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# CNYAPG Constitution

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Adopted 1993

Amended 1994

## ARTICLE I

### NAME AND PRINCIPAL PLACE OF BUSINESS

#### *Section 1. Name*

This Association, which is incorporated under the laws of the State of New York, shall be called the "Central New York Association of Professional Geologists, Inc."

#### *Section 2. Principal Office*

The principal office of this Association shall be located in the State of New York, where this Association intends to conduct the majority of its activities.

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## ARTICLE II

### PURPOSES AND OBJECTIVES

#### *Section 1. Purposes and Objectives*

The purpose and objectives of this Association shall be:

- a. To strengthen and advance the geologic sciences as a profession and to provide an open forum for the exchange of ideas;
  - b. To promote the protection of public welfare through the professional practice of geologic sciences;
  - c. To inspire and maintain the highest standards of professional conduct, business ethics, and personal honor of the membership;
  - d. To foster the spirit of scientific research throughout the membership;
  - e. To publish and otherwise disseminate information related to the geologic sciences and associated technologies;
  - f. To maintain and encourage intra- and inter-association activities, to enhance the association's programs and to encourage the affiliation of individual members with other scientific and technical organizations;
  - g. Generally to do such things as may be necessary to accomplish the above, but not for the pecuniary profit or gain of its members, directors or officers, except as permitted under Article V of the New York State Not-for-Profit Corporation Law.
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## ARTICLE III

### GOVERNMENT AND MANAGEMENT OF CORPORATE AFFAIRS

#### *Section 1. Government and Management*

The government and management of this Association, except as otherwise provided by law or in the By-laws of this Association, shall be vested in the Executive Board of this Association. The composition, manner of selection, terms of office and duties and responsibilities of the Executive Board shall be as provided in the By-laws of this Association.

#### *Section 2. Authority and Jurisdiction*

Any authority of government, management or control not otherwise specified in either the Constitution or By-laws of this Association shall be reserved to the Executive Board, and the Executive Board shall be vested with full power and authority to put into effect the laws, resolutions and decisions of the Association.

#### *Section 3. Non-Profit Status*

The Central New York Association of Professional Geologists, Inc. is a nonprofit organization. No members of this Association shall have any right or interest in or to the property or assets of this Association. In the event of the dissolution of this Association, any assets remaining after satisfaction of all liabilities shall be distributed for charitable or educational means as provided for in the By-laws of the Association and in accordance with Section 501(c)(6) of the Internal Revenue Code of 1954.

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## ARTICLE IV

### PARLIAMENTARY AUTHORITY

Robert's Rules of Order, as may be from time to time revised or amended, shall govern the proceedings of all meetings or bodies of this Association, except as otherwise provided for or specified in the By-laws of the Association.

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ARTICLE V  
AMENDMENTS

*Section 1. Ballot by Members*

The Constitution of this Association may be altered or amended by a two-thirds (2/3) majority of the votes cast by the members of the Association at the annual business meeting of the Association.

*Section 2. Proposal of Amendments*

Amendments to the Constitution of this Association may be proposed by:

- a. A resolution of the Executive Board;
- b. A resolution of a duly appointed constitutional committee;
- c. A written resolution signed by one-quarter (1/4) of the Active and Honorary Life membership of this Association.

*Section 3. Voting Procedure*

Any amendments shall be published by the Executive Board in the Association newsletter or by other suitable means at least two (2) months prior to the annual business meeting of this Association as established in its By-laws. Action must be taken during the annual business meeting. Any duly qualified member of record may attend and vote in person, or by a properly executed ballot received by the Secretary prior to the date of the annual business meeting or by a properly authorized and executed proxy. A two-thirds (2/3) majority favorable vote of the ballots cast at the annual business meeting shall be sufficient to amend the Constitution of this Association.