

CNYAPG

By-Laws

ARTICLE I MEMBERSHIP

Section 1. Membership Categories

The membership categories of this Association shall be: Active Members, Honorary Life Members and Associate Members;

- a. Active Members shall be geologists and persons engaged principally in geologic work, provide they are graduates of an institution of collegiate standing in which institution they have done their major work in geology; and provided further that an applicant for membership who has not had the required collegiate training, but whose standing in the profession is well recognized, shall be admitted to membership in this Association upon receipt of unanimous approval by the Executive Board.
- b. Honorary Life Members shall be those Active Members of this Association who, by unanimous vote of the Executive Board, have made outstanding contributions to the geologic profession and/or the advancement of this Association. Honorary Life Members shall have all the privileges of Active Membership, but will not be required to pay annual dues.
- c. Associate Members shall be persons whose work is related to the geologic sciences, but who do not fulfill the requirements set forth for active membership; or shall be full-time graduate or upper-level undergraduate students enrolled at an accredited college or university and whose major field of study is the geologic sciences.

Section 2. Assignment of Membership Class

The Executive Board shall as sole authority, and upon application of any prospective member or at any time thereafter, assign or reassign each party to one category or membership, as defined in Section 1 of this article, for the purposes of membership, election of members to the Executive Board and for the assessment of dues.

Section 3. Application for Membership

Each candidate for admission to this Association shall submit an application on a form authorized by the Executive Board of this Association. The Membership committee, chaired by the secretary, shall screen applicants as to suitability for membership and make its recommendations to the Executive Board for approval and assignment to one category of membership.

Section 4. Fees and Dues

The Executive Board shall establish rates for membership dues and for all special services, and shall assign annual dues to be paid by members in each category of membership. Applicants for membership may be required to submit an application fee as established by the Executive Board. Upon admission to this Association, payment of annual dues will be required. Application fees and annual dues may be revised from time to time by the Executive Board as it deems necessary for the welfare and benefit of this Association.

ARTICLE II OFFICERS AND DIRECTORS

Section 1. Designation

The Officers of this Association shall be the following: President, Executive Vice President, Associate Vice President, Secretary, Treasurer, and Immediate Past President.

Section 2. Eligibility

Only Active and Honorary Life Members shall be eligible to hold the elected offices of President, Executive Vice President, Secretary, and Treasurer. Only Associate Members shall be eligible to hold the elected office of Associate Vice President.

Section 3. President

The President shall be the chief executive officer of this Association. The President shall preside at all meetings of the membership and serve as chair of the Executive Board. The President shall appoint the members of all committees within the limits prescribed in the Constitution and By-Laws, and shall serve as a member ex officio of all Association committees. In the absence of the Treasurer, the President shall pay monies duly authorized by this Association or the Executive Board. The President, as chair of the Executive Board, shall enforce the laws and execute the will of the Association, and shall perform all such other duties as are properly required by the Executive Board. The President shall have previously served for one year as an Officer or Director of this Association, excepting as otherwise provided for in the By-laws of the Association.

Section 4. Executive Vice President

The Executive Vice President shall in the absence or disability of the President, or at the President's request, perform the duties and exercise and powers of the President. The Executive Vice President shall act as chair of the Program Committee at all membership meetings of the Association, and shall perform all such other duties as are properly required by the Executive Board. The Executive Vice President shall assume the office of the President in the event of a vacancy in that office for any cause.

Section 5. Associate Vice President

The Associate Vice President shall serve as spokesperson for the Associate Membership and as alternate ex officio to all active committees. As alternate ex officio, the Associate Vice President will report to the Executive Board. The Associate Vice President shall perform all such other duties as are properly required by the Executive Board.

Section 6. Secretary

The Secretary shall be responsible for recording the actions of the Executive Board, and keep the minutes of all business meetings of this Association. The Secretary shall maintain all membership records, attend to all ordinary correspondence of this Association, and shall be responsible for the publication of the Association newsletter and the annual membership directory of the Association. The Secretary shall perform all such other duties as are properly required by the Executive Board.

Section 7. Treasurer

The Treasurer shall generally supervise the custody and care of the assets and monies of this Association, entering into the books of the Association an accurate and full account of all monies received by or paid on account of this Association. The Treasurer shall present a financial statement to the Executive Board whenever so requested, and shall chair the Finance Committee. The Treasurer, upon ceasing to hold office, shall surrender to the Executive Board all monies, goods and other property under the Treasurer's control. The Treasurer shall perform all such other duties as are properly required by the Executive Board.

Section 8. Immediate Past President

The Immediate Past President of this Association will serve as an officer of the Association for the year immediately following his or her term as President.

Section 9. Directors

Four (4) Directors, elected by the Active and Honorary Life Membership to two-year, staggered terms shall function in a judicial and advisory capacity to the Officers of this Association. They shall perform all such other duties as are properly required of them by the Executive Board.

Section 10. Honorary Directors

Each Past President of this Association shall automatically become an Honorary Director at such time that he or she no longer serves on the Executive Board and still remains an Active or Honorary Life Member of the Association. Each Past President shall be an ex officio member of the Executive Board, entitled to attend its meetings and participate in its discussions; he or she shall not, however, be entitled to vote on any issues before the Executive Board at its meetings. The Term of Honorary Director will extend for life unless revoked for cause by a majority vote of the entire Executive Board.

Section 11. Terms of Office

Each Officer shall serve a one-year term, with no incumbency in a given office. Each Director shall serve a two-year, staggered term; two Directors shall be elected each year. Directors may be elected to consecutive terms. Each Officer and Director shall hold office until his or her successor has been duly elected and qualified. Terms of office excepting as provide herein, shall run concurrent with the fiscal year of the Association.

Section 12. Election

- a. Except as otherwise provided by law or these By-laws, Officers and Directors shall be elected from among the members of this Association by proxy which will be sent to all qualified members in good standing prior to the annual business meeting of the Association. Said election shall be held at said annual business meeting. In the event of a tie vote, the Executive Board, as a whole shall cast one (1) deciding ballot. Candidates for election shall be designated by a Nominating Committee appointed by the President of this Association. Active and Honorary Life Members are eligible to vote for all Officers and Directors except Associate Vice President; Associate Members are eligible to vote for the Associate Vice President only.
- b. The Nominating Committee will accept candidates for office commencing with the February membership meeting. The Nominating Committee shall present the candidates at the March

membership meeting, at which time the President shall accept nomination of candidates from the floor. Nominations will be closed thereafter, and the candidates qualified and presented to the Executive Board. Ballots shall be mailed after the close of nominations to all qualified members in good standing, said ballots to be tallied at the annual business meeting of this Association.

Section 13. Resignation

Any Officer or Director of this Association may resign at any time by tending his or her resignation to the President. Said resignation shall take effect at the time specified therein.

Section 14. Removal from Office

Any Officer or Director may be removed for cause at any meeting of the Executive Board, proper notice of which shall have referenced the proposed action, by a vote of three-fourth (3/4) majority of the entire Executive Board. "Cause" shall include malfeasance, neglect or refusal to perform the customary duties of office as defined in this Article.

Section 15. Vacancies

- c. A vacancy in the office of President shall be filled by the Executive Vice President. A vacancy in any other office, excepting that of Immediate Past President which will remain vacant, shall be filled by another member of the Executive Board. A Director's vacancy shall be filled by an Active or Honorary Life Member.
- d. All Officers' vacancies, excepting that of President, shall be filled for the unexpired term by majority vote of the general membership at a special election called by the Executive Board. The position of Director shall remain vacant until the annual business meeting of this Association, at which time the unexpired term shall be filled by majority vote of the general membership.

Section 16. Compensation

No Officer or Director of this Association shall receive salary, compensation or emolument from the Association. No Officer or Director shall have any expenses paid, or receive reimbursement for travel to or from, for any committee, Executive Board, annual or general membership meeting of this Association.

ARTICLE III
EXECUTIVE BOARD

Section 1. Executive Authority

The Executive Board shall consist of the President, Executive Vice President, Associate Vice President, Secretary, Treasurer, Immediate Past President and four (4) Directors, each with equal voting powers. The President shall chair the Executive Board.

Section 2. Management of Association Affairs

Except as otherwise provided by law or this Constitution, the Executive Board shall have the management and control of the property and affairs of this Association, and is charged with promoting and furthering the purposes and objectives of this Association.

Section 3. Meetings

The Executive Board of this Association shall meet at such times during the year and at such places as designated by the President. Notice of said meeting must be made to all serving members of the Executive Board at least seven (7) days prior to the scheduled date, unless waived. The notice of meeting need not specify the purpose(s) for which the meeting is called, except as provided by law or these By-laws. The order of business at each meeting of the Executive Board may be determined by the presiding officer at each meeting. A majority of the entire Executive Board, upon written notice to all Board Members, shall petition the President to call a meeting of the Executive Board, which petition the President shall honor.

Section 4. Quorum

At all meetings of the Executive Board, except as provided by law and these By-laws, a quorum shall be required for the transaction of business. For the purposes of this Association, a quorum shall consist of not less than six (6) Members of the Executive Board. Except as otherwise provided for in the Constitution or these By-laws, the vote of a majority of those directors present shall decide any question which may be brought before the Executive Board.

Section 5. Acts

The Executive Board shall constitute the governing body of the Association, with full power and authority to act upon the laws and resolutions of the Association. All acts initiated and all authority conferred by the Executive Board within the definition of its authority shall be considered to be the act or acts of this Association.

ARTICLE IV COMMITTEES

Section 1. Standing Committees

The Executive Board, by a resolution or resolutions adopted by a majority of the entire Board, shall have the power to establish, maintain or dissolve standing committees as it deems necessary to protect and further the interests, purposes and objectives of this Association. The standing committees of the Association are:

- a. Program Committee. Chaired by the Executive Vice President, the Program Committee is charged with the development, design, and implementation of diverse professional and social activities for the Association.
- b. Finance Committee. Chaired by the Treasurer, the Finance Committee is charged with monitoring the Association's financial security and stability.
- c. Nominating Committee. Chaired by a member of the Executive Board, the Nominating Committee shall recommend suitable candidates for election as Officers and Directors of this Association to the Executive Board.
- d. Membership Committee. Chaired by the Secretary, the membership Committee shall review all membership applications as to qualifications and suitability for membership, and shall recommend assignment of membership category. The Membership Committee shall make its recommendations to the Executive Board pursuant to the Article I of these By-laws.
- e. Newsletter Committee. Chaired by the President, the Newsletter Committee shall recommend suitable candidates for editor of the Association's newsletter; and shall develop and design the newsletter; and assist in reviewing, selecting, and editing articles to be published by the newsletter. The Executive Board shall have full authority as to the content and publication of the newsletter.

Section 2. Special Committees

The President, with the consent of a majority of the Executive Board, may authorize and designate special committees for only those purposes specifically delegated to them. Members of special committees shall be appointed for a term of one (1) year only.

Section 3. Appointments

The President, excepting as where otherwise specified in these By-laws, shall appoint all committee chairpersons and members with the approval by majority vote of the Executive Board. Committee members shall be Active or Honorary Life Members unless otherwise specifically authorized by a vote of the Executive Board. The term of office of member of a standing or special committee, unless otherwise provided for in these By-laws, shall be one (1) year only.

ARTICLE V MEETING

Section 1. Annual Business Meeting

The annual business meeting of the members of this Association for the transaction of business and election of officers shall be held each year at such place and time as the Executive Board shall determine. Generally, said meeting shall be held on or near the second Thursday in May. The notice of meetings need not refer to the approval of minutes or other matters normally incident to the conduct of the annual business meeting.

Section 2. Membership Meetings

Regular membership meeting shall be generally held each third Thursday, January through June and September through December. The business which may be transacted at said meetings shall be limited to such items or purposes as set forth in the notice of meeting. A quorum at general membership meetings of the Association shall be those members present.

Section 3. Special Meetings

A special meeting of this Association may be called at any time by order of the Executive Board or upon written request by twenty-five (25) members in good standing of the Association. No business may be transacted at a special meeting which is not specified in the notice of meeting.

Section 4. Notice of Meeting

In the case of the annual business meeting, notice of the time and place shall be mailed to each member in good standing directly to the address as it appears on the record of members held by the Secretary.

Section 5. Procedure

At each meeting of the membership of this Association the order of business and all such other matters of procedure shall be determined by the President, as chair, or his or her designee or as otherwise provided for in these By-laws.

Section 6. Voting

Active and honorary members of this Association in good standing shall be entitled at every meeting to one (1) vote and, in the case of election of Officers and Directors. Associate members of this organization in good standing shall be entitled to one (1) vote for Associate Vice President. Each qualified member may authorize another member to act for him or her as proxy, having first delivered to the Secretary a signed proxy or attorney-in-fact. Any proxy shall be revocable at the pleasure or direction of the member executing it. Excepting the election of Officers and Directors, voting shall not be made by ballot unless any member, present in person or by proxy, shall so demand.

ARTICLE VI
RIGHT OF INDEMNIFICATION

Each Officer and Director of this Association, whether or not then in office, shall be indemnified by the Association for the defense of civil or criminal proceedings to the fullest extent permitted by law for matters related to the activities of the Association. This right of indemnification shall not be held exclusive of any other rights to which an Officer or Director may be entitled. Further, this right shall not be deemed exclusive of any other right of an Officer or Director in any proceedings to have assessed in his or her favor his or her costs and expenses connected therewith.

ARTICLE VII
FISCAL YEAR AND FINANCES

Section 1. Fiscal Year

The fiscal year of the Association shall begin on January 1 and end on December 31 of each year unless otherwise determined by a vote of the Executive Board.

Section 2. Finances

The funds of this Association shall be deposited in its name with such depositories as the Executive Board may designate. Any monies paid on behalf of this Association by the Treasurer shall require the approval of the Executive Board and the countersignature of either the President or Executive Vice President of the Association.

ARTICLE VIII
MEMBERSHIP AND DUES

Section 1. Membership Year

The membership year will coincide with the fiscal year of this Association. Applications received after September 1 will, upon approval by the Executive Board, be carried over into the following year.

Section 2. Dues Benefit

The payment of membership dues for any fiscal year entitles all membership classes to receive, without further charge, copies of the monthly newsletter and a copy of the annual membership directory.

Section 3. Loss of Membership Rights

Any member who resigns, or forfeits membership for non-payment of dues or is expelled for ethical reasons, ceases to hold membership privileges in the Association. Any member whose dues are in arrears for more than ninety (90) days shall be suspended from membership in this Association until such time the default is corrected. Any member whose dues are in arrears for more than one-hundred twenty (120) days shall be deemed to have resigned from the Association and may be reinstated only upon resubmission of an application and a vote of the Executive Board. Notice of suspension shall be made in writing by the Executive Board to any member at the time such suspension occurs.

ARTICLE IX
AMENDMENTS

Section 1. Proposal

Amendments to the By-laws of this Association may be proposed as follows:

- a. By resolution of the Executive Board;
- b. By written proposal of twenty-five (25) members in good standing.

Section 2. Procedure

The Executive Board, upon receipt of a proposed amendment, shall publish the amendment in the Association newsletter or by other suitable means for review and comment by the membership. After a thirty-day commend period, which period shall include a general membership meeting, the By-laws of this Association may be adopted, altered or amended (1) at any meeting of the Executive Board by a three-quarters (3/4) majority vote of the entire Executive Board or (2) at any meeting called in accordance with the By-laws of the Association by a majority vote of the entire membership of record on the date of said meeting.
