

**Constitution and Bylaws
of
The Geological Society of America, Inc.**

CONSTITUTION

**Article I
NAME AND SEAL**

The legal name of the Society is "The Geological Society of America, Inc."; it is known as "The Geological Society of America." The corporate seal of the Society is circular in form and bears the name of the Society and the founding date of 1888.

**Article II
PURPOSE**

The purpose of the Society is the promotion of the science of geology by the issuance of scholarly publications, the holding of meetings, the provision of assistance to research, and other appropriate means. The Society also cooperates with other bodies having similar objectives and assists more recently formed societies interested in the specialized branches of geology.

**Article III
MEMBERSHIP**

Membership in the Society consists of Honorary Fellows, Fellows, Members, and Affiliates all of whom have full and equal voting rights.

**Article IV
MANAGEMENT**

The affairs of the Society shall be managed by officers and councilors duly elected at regular intervals from the voting membership of the Society. As provided in the Certificate of Incorporation, as amended, the number of councilors shall be not less than ten (10) nor more than twenty-four (24), as may be provided from time to time by the Bylaws.

**Article V
ANNUAL CORPORATE MEETING**

The annual corporate meeting of the Society shall be held at such time and place as the Council may from time to time prescribe, in order to conduct such business as may properly come before the meeting.

**Article VI
STATUTORY OFFICE**

The statutory office of the Society shall be in the City, County, and State of New York, as required by the Certificate of Incorporation.

**Article VII
TAX-EXEMPT STATUS**

The affairs of the Society shall at all times be managed in such a way as to preserve and safeguard its tax-exempt status.

**Article VIII
BYLAWS**

Bylaws not inconsistent with this Constitution or with the Certificate of Incorporation shall be adopted at the time of the adoption of this Constitution and may be amended as therein provided.

**Article IX
AMENDMENTS**

Amendments to this Constitution proposed not less than sixty (60) days before a lawfully held annual corporate or special meeting of the Society by a majority vote of the councilors present at a lawfully held meeting of the Council, or by a petition signed by one hundred (100) of the membership of the Society, shall be set forth in the notice of the annual corporate or special meeting and may be adopted by a majority of the membership present in person or by proxy at that meeting.

**AMENDED AND RESTATED
BYLAWS
OF**

THE GEOLOGICAL SOCIETY OF AMERICA, INC.

**Article I
NAME AND SEAL**

The legal name of the Society is "The Geological Society of America, Inc."; it is known as "The Geological Society of America." It is also referred to herein as the "Society" and "GSA." The corporate seal of the Society is circular in form and bears the name of the Society and the founding date of 1888.

**Article II
PURPOSE**

The Society is organized, and shall at all times be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, for the purpose of the promotion of the science of geology by the issuance of scholarly publications, the holding of meetings, the provision of assistance to research, and other appropriate means. The Society also cooperates with other bodies having similar objectives and assists more recently formed societies interested in the specialized branches of geology.

**Article III
STATUTORY OFFICE**

The statutory office of the Society shall be in the City, County and State of New York, as required by the Certificate of Incorporation.

**Article IV
MEMBERSHIP**

1. MEMBERSHIP OVERVIEW

Membership in the Society consists of Members, Affiliates, Fellows, and Honorary Fellows. All of these shall receive a certificate or card evidencing and affecting their membership. Such certificate or card shall not be transferable.

2. MEMBERS

A. Qualifications. Candidates for Member shall be persons who have a bachelors degree in geology or a related field, including any physical or biological sciences or other disciplines (such as engineering, geography, or anthropology) related to geosciences, or equivalent training through practical experience; and/or active connections with geology through employment in geological work or teaching geology at the college level; or in teaching geology at the K12 level; or through status as a graduate or undergraduate student in geology.

B. Election of Members. By delegation of Council authority to the committee, Members shall be elected by the Committee on Membership upon production of satisfactory evidence of each candidate's qualifications, such elections to be ratified by the Council at its next regular meeting following the committee action.

C. Reduced Fees. Members who are undergraduate or in-residence graduate students enrolled in a degree-granting institution and majoring in geology or related sciences, or who are teachers currently employed at an elementary or secondary level institution, may pay reduced dues. Members at least 65 years of age who have been Members for at least 25 years may pay reduced dues on an optional basis.

D. Voting. Members may vote in Society elections and have all rights and privileges of Members as detailed elsewhere in these Bylaws.

E. Rights and Privileges of Membership. Members in good standing are entitled to a subscription to GSA Today, reduced member rates for Society meetings, publications, and programs; along with other member-only discounts, benefits, and privileges.

3. AFFILIATES

Candidates for Affiliate must be neither professionally trained nor employed in geology or a related field, including any physical and biological sciences or other disciplines (such as engineering, geography, or anthropology) related to geoscience, nor currently studying such science at the collegiate level. Affiliate members shall have all of the rights and privileges of membership.

4. FELLOWS

The Council shall normally elect Fellows from the Members of the Society. Qualified nonmembers, however, may be nominated for Fellowship. Society and division award winners and society-elected officers and councilors that are current members of GSA will automatically be advanced to Fellowship. Fellows may vote in Society elections and shall have all of the rights and privileges of membership as detailed elsewhere in these bylaws.

5. HONORARY FELLOWS

Honorary Fellows shall be chosen from among distinguished geologists. Save in exceptional circumstances, the candidates shall be residents outside North America. Honorary Fellows may vote in Society elections and shall have all of the rights and privileges of membership as detailed elsewhere in these bylaws.

6. APPLICATIONS

Applications for membership shall be transmitted electronically or in writing to the Executive Director on forms provided by the Society.

7. TERMINATION/EXPIRATION OF MEMBERSHIP

Except as otherwise provided elsewhere in these Bylaws or the Certificate of Incorporation, membership shall be terminated by death, resignation, expiration of a term of membership or dissolution and liquidation of the Organization. In addition, the membership of any member whose membership is suspended for more than 11 months shall automatically expire.

8. RESIGNATIONS

Resignation from honorary fellowship, fellowship, membership or affiliation shall be transmitted in writing or electronically to the Executive Director. A former Honorary Fellow, Fellow, Member, or Affiliate who has resigned in good standing may re-apply for membership. Such members will retain their former status and original date of membership, but the years when not active will be excluded from the total years of membership when viewing eligibility for exemption (see Article XIII, Sections 3 and 4).

9. SUSPENSIONS

Any fellowship, membership, or affiliation in the Society may be terminated or suspended by the Council, after a hearing or opportunity to be heard, for conduct deemed prejudicial to the interests of the Society. A Fellow, Member or Affiliate whose dues are in arrears for one (1) month will be automatically suspended and they shall not be entitled to the Society rights and privileges.

Article V COUNCIL

1. GENERAL DUTIES AND POWERS

- A. Duties.** The management of the affairs and the property of the Society shall be the responsibility of the Board, which shall also be known as the Council. The Council shall have the authority, power and responsibility for the general management, control and general supervision of the affairs, business, activities, property and assets of the Society so that the corporate activities are consistent with the stated purposes of the Society and that no act is committed by the Society in contravention of its Articles of Incorporation or Bylaws.
- B. Powers.** In pursuance of such supervision, the Council, through its Councilors, shall have and exercise all such powers as are granted it by law and by the Articles of Incorporation and Bylaws.

2. NUMBER OF COUNCILORS

Pursuant to the Certificate of Incorporation, as amended, the Council shall consist of not less than ten (10), nor more than twenty-four (24) councilors, as may be provided from time to time by these Bylaws. The number of councilors is hereby set at sixteen (16) who shall consist of three (3) elected officers and thirteen (13) other voting members, one of whom shall be the immediate past president, one of whom shall represent the regional sections, and one of whom shall represent the Divisions.

3. TERMS OF OFFICE OF COUNCILORS

Each Councilor shall serve for a four-year term beginning at the start of the fiscal year following that annual corporate meeting at which such Councilor's election is certified and ending at end of the fiscal year in which his term expires after the annual corporate meeting at which his/her respective successor's election is certified. Three new Councilors will normally be elected each year.

4. NOMINATION OF COUNCILORS AND QUALIFICATIONS

At least 180 days before each annual corporate meeting of the Society, the Committee on Nominations shall file with the Council a list of nominees for positions of Councilors and Officers to be elected for the ensuing year by the voting membership of the Society. Any person nominated as a Councilor shall be a voting member of the Society, and shall be selected as a candidate on the basis of his or her scientific distinction, previous service to GSA, geographic location, and field of interest within the Earth Sciences. Each candidate shall be at least twenty-one (21) years old.

At least one hundred and twenty (120) days before each annual corporate meeting of the Society, the Council shall prepare and cause to be mailed or electronically circulated to the voting membership of the Society a list of candidates for officers and councilors for the ensuing year. The list of names shall normally be chosen from those submitted to the Council by the Committee on Nominations. In addition to the names from the Committee on Nominations, (i) for a year in which a Section representative is elected to Council, four nominations for that Council

seat shall be submitted by Section officers, and (ii) for a year in which a Division representative is elected to Council, four nominations for that Council seat shall be submitted by Division officers. Any one hundred (100) voting members of the Society may submit in writing to the Executive Director not less than ninety (90) days before the annual corporate meeting alternative nominations for one (1) or more of the positions to be filled. A list of all nominations shall be included in the notice of the annual corporate meeting. In addition to this method, space shall also be provided on the official ballot for write-in votes.

5. OFFICIAL BALLOT

An official ballot containing (i) the nominations of the Council, (ii) nominations from Section officers for a Section representative (in the applicable years), (iii) nominations from Divisions for a Division representative (in the applicable years), (iv) any name received by the Executive Director from at least 100 members of the Society in accordance with Section 4 above, and (v) space for write-in votes, shall be given personally, mailed, or circulated electronically to the voting membership of the Society with the notice of each annual corporate meeting. The notice shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting.

6. ELECTIONS

New members of the Council shall be elected by the voting membership 20 days before each annual corporate meeting. The election of Councilors shall be by a plurality of the votes cast by the voting membership, and each voting member shall be entitled to cast one (1) vote for each Council position open for election. In the event of a tie the outcome will be determined by a majority vote of the Executive Committee. The results of the election shall be announced to all members at the annual meeting of the members and shall be certified at that time.

7. RESIGNATION, REMOVAL, AND REPLACEMENT OF COUNCILORS

- A. **Resignation.** Any Councilor may resign at any time by giving written notice of such resignation to the President.
- B. **Removal.** Councilors may be removed at any meeting of the Council, with or without cause, by a vote of the majority of Councilors other than the Councilor with respect to whom such vote is taken.
- C. **Vacancies.** Council positions vacated by resignation, removal, or death will be filled by vote of a majority of the Councilors then in office. The Council shall choose replacements from a list of former nominees for councilor. Any councilor who is absent from three consecutive council meetings shall be deemed to have resigned. A Councilor appointed to fill a vacancy shall hold office until the next annual corporate meeting at which the election of councilors is in the regular course of business, and until his successor is elected and qualified.

8. MEETINGS OF COUNCIL; QUORUM

The Council shall hold at least two (2) regular meetings during each calendar year for conducting the business of the Society, and such other special meetings as the Council shall prescribe. Notice of council meetings must be given in writing or electronically at least thirty (30) days in advance of such meeting. A majority of the members of the Council shall constitute a quorum, but less than a quorum shall have power to adjourn any meeting. Any such adjourned meeting may be reconvened without further notice.

9. VOTING REQUIREMENT

Any reference in these bylaws to an action, decision or vote of the Council shall mean a vote of the majority of the Councilors present at any meeting of the Council at which there is a quorum.

10. ACTION OF THE COUNCIL WITHOUT A MEETING

Unless otherwise provided by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Council or of any committee thereof may be taken without a meeting, if all of the Councilors or committee, as the case may be, consent thereto in writing, and the writing(s) are filed with the minutes of proceedings of the Council or committee. The vote and writing of each member of the Council or committee may be transmitted by mail, electronically, by hand, or by overnight mail.

11. MEETINGS BY MEANS OF ELECTRONIC EQUIPMENT

Unless otherwise provided by the Certificate of Incorporation or these Bylaws, members of the Council, or any committee designated by the Council, may participate in a meeting of the Council or such committee by means of a conference telephone, video conference or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

12. DELEGATION OF TASKS TO NON-MEMBERS OF COUNCIL

From time to time, the Council may, at the Council's decision, delegate defined tasks to other GSA members who have particular qualifications to undertake a particular service. However, any decision affecting the governance of the Society shall be made by the Council.

Article VI OFFICERS

1. NUMBER OF OFFICERS

The elected officers of the Society shall be members of the Council by virtue of their position as officers, and shall consist of a president, a vice-president, and a treasurer. The appointed officers shall be an Executive Director and such others as the Council may from time to time determine, each to hold office at the pleasure of the Council or for such period of time as the Council shall designate. The salaries of the appointed officers shall be fixed by the affirmative vote of a majority of the Executive Committee.

2. NOMINATION AND QUALIFICATIONS OF OFFICERS

At least one hundred and twenty (120) days before each annual corporate meeting of the Society, the Council shall prepare and cause to be mailed or electronically circulated to the voting membership of the Society a list of candidates for officers for the ensuing year. The list of names shall normally be chosen from those submitted to the Council by the Committee on Nominations. Any one hundred (100) voting members of the Society may submit in writing to the Executive Director not less than ninety (90) days before the annual corporate meeting alternative nominations for one (1) or more of the positions to be filled. A list of all nominations shall be included in the notice of the annual corporate meeting. In addition to this method, space shall also be provided on the official ballot for write-in votes.

Candidates for positions as officers shall be voting members of the Society, and shall be at least 21 years old.

3. ELECTION OF OFFICERS

The president, the vice-president, and the treasurer shall be elected 20 days prior to each annual corporate meeting of the Society, each to hold such office for a one-year term, from the start of the fiscal year following that annual corporate meeting until the end of the fiscal year of the next annual corporate meeting and until their respective successors shall have been elected and qualified. The election of Officers shall be by a plurality of the votes cast by the voting membership, and each voting member shall be entitled to cast one (1) vote for each Officer position open for election. The results of the election shall be announced to all members at the annual meeting and shall be certified at that time.

Any person who is elected as president, vice-president or treasurer shall by virtue of that office also be a member of the Council. The term of office of President is one year, but the person elected president shall also automatically be elected to the Council for two (2) years and until a successor shall have been elected and qualified.

4. RE-ELECTIONS

The president and the vice-president shall not be eligible for re-election to their respective offices until at least three (3) years have elapsed from the expiration of their one-year terms of office as president or vice-president, respectively. The treasurer shall be eligible for re-election without limitation on the number of terms that s/he may serve as treasurer, or the continuity of such terms.

5. RESIGNATIONS, REMOVAL AND REPLACEMENT

- A. **Resignation.** An Officer may resign at any time by providing written notice of such intent to resign to the President.
- B. **Removal.** Any officer elected or appointed by the Council may be removed, upon an affirmative vote of a majority of the Councilors, with or without cause. Should there have been any contractual agreement with the officer so removed, that contract shall be referred to, and termination shall be in accordance with the terms of the contract.
- C. **Replacement.** The Council by majority vote will fill officer positions vacated by resignation, death, or removal, and such officer shall serve until the next annual corporate meeting and his/her successor is elected and qualified.

6. APPOINTED OFFICERS

The Council shall appoint an Executive Director, who shall serve as secretary of the Society, and such other officers as the Council may from time to time determine.

7. EXPENSES OF COUNCIL

Members of the Council may be reimbursed from the funds of the Society for their traveling expenses when attending meetings of the Council.

8. ANNUAL REPORT

At each annual corporate meeting of the Society, the president shall submit to the membership on behalf of the Council a report upon the affairs of the Society for the year just closing, and this shall include a report verified by the president and treasurer or by a majority of the Council setting forth all information required by law with respect to the last preceding fiscal year. There shall be submitted to each annual corporate meeting a resolution providing for the ratification and confirmation of all acts of the Council during the preceding year.

Article VII POWERS AND DUTIES OF OFFICERS

1. THE PRESIDENT

The President shall preside at all the meetings of the Society, of the Council, and of the Executive Committee. Subject to the direction and control of the Council, the President will be in charge of the management of the affairs and the property of the Society and shall exercise general supervision over the Society so that the corporate activities are consistent with the stated purposes of the Society and so that no act is committed by the Society in contravention of its Articles of Incorporation or Bylaws. The President shall not oversee the day-to-day running of the Society and work of the permanent staff, which will typically be delegated to the Executive Director. The President, subject to the approval of Council, may also delegate authority for the management of the affairs and the property of the Society, to the extent allowed by the bylaws, to the Executive Director. The President shall also have the responsibility of ensuring that the policies instituted by the Council with regard to the promotion of the science of geology are implemented and shall perform such other duties as may be assigned to the President by the Council. He or she shall represent the Society on all appropriate occasions. He or she shall be an *ex officio* member of all committees of the Council and of the GSA Foundation Board of Trustees, with or without vote as identified in the rules of each committee.

2. THE VICE-PRESIDENT

The Vice-President shall have and assume the powers and duties of the President in the event of the absence or disability of the President. The Vice President shall perform such other duties as may be delegated to him from time to time by the Council.

3. THE TREASURER

The Treasurer, under the direction of the Council, shall collect and disburse all funds of the Society except those for which other provisions shall have been made in the Bylaws and in the rules or resolutions of the Council. All funds, securities, and other investments of the Society shall be deposited in the name of the Society in the custody of banks or trust companies designated by the Council or the Executive Committee. The Treasurer shall keep records of all receipts and disbursements and other financial transactions and of the funds, securities, and other investments of the Society. The Treasurer shall submit an annual report to the Council as directed by the laws of the State of New York. The Treasurer chairs the Finance Committee and is responsible for reporting to the Executive Committee and Council whether the budgets presented to Council for approval are fiscally sound and whether the monthly expenditures are in line with the approved budget. The Treasurer also serves on the Executive Committee. He/she is advisory (*ex officio*) to the Audit Committee, the Committee on Investments, and the Programmatic Overview Committee, with or without vote as identified in the rules of each such committee.

4. THE EXECUTIVE DIRECTOR

The Executive Director shall be employed by the Society to carry out the directives of the Council and assure that the headquarters staff focuses their efforts on the priorities set by Council. The Executive Director further shall direct, and be responsible to the Council for, the work of the permanent staff and day-to-day operations of the Society; other authority and duties with respect to the management of the affairs and the property of the Society may be delegated to the Executive Director by the President, to the extent allowed by the bylaws, subject to the approval of Council.

The Executive Director, who shall also serve as Secretary, shall give notice of and attend all meetings of the Council and keep records of its proceedings; shall attend meetings of the Executive Committee when

requested; shall keep a list of the membership of the Society; shall collect the annual dues and pay them over to the treasurer; shall notify the officers and membership of their election; shall notify members of their appointment on committees; shall have custody of the corporate seal of the Society and shall affix and attest it as directed by the Council; and shall have other authority and duties as are appropriate and customary for the office of Secretary, except as the same may be expanded or limited by the Council from time to time.

5. DEPUTY EXECUTIVE DIRECTOR

If and so long as the Society shall have an assistant Deputy Executive Director, that person shall have and may exercise all of the powers delegated to him or her by the Executive Director.

Article VIII COMMITTEES OF COUNCIL

1. COMMITTEES OF COUNCIL

The Council shall appoint standing committees as listed in Section 2, below; and the president, at the direction of the Council, may appoint special committees as may from time to time be deemed necessary. All such committees, other than the Executive Committee, which shall have the power and authority as set forth below or otherwise in these bylaws or allowed by law, shall be advisory in character and shall report to and act under the direction of the Council. The Council may reimburse the members of such committees for the traveling expenses that they incur when attending regular meetings of their committees authorized by the Council. The president, or a representative designated by the president, shall be an *ex officio* member of every committee, with or without vote as identified in the rules of each committee.

2. STANDING COMMITTEES

The Council shall appoint each year at its spring meeting the following standing committees and members of each committee for one to four year terms as specified in individual committee rules:

Academic and Applied Geoscience Relations
Annual Program
Audit
Day Medal Award
Doris M. Curtis Memorial Fund for Women in Science Award
Education
External Awards
Executive
Finance
Geology and Public Policy
Honorary Fellows
Investments
Joint Technical Program
Membership
Minorities and Women in the Geosciences
Nominations
Penrose Conferences & Field Forums
Penrose Medal Award
Professional Development
Programmatic Overview
Publications
Public Service Award
Research Grants
Treatise on Invertebrate Paleontology Advisory
Young Scientist Award

3. EXECUTIVE COMMITTEE

The Council may appoint from among its members an Executive Committee that shall be empowered to act for the Council between its regular meetings. All actions of the Executive Committee shall be reported to the Council for its information, and, except as to action on

any item of business which the Council shall have theretofore specifically authorized the Executive Committee to act, shall be subject to ratification by the Council at its first meeting following such action. The Executive Committee shall consist of at least five (5) members of the Council and shall include the president, vice-president, treasurer, a Council member-at-large (nominated by the newly elected president), and the immediate past president or another member of the Council. The president shall be chair of the Executive Committee, and the presence of one-half or more of its members shall constitute a quorum.

4. DUTIES

The Council shall determine the duties of each standing committee and of each special committee. Each standing and special committee shall make its report directly to the Council at such times as the Council may direct.

Article IX ASSOCIATED SOCIETIES

Any national or international society that has aims consistent with those of The Geological Society of America, that is, the advancement of the science of geology, may, with the approval of the Council, associate itself with the Society for the purpose of cooperation in annual, sectional, or divisional meetings, in publications, or in other appropriate ways.

Such Associated Societies shall not have organic connection with the Society, nor need their membership be confined to Members, Teachers, and Student Associates of the Society. They may be known as 'Associated Societies' in relation to The Geological Society of America.

Some Associated Societies are strategic partners of GSA and have cooperative agreements for collaboration. The relationship to GSA varies depending on the nature of the collaborative efforts. These Societies may jointly sponsor meetings, enter into joint agreements regarding publications, or collaborate in other ways to meet mutual goals. Each of these Societies will require an individually crafted memorandum of understanding that details the collaborative arrangements.

Article X FINANCES

1. FISCAL YEAR

The fiscal year of the Society begins July 1 of each year and ends June 30 of the following year.

2. ANNUAL DUES

Dues shall be payable on the first day of January each year. The various options involving different groupings of publications and the cost of options each year shall be as determined by the Council.

To retain membership in the Society, all Fellows, Members, and Affiliates must pay the stated dues, except as otherwise set forth in these bylaws.

3. EXEMPTION FROM DUES

The following categories of Members and Fellows shall be exempt from dues:

Honorary Fellows;

Penrose and Day Medal recipients;

Fellows and Members who have reached the age of 70 years and have paid annual dues for 30 years; and

Disabled members, as determined by the Committee on Membership on a case-by-case basis, for the duration of their disability.

Each Fellow or Member in any of these exempt categories shall be entitled to all the privileges of membership regardless of non-payment of dues.

4. ARREARS

Fellows, Members, and Affiliates whose dues have not been paid during the first month of the year to which they pertain shall be deemed in arrears, and they shall not be entitled to the Society rights and privileges, including the right to vote, until such dues have been paid. On receipt of full remittance, the member will be sent all back issues of Society publications to which that member would have been entitled had he or she not fallen in arrears. Fellows, Members, or Affiliates whose dues have not been paid for one (1) calendar year shall have their membership in the Society expire.

A Fellow, Member, or Affiliate who has been suspended for nonpayment of dues (Article I, Section 7) may request reinstatement of membership by writing directly to the Committee on Membership. Such members, if reinstated, will retain their former status and original date of membership, but the years when not active will be excluded from the total years of membership when viewing eligibility for exemption.

5. PENROSE BEQUEST

The Penrose Bequest, established by the will of the late Richard A.F. Penrose Jr., "shall be considered an endowment fund the income of which only to be used and the capital to be properly invested."

6. BEQUESTS

The Society may accept gifts and bequests at the discretion of the Council.

7. AUDIT

At each annual corporate meeting a firm of certified public accountants shall be appointed by the voting members present in person or lawfully represented at such meeting to audit the financial affairs of the Society. At the close of each fiscal year, the auditors shall audit and examine records, accounts, vouchers, and financial transactions of the treasurer and the other officers and custodians of the Society, and the funds, securities, and other investments of the Society in the custody of the treasurer and other officers and custodians of the Society, and shall prepare a balance sheet and a statement of revenues, expenses, and changes in fund balances, prepared in accordance with generally accepted accounting principles, and shall report thereon to the Council at its first regular meeting of the new fiscal year. The report of the auditors shall be filed in the office of the Executive Director and shall be open to the inspection of the members at all times.

8. DISBURSEMENTS

All checks or demands for money and notes of the Society shall be signed by any of the officers of the Society, or such other person(s) as the Council may from time to time designate in accordance with any policy established by the Council as to the number of signatures required on checks above identified thresholds.

9. EXECUTION OF INSTRUMENTS

All agreements, conveyances, transfers, obligations, certificates, and other instruments obligating GSA to the commitment of financial or equivalent resources (individually, "Contract," collectively, "Contracts") shall be executed and delivered or accepted on behalf of the Society according to the following procedures:

a. Contracts less than \$2,000. Contracts for less than \$2,000 may be approved and authorized (signed) by a Director, Deputy Executive Director, or Executive Director, without prior legal review, regardless of whether the Contract is for a budgeted or unbudgeted expenditure. "Director as referenced in this Section of the Bylaws is a staff position responsible for a GSA Headquarters Department and is appointed by the Executive Director.

b. Contracts less than \$25,000. Contracts for less than \$25,000 may be approved by a Director and Executive Director, Deputy Executive Director or Controller, without prior legal review; provided, however, that the Contract is for a budgeted expenditure. Contracts for less than \$25,000 for unbudgeted items require written approval of the Executive Director and Controller. Legal review is at the discretion of the Executive Director.

c. Contracts more than \$25,000. Budgeted contracts more than \$25,000 shall be reviewed and approved by the Executive Director, Deputy Executive Director or Controller. All unbudgeted contracts for more than \$25,000 in all cases require approval of the Executive Committee, which represents the Council. Legal review is required for all Contracts more than \$25,000. In certain circumstances, to be determined by the Executive Director on a case by case basis, where the Contract is routine and was previously approved as to form, the Executive Director may authorize such Contract without legal review.

Article XI MEMBERS' MEETINGS

1. ANNUAL CORPORATE MEETING

The annual corporate meeting of the members of the Society shall be held at such time and place as the Council may from time to time prescribe, in order to conduct such business as may properly come before the members. The annual corporate meeting of the members of the Society shall normally be held in the month of April or May in each year at a location to be determined by the Council.

2. SPECIAL MEETINGS

Special meetings of the members of the Society, except as otherwise required by law, may be called at any time by the president or a majority of the full Council. In addition, special meetings of the members may be convened by voting members entitled to cast one hundred (100) votes or ten percent of the total number of votes entitled to be cast at such meeting, whichever is lesser, who may, in writing, demand the call of a special meeting specifying the date and month thereof, which shall not be less than two nor more than three months from the date of such written demand. The Executive Director upon receiving the written demand shall promptly give notice of such meeting, or if he or she fails to do so within five days thereafter, any voting member signing such demand may give such notice.

3. NOTICE OF MEETINGS

Notice of the place, date, and hour of every meeting of the membership shall be given personally, by mail, or by electronic means to each member entitled to vote at such meeting. If the notice is given personally, by first-class mail, or by electronic means, it shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting. Unless it is an annual corporate meeting, the notice shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called. If mailed, notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the voting member at the address as it appears on the record of members, or if the member shall have filed with the Executive Director a written request that notices to him or her be mailed to some other address, then directed to such other address. If a meeting has

convened and is adjourned to another time and place, no notice is required if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken.

4. QUORUM

At all meetings of the members of the Society (except a special meeting for election of councilors called on the demand of the voting membership pursuant to the New York Not-For-Profit Corporation Law), members entitled to cast one hundred (100) votes or one-tenth (1/10th) of the total number of votes entitled to be cast, whichever is lesser, present in person or by proxy, shall constitute a quorum; but less than a quorum shall have power to adjourn any meeting. Any such adjourned meeting may be reconvened without further notice if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken.

5. TELLERS AND INSPECTORS OF ELECTION

At any time prior to a meeting, except a special election required by the Not-For-Profit Corporation Law, the president may appoint two (2) or more tellers and inspectors of election to serve at such meeting. The presiding officer at the meeting shall fill any teller vacancies if there are less than two tellers at a meeting. The tellers and inspectors of election at each meeting shall count the voting membership present in person or lawfully represented at such meeting and report the result orally to the meeting and shall also canvass the ballots cast on every vote taken by ballot and report the results in writing to the meeting.

6. BALLOTS

The Council shall cause to be prepared and mailed or electronically distributed to the voting membership with the notice of each annual corporate meeting of the Society, the official ballot with the candidates for the Council in the upcoming year as set forth in Article V, Section 4 of these Bylaws, and with the candidates for Officers as set forth in Article VI, Section 2 of these Bylaws. The official ballot shall also set forth other propositions that may come before the meeting. Ballots shall be returned by the voting membership as directed with the ballot. Along with the ballot sent to each member shall be a proxy containing language authorizing another person to attend the meeting and vote as directed in the ballot. A voting member may authorize another person to act for the member at the annual meeting by signing the proxy and submitting it with the ballot. Such proxy shall also contain a provision that it will be accepted and exercised only if it is received not later than twenty (20) days before the date of the meeting.

7. JOINT MEETINGS

The Council may at its discretion arrange for the holding of meetings of the Society jointly with other similar bodies for the discussion of matters of mutual interest, but attendance at the annual corporate meeting of the Society shall always be restricted to the membership of the Society.

**Article XII
REGIONAL SECTIONS**

1. REGIONAL SECTIONS

Honorary Fellows, Fellows, Members, and Affiliates resident in specified geographical regions may, with the approval of the Council, organize as sections of the Society. The duly elected officers of such sections shall be responsible to the Council for the conduct of the affairs of their sections and shall render to the Council an annual report from their sections. Each section shall be known as "The Section of The Geological Society of America."

All Members, Affiliates, Fellows, and Honorary Fellows residing within the geographical limits of a section will normally be members of that

section and will be so listed unless they choose membership in another section or sections, as described in the following paragraph.

All Members, Affiliates, Fellows, and Honorary Fellows can choose to belong to multiple sections and pay a separate fee to be a voting member with all rights and privileges pertaining thereto, on written request to the Society. If a section(s) is not selected, section membership will default to the geographical location of the GSA member.

Affiliation with additional sections for purposes of receiving meeting notices and attendance at meetings, but without privileges of voting or of holding office, is available upon written request to the Society.

2. SECTION BYLAWS

Each section may adopt for its own use bylaws approved by the Council which are consistent with the Certificate of Incorporation and Bylaws of the Society. The Council will attempt to ensure that the bylaws for the several sections are consistent with one another.

To become effective, proposed changes in a section's bylaws must receive management board approval, acceptance by the voting affiliates of the section, and ratification by Council. "Management board" as referenced in this section of the Bylaws refers to the governing body of a section.

3. REGIONAL MEETINGS

Each section may, with the approval of the Council, organize annual and special meetings within its own region. Circulation of notice of all such meetings shall be the responsibility of the sections, and notice shall be sent to the membership within the respective region as well as to the headquarters of the Society and to all officers and members of the Council.

4. FINANCES

Each section may, with the approval of the Council, make its own arrangements for the raising of the necessary funds for the proper conduct of its operations. This may be done by means of the registration fees charged for attendance at meetings of the section. Account of all such funds shall be rendered to the Council at the end of each fiscal year.

**Article XIII
DIVISIONS OF THE SOCIETY**

1. DIVISIONS OF THE SOCIETY

Honorary Fellows, Fellows, Members, and Affiliates from particular branches of geology, and Honorary Fellows, Fellows, Members, and Affiliates concerned with the application of geology to other fields of endeavor may, with the approval of the Council, organize as divisions of the Society. The duly elected officers of such divisions shall be responsible to the Council for the conduct of the affairs of their divisions and shall render to the Council an annual report from their divisions. Each division shall be known as "The Division of The Geological Society of America." Affiliation with any division or divisions is available to any Member or Associate upon written request to headquarters.

2. BYLAWS

Each division may adopt for its own use bylaws approved by the Council which are consistent with the Certificate of Incorporation and Bylaws of the Society. The Council will attempt to ensure that the bylaws for the several divisions are consistent with one another.

To become effective, proposed changes in a division's bylaws must receive management board approval, acceptance by the voting affiliates of the division, and ratification by Council.

3. DIVISIONAL MEETINGS

Each division may organize meetings as a part of and in association with the Society's Annual Meeting and Exposition. If a division desires to organize special meetings apart from the Society's Annual Meeting and Exposition, prior approval must be sought and obtained from the Council. Notice of meetings held at the time of the annual meetings of the Society shall be included in the general Society notice of such meetings. Notice of any special divisional meetings shall be the responsibility of the division itself, which shall send such notice to its enrolled membership as well as to the headquarters of the Society and to all officers and members of the Council.

4. FINANCES

Each division may, with the approval of the Council, make its own arrangements for the raising of the necessary funds for the proper conduct of its operations. Account of all such funds shall be rendered to the Council at the end of each fiscal year.

Article XIV PUBLICATIONS

Consistent with the stated purpose of the Society of promoting the science of geology, the Council shall arrange for the regular publication and distribution of scholarly papers as journal articles, memoirs, special volumes, or other media for the transmittal of information on the science of geology. The Committee on Publications shall be responsible to the Council for the high standards that are to be maintained in all such publications. Voluntary assistance with the work of producing the publications through such tasks as critical reviewing shall be a general responsibility of the membership.

Article XV CONFLICTS OF INTEREST

SECTION 1. STATEMENT OF POLICY

These Bylaws recognize that both real and apparent conflicts or dualities of interest sometimes occur in the course of conducting the Society's affairs. A conflict as used in these bylaws refers to those circumstances as defined in the Society's Policy on Conflict of Interest and Disclosure of Certain Interests (the "Conflict Policy"). Conflicts are undesirable because they may place the interests of others ahead of the Society, and because they often reflect adversely upon the persons involved, regardless of the actual facts or motivations. Therefore, the Society's affirmative policy, as set forth in these Bylaws and in its Conflict Policy, shall be to require that each councilor, officer and senior employee (as defined in the Conflict Policy and hereafter referred to as "Responsible Persons") (a) be familiar with the terms of the Conflict Policy, (b) disclose to the GSA President any possible personal, familial or business relationships that reasonably might give rise to a conflict involving GSA, (c) not vote on contracts or transactions with regards to which s/he may have a conflict, as further defined in the Conflict policy. This Section and the Conflict Policy shall be interpreted to be consistent with the New York Not-for-profit Corporation Law and the Internal Revenue Service as respects tax-exempt organizations.

SECTION 2. DISCLOSURE OF ALL CONFLICTS

All Responsible Persons under the Society's Conflict Policy shall (a) annually complete a disclosure form identifying any relationships, positions or circumstances that s/he believes could contribute to a

conflict of interest. In addition, each such person shall disclose any real or apparent conflicts prior to Council or committee action on a contract or transaction involving such conflict. Such disclosure shall be reflected in the minutes of the meeting.

SECTION 3. PRESCRIBED ACTIVITY BY PERSONS HAVING CONFLICTS

As further set forth in the Society's Conflict Policy, all Responsible Persons with a real or potential conflict of interest shall not participate in or be permitted to hear the Council's or committee's discussion of the matter pertaining to the conflict except to disclose material facts and respond to questions. Such Responsible Person shall not be counted in determining the presence of a quorum for purposes of a vote on the matter pertaining to the conflict; the remaining disinterested members of the Council or committee, as the case may be, may vote on the matter. Such person's ineligibility to vote shall be reflected in the minutes of the meeting.

Article XVI INDEMNIFICATION

The Society shall, to the fullest extent permitted by the New York Not-For-Profit Corporation Law, indemnify any present or former Councilor, officer or employee of the Society or the personal representatives thereof, made or threatened to be made a part in any civil or criminal action or proceeding by reason of the fact that such Councilor, officer or employee, or his or her testator or intestate, is or was a Councilor, officer, or employee of the Society or, at the request of the Society, served any other organization, entity or enterprise in any capacity, if (i) the Councilor, officer or employee acted in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Society, and (ii) with respect to any criminal proceeding, the Councilor, officer or employee had no reasonable cause to believe the conduct was unlawful.

All such indemnified costs and expenses incurred shall be advanced by the Society pending the final disposition of such action or proceeding if authorized by the Council. However, no indemnification shall be made if a judgment or other final adjudication adverse to the Councilor, officer or employee establishes that his acts or omissions (i) were in breach of his duty of loyalty to the Society or its members, (ii) were not in good faith or involved a knowing violation of law, or (iii) resulted in receipt by the Councilor, officer or employee of an improper personal benefit.

The above rights of indemnification shall not be deemed exclusive of any other rights to which such Councilor, officer or employee may be entitled apart from this Article. The Society shall purchase and maintain insurance to protect and indemnify the Society, its members, Councilors, officers, employees and other persons otherwise entitled to indemnification to the full extent and as permitted by law, when, as, and if the Council shall so direct.

Article XVII AMENDMENTS TO THE BYLAWS

Amendments to the Bylaws may be made by a majority vote of the councilors present at any regular meeting of the Council. Every such amendment may be repealed by a majority of the voting membership present in person or lawfully represented at the next annual corporate or special meeting of the Society. Any amendment proposed not less than sixty (60) days before the next annual corporate or special meeting of the Society by a petition signed by one hundred (100) of the voting membership of the Society shall be set forth in the notice of such meeting and may be adopted by a majority of the voting membership present in person or lawfully represented.