferable.

SECTION 7. *Termination of Membership.* Any member desiring to terminate membership in the corporation may do so by written notice of his intent to terminate to the Board of Directors; provided, however, that termination of membership shall not be accepted by the Board of Directors nor be effective until all previously incurred liabilities or charges have been paid by the withdrawing member.

SECTION 8. *Expulsion of Members.*

- (a) Any member who fails to pay his dues by October 1 of the calendar year following the date said dues are due shall be automatically suspended from membership on that day. While he is suspended he shall have no rights in the Society and shall not be charged any dues.
- (b) A member who has been suspended more than one year shall be dropped from the Society by the Board of Directors.
- (c) A suspended member will automatically be reinstated by payment of outstanding dues and obligations and the dues for the current calendar year.
- (d) A member who has been dropped under the provisions of Subsection (b) may be reinstated by a majority vote of the Board of Directors subject to the payment of outstanding dues and obligations and the dues for the current calendar year.
- (e) Any member who, after being granted a hearing by the Board of Directors, shall be found guilty of a violation of established principles of professional ethics, or shall be found guilty of having made a false or misleading statement in his application for membership in the Society, shall be asked to resign from the Society by unanimous vote of the Board of Directors. The decision of the Board of Directors in all matters pertaining to the interpretation and execution of the provisions of this paragraph shall be final.

SECTION 9. *Rights and Privileges of Memberships.* Only regular and honorary members may vote and hold office in the Society.

## **ARTICLE IV. MEETING OF THE MEMBERS**

SECTION 1. *Place of Meeting.* Meetings of the membership shall be held at the registered office or place of business of the Society or at such other suitable place or places, convenient to the membership as may, from time to time, be designated by the Board of Directors.

SECTION 2. *Annual Meeting.* The first annual meeting of the Society shall be held on the fourth Thursday in May 1974. Thereafter the annual meeting of the Society shall be held on the fourth Thursday of May in each succeeding year. At such meeting there shall be elected by ballot of the members, a Board of Directors, in accordance with the requirements of Section of Article V of these bylaws. The members may also transact such other business of the Society as may properly come before them.

SECTION 3. *Other Regular Meetings.* The Society shall hold regular monthly meetings during the months of September through May on such dates and at such places as the Directors may set by resolution.

SECTION 4. *Special Meetings.* It shall be the duty of the President to call a special meeting of the members as directed by resolution of the Board of Directors or upon a petition signed by ten percent (10%) of the regular members and presented to the Secretary. The notice of any special meeting shall state the time and place of such meeting and purpose therefore. No business shall be transacted at a special meeting except as stated in the notice unless by consent of two-thirds (2/3) of the members present.

SECTION 5. *Notice of Meeting.* It shall be the duty of the Secretary to mail a notice of each special meeting stating the purpose thereof as well as the time and place where it is to be held to each member of record at his address as it appears on the membership book of the Society; and if no such address appears, at his last known place of address at least ten days but not more than fifty (50) days prior to such meeting. The mailing of a notice in the manner provided in this section shall be considered due service of notice.

SECTION 6. *Quorum.* The presence, in person, of at least ten percent (10%) of the members of record of the Society shall be requisite for, and shall constitute a quorum for, the transaction of business of all meetings of members.

SECTION 7. *Adjourned Meeting.* If any meeting of members cannot be organized because a quorum has not attended, the members who are present may, except as otherwise provided by law, adjourn the meeting to a time not less than 48 hours from the time the original meeting was called.

SECTION 8. *Voting.* At each meeting of the members, each member present shall have the right to cast one vote on each question and never more than one vote. The vote of a majority of those present shall decide any question brought before such meeting unless the question is one upon which by express provision of statute or of the Articles of Incorporation such express provision shall govern and control. Questions regarding special assessments of the membership shall require a three-fourths (3/4) majority vote.

SECTION 9. *Order of Business.* The President shall control the order of business at all meetings of the members. Unless he otherwise directs, the order of business shall be as follows: (a) roll call; (b) proof of notice of meeting or waiver of notice; (c) reading of minutes of the preceding meeting; (d) report of officers; (e) report of committees; (f) election of officers and Directors; (g) unfinished business; and (h) new business.

## **ARTICLE V. DIRECTORS**

SECTION 1. *Number and Qualification.* The affairs of the Society shall be governed by a Board of Directors composed of eleven members. The Board shall consist of the five (5) elected officers, the past President, and five (5) members duly nominated and elected by the members.

SECTION 2. *Powers and Duties.* The Board of Directors shall have powers and duties necessary for the administration of the affairs of the Society and may do all such acts and things as are not by law or by these bylaws directed to be exercised and done by the members. The powers of the Board of Directors shall include, but not be limited to, the following: (a) accept or reject all applications for membership; (b) establish dues for all classes of membership; (c) establish and adopt an annual operating budget; (d) be finally responsible for all actions and decisions of the Society.

SECTION 3. *Election and Term of Office.* The term of the Directors named in the Articles of Incorporation shall expire when their successors have been elected. At the first annual meeting or any

special meeting called for that purpose following the acceptance of this section, three (3) Directors shall be elected to a two-year term and two (2) Directors to a one year term. Annually thereafter, the terms of the Directors shall be two (2) years.

SECTION 4. *Vacancies.* Vacancies of the Board of Directors caused by any reason shall be filled by a majority vote of the Directors voting if a quorum be present; each person so elected shall be a Director until a successor is elected by the members at the next annual meeting.

SECTION 5. *Removal of Directors.* At any regular or special meeting duly called, any one or more of the Directors elected by the members may be removed, with or without cause, by a vote of the majority of the entire membership of record. Any Director whose removal had been proposed by the members shall be given an opportunity to be heard at the meeting.

SECTION 6. *Compensation.* No compensation shall be paid to the Directors for their services as Directors. No remuneration shall be paid to a Director for services performed by him for the Society in any other capacity, unless a resolution authorizing such remuneration shall have been unanimously adopted by the Board of Directors before such services are undertaken. No remuneration or compensation shall be paid, in any case, to any Director without the approval of the members.

SECTION 7. *Organization Meeting.* The first meeting of the newly elected Board of Directors shall be held within ten (10) days of their election at such place as shall be fixed by the Directors at the meeting at which such Directors were elected, and no notice shall be necessary to the newly elected Directors in order to legally constitute such meeting, provided a majority of the whole Board shall be present.

SECTION 8. *Regular Meetings.* Regular meetings of the Board of Directors shall be held at such time and place as shall be determined from time to time by a majority of the Directors, but at least two (2) such meetings shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each Director personally or by mail, telephone, or telegraph, at least three (3) days prior to the day named for such meeting.

SECTION 9. *Special Meetings.* Special meetings of the Board of Directors may be called by the President on three (3) days' notice to each Director given personally or by mail, telephone, or telegraph; which notice shall state the time, place, and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President in like manner, and with like notice, at the written request of at least three (3) Directors.

SECTION 10. *Waiver of Notice.* Before or at any meeting of the Board of Directors, any Director may in writing waive notice of such meeting, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all the Directors be present at any meeting of the Board no notice shall be required, and any business may be transacted at such meeting.

SECTION 11. *Quorum.* At all meetings of the Board of Directors a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If at any meeting of the Board of Directors there is less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

SECTION 12. *Fidelity Bonds.* The Board of Directors may require that all officers and employees of the Society who handle or are responsible for the Society's funds shall furnish adequate fidelity bonds. The premium for such bonds shall be paid by the Society.

SECTION 13. *Safeguarding the Society's Funds.* It shall be the duty of the Board of Directors to see that all the sums received in connection with membership dues or other payments are safeguarded and disposed of only in a manner authorized by the Board of Directors.

## **ARTICLE VI. OFFICERS**

SECTION 1. *Designation.* The principal officers of the Society shall be a President, a Vice-President, a President-elect, a Secretary, and a Treasurer, all of whom shall be elected by the members. The Directors may appoint an Assistant Treasurer, and Assistant Secretary, and such officers as, in their judgment, may necessary.

SECTION 2. *Election of Officers.* The officers of the Society shall be elected annually by the members of the Society at the annual meeting, as provided by these bylaws, and shall hold office at the pleasure of the Board.

SECTION 3. *Removal of Officers.* Upon an affirmative vote of a majority of the entire membership of record of the Society, any officer may be removed either with or without cause, and his successor elected, at any regular meeting of the membership.

SECTION 4. *President.* The President shall call and preside over all meetings of the Society, shall act as Chairman of the Board of Directors, shall sign all contracts and other instruments of writing which have been approved by the membership, shall appoint all committees, and shall perform all other duties in keeping with the office of President.

SECTION 5. *Vice-President.* The Vice-President shall, in the absence of the President, preside at membership meetings and carry out all other duties of the President, and in the event of resignation of the President, or if the President is unable to continue in office, the Vice-President shall succeed to the Presidency. The Vice-President shall in addition serve as Chairman of the Program Committee.

SECTION 6. *President-Elect.* The President-elect shall serve for one (1) year as such, and in the following year he shall assume the office of President. He shall have no administrative authority except as a member of the Board of Directors. He shall acquaint himself with all the details of the office of President, and generally prepare himself to serve as President. He shall assist in the preparation of the budget for the ensuing fiscal year.

SECTION 7. *Secretary.* The Secretary shall give notice one week prior to all regular and special meetings and shall keep a permanent record of the minutes of such meetings. He shall also keep a permanent record of all regular and special meetings of the Board of Directors and shall also distribute all press releases. In the temporary absence of the President and Vice-President, the Secretary shall assume the duties of these officers.

SECTION 8. *Treasurer.* The Treasurer shall issue notices of dues payable and be responsible for the collection thereof, shall keep the financial records, and shall, as directed by the membership, receive, properly care for, and dispose of the funds and other property of the Society. He shall also supervise the care and handling of other funds generated by Society activities. The Treasurer shall prepare and submit to the membership at the regular May meeting an annual report of finances.

## **ARTICLE VII. COMMITTEES**

The President shall appoint the Chairman and members of the following standing committees: (1) Nominating, (2) Program, (3) Finance, (4) Newsletter, and (5) Publications. He shall create such other committees as may be required for the conduct of Society business.

SECTION 1. *Nominating Committee.*

- (a) The Nominating Committee shall consist of at least three (3) regular members of the Society.
- (b) The Committee shall submit a list of at least two (2) nominees for each office or Board vacancy at least thirty (30) days prior to the annual meeting.
- (c) They shall prepare and mail all the election material required by these bylaws to the membership at least twenty-five (25) days prior to the annual meeting.

Section 2. *Program Committee.*

- (a) The Program Committee shall consist of the Vice-President as Chairman, and two (2) other members.
- (b) The Committee plans the programs and conducts the programs as meetings selected for that purpose.

SECTION 3. *Finance committee.* The Finance Committee shall consist of the President-elect as Chairman, the Treasurer, and a third member appointed by the President. The Committee shall:

- (a) Prepare and submit a budget to be presented to the Board of Directors at the first meeting in the following fiscal year;
- (b) Prepare and submit to the Board of Directors a financial statement at the conclusion of the fiscal year; and
- (c) Prepare and submit the Society books and records for annual audit as prescribed in Article X, Section 6, of these bylaws.

SECTION 4. *Newsletter Committee.* The President shall appoint an editor and four (4) members to the Newsletter Committee. The editor shall act as Chairman and supervise the gathering of news pertaining to the Society membership and be responsible for the assembly and timely mailing of the Society newsletter.

SECTION 5. *Publications Committee.* The President shall appoint a Chairman and two (2) members of the Publications Committee who shall act as custodian of all Society publications. The Chairman shall be responsible for publishing and marketing of the publications and for the remittance of funds gained thereof to the Society Treasurer.

SECTION 6. *Authority.* The President of this Society, acting on Board of Directors recommendations, shall have the authority to establish, maintain, and dissolve standing committees to the Society. In like manner, the charge to each standing committee may be modified. The charge to each committee, and the names of the Chairman, Vice-Chairman, and members shall be published annually.

## **ARTICLE VIII. MEMBERSHIP CERTIFICATES**

Membership certificates may be issued and shall state that the Society is organized under the laws of the State of Alaska, and shall give the name of the registered holder of the membership represented thereby, and shall be in such form as shall be approved by the Board of Directors.

## **ARTICLE IX. CORPORATE SEAL**

The Board of Directors shall provide a suitable corporate seal containing the name of the Society, which seal shall be in the charge of the Secretary.

## **ARTICLE X. FISCAL MANAGEMENT**

SECTION 1. *Fiscal Year.* The Fiscal year of the Society shall begin on the first day of June in every year except that the first fiscal year of the Society shall begin at the date of Incorporation. The commencement date of the fiscal year herein established shall be subject to change by the Board of Directors should corporate practice subsequently dictate, but not without prior approval by the membership.

SECTION 2. *Books and Accounts.* Books and accounts of the Society shall be kept under the direction of the Treasurer, and in accordance with standard practices of accounting.

SECTION 3. *Dues.* Annual membership dues for all regular and associate members of this organization shall be not more than \$15.00. The fee for all student members shall be not more than \$5.00. Membership fees are payable annually in advance on June 1<sup>st</sup> of each fiscal club year.

SECTION 4. *Donations.* No donations of Society funds shall be made except for the purpose of advancing the geological sciences. Such donations shall be subject to approval by majority vote of the membership present at any regular or special meeting.

SECTION 5. *Expenditures.* All expenditures over \$400 for any one item or purpose must be approved by a majority of the Board present at any regular or special meeting of the Board of Directors. All expenditures over \$1000 for any one item or purpose must be approved by a majority of the members present at any regular or special meeting of the Society.

SECTION 6. *Audit.* At the close of each fiscal year the books and records of the Society shall be examined by a Certified Public Accountant or other person acceptable to the membership, whose report will be prepared and certified in accordance with the requirements of the membership. Based on such a report, the Society will make available to the members a statement of the income and disbursements of the Society for each fiscal year.

SECTION 7. *Inspection of Books.* Fiscal reports and the membership records of the Society shall be available at the principal office of the Society for inspection at reasonable times by any member or members.

SECTION 8. *Execution of Corporate Documents.* With the prior authorization of Board of Directors all notes and contracts, or other legal documents, shall be executed on behalf of the Society by the President or the Vice-President, and all checks shall be executed on behalf of the Society by either the President or the Vice-President, and countersigned by the Secretary or the Treasurer.

## **ARTICLE XI. DISPOSITION OF ASSETS**

The Alaska Geological Society is a nonprofit organization. In the event of dissolution of the Society, the Society shall distribute any assets remaining after the discharge of all liabilities, for charitable, scientific, or educational purposes in strict compliance with exemption provided under 501(c)3 of the 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.

SECTION 1. *Operating Account.* The assets of the Society that are held in the operating account will be used to discharge of all liabilities.

SECTION 2. *Scholarship Accounts.* The assets of the Alaska Geological Society that are held in accounts designated solely as scholarship funds may be applied only to scholarships for geological research in Alaska. In the event that the Alaska Geological Society is dissolved for any reason, administration of the scholarship funds shall be transferred to the Geological Society of America Foundation with stipulations for the awards to be applied to student research in Alaska.

## **ARTICLE XII. LOCAL SECTIONS**

SECTION 1. *Formation.* Upon petition of twenty (20) members in good standing residing within an appropriate distance of a central point, the Board of Directors may authorize the formation of a Local Section. The Board of Directors may decline to authorize the formation of a Local Section when in its judgment such an organization would not be compatible with the interests of the Society.

SECTION 2. *Bylaws.* The Local Section shall adopt bylaws which must be approved by the Board of Directors of the Society and shall be consistent with the bylaws of the Society.

SECTION 3. *Dissolution.* The Board of Directors may at any time dissolve affiliation with any Local Section for reasons it deems good and sufficient.

## **ARTICLE XIII. AMENDMENTS**

These bylaws may be amended by a two-thirds (2/3) vote of the members present and voting at any regular or special meeting, provided that a quorum as prescribed in Article IV, Section 6, is present at any such meeting. Amendments may be proposed by the Board of Directors or by petition signed by at least twenty percent (20%) of the members. A statement of any proposed amendment shall accompany the notice of any regular or special meeting at which such proposed amendment shall be voted upon.

## **ARTICLE XIV. RULES OF ORDER**

New Revised Robert's Rules of Order shall govern all proceedings of the Society, except as otherwise provided by these bylaws.