

# BYLAWS 2009

## ALASKA GEOLOGICAL SOCIETY INC.

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

The name of this society is:

**The Alaska Geological Society**

Is registered at:

**4200 University Drive  
Anchorage, Alaska 99508**  
as filed with the State of Alaska.

### ARTICLE II. PURPOSE

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

The Society is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future tax code.

### 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 geoscience, or those who are practicing geoscientists of three years experience. Class II (associate membership) shall be open to all persons interested in geology and 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 the geology of Alaska, or who have in some other way rendered exceptional service to or brought credit upon the earth science professions.

SECTION 2. *Eligibility.* Any person interested in geology shall be eligible for membership under the appropriate classification.

SECTION 3. *Application for Membership.* Applications for Class I, "regular membership", Class II, "associate membership", or Class III, "student membership", shall be presented on an application form prescribed by the Board of Directors, and recorded by the Chair of the Membership Committee. Class IV

“honorary 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 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. The payment of dues shall be recorded by the Chair of the Membership Committee and the dues shall be deposited in the operational account of the Society by the Treasurer of the Society. No honorary member shall at any time be required to pay dues.

SECTION 5. *Members.* The members shall consist of the Officers and Directors of the Society, and applicants who have paid their membership dues. The Officers and members of the Board of Directors shall 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 Society may do so by written notice of his intent to terminate to the Board of Directors; 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 of the Society who fails to pay his or her membership 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 or she is suspended he or she shall have no rights in the Society.
- (b) A suspended member of the Society will automatically be reinstated by payment of outstanding dues and obligations and the dues for the current calendar year.
- (c) A member who has been suspended more than one year shall be dropped from the Society by the Board of Directors and is required to re-apply in order to regain membership.
- (d) 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 a suitable place or places, convenient to the membership, as designated by the Board of Directors of the Society.

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 in May in each succeeding year. At such meeting Officers and Directors elected by ballot of the members of the Society, in accordance with the requirements of Section of Articles V and VI of these bylaws, shall be announced. 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. Regular meetings may consist solely of a lecture program. If there is a need or desire to conduct Society business at a regular meeting, it shall be conducted by the President, or person designated by the President, and shall be conducted in accordance with Robert's Rules of Order.

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 of the Society and presented to the Secretary. The notice of any special meeting shall state the time and place of such meeting and purpose thereof. 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. It shall be the duty of the Secretary to mail, electronically or by post, 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 or her address as it appears on the membership book of the Society. The mailing of a notice in the manner provided in this section shall be considered due service of notice.

SECTION 5. *Quorum.* The presence, in person, of at least twenty percent (20%) of the members of record of the Society shall be requisite for, and shall constitute a quorum for, the transaction of business at a meeting of the members. If any meeting of members cannot be organized because a quorum has not attended, the members who are present may adjourn and reschedule the meeting.

SECTION 6. *Voting.* At a meeting of the members of the Society, The President or appointed designee shall control the order of business. Each member present shall have the right to cast one vote and only one vote on each question. 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 Bylaws or 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.

## **ARTICLE V. DIRECTORS**

SECTION 1. *Number and Qualification.* The affairs of the Society shall be governed by a Board of Directors composed of twelve members. The Board shall consist of the six (6) elected Officers (as described in Article VI) and six (6) Directors, 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. The powers of the Board of Directors shall include, but not be limited to, the following: (a) establish dues for all classes of membership of the Society; (b) establish and adopt an annual operating budget; (c) 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 three (3) Directors shall be elected to a two-year term and three (3) Directors to a one year term. Annually thereafter, the terms of the Directors shall be two (2) years, and three (3) Directors shall be elected by a vote of the membership of the Society each year. Elected directors shall serve until their successor has been elected and qualified. No director shall serve more than three (3) consecutive terms.

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 of the Society 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 any Director for his or her services as a Director, or for services performed by him or her for the Society in any other capacity.

SECTION 7. *Organization Meeting.* The first meeting of the newly elected Board of Directors shall be held within one (1) month 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 monthly between September and May, at such time and place as shall be determined by a majority of the Directors; at least six (6) 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 by the President or appointed designee 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; which notice shall state the time, place, and purpose of the meeting. Special meetings of the Board of Directors may be called by the President in like manner, and with like notice, at the written request of at least three (3) Directors.

SECTION 10. *Quorum.* At all meetings of the Board of Directors of the Society 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. A quorum of the Board of Directors shall be seven (7) members of the Board. No business shall be transacted without a majority vote of a quorum of the Board of Directors of the Society. 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 and reschedule it.

SECTION 11. *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 12. *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 Bylaws and in accordance with the rules governing a 501(c)3 corporation.

SECTION 13. *Conflict of Interest.* Each Director shall disclose all conflicts of interest, and may not vote or act in matters in which he or she has a substantial and material conflict of interest.

13a. Conflicts of interest defined:

- i) A director shall be considered to have a conflict of interest if he or she or a member of his or her family has an economic interest in a transaction which is the subject of a proposed action by the Society and the economic interest is adverse, competitive, or potentially adverse or potentially competitive to the interest of the Society.
- ii) A director shall be considered to have a conflict of interest if he or she or a member of his or her family is a member or holds a significant interest in, is a member of a governing body of, or is an officer, manager, or owner of, another entity that is the subject of a proposed action or contract by the Society.
- iii) A director shall be considered to have a conflict of interest if he or she or a member of his or her family is a party to or a potential party to threatened or pending litigation or administrative proceedings in which the position is adverse to that of the Society.

A Director does not have a Conflict of Interest where the interest of the Director or a member of his or her family is no different than that of general members of the Society.

13b. Determination of Substantial and Material Conflict of Interest

When a Director has a potential Conflict of Interest, the Director shall notify the Board of Directors before the Board considers the matter with respect to which the actual or potential conflict exists, of all material facts concerning the nature of the Conflict of Interest. The existence of a Conflict of Interest shall be recorded in the minutes of the meeting of the Board of Directors.

The Board shall determine if a particular Director has a substantial and material Conflict of Interest under this Section. The issue shall be voted on by the Directors who do not have a Conflict of Interest on the matter to be considered. The Director with a Conflict of Interest shall not participate in the discussion of the conflict and shall abstain from voting on the issue of the conflict and shall leave the meeting while the disinterested Directors discuss and vote on the conflict. However, the Director may be counted in determining the presence of a quorum at the meeting at which the Board of Directors considers the matter giving rise to the conflict.

The Membership may void an Action of the Board of Directors when the action included participation of a Director with a Conflict of Interest, upon a showing that (i) the vote of the disinterested Directors present at the meeting and voting, would have been insufficient to take the challenged action without the inclusion of the vote of the Director who had the Conflict, and (ii) the action taken was unfair to the Society.

13c. Disqualification of Director

If a majority of the voting Directors votes that a substantial and material Conflict of Interest exists, then the Director shall be disqualified from discussing or voting on the matter in which he or she has a substantial and material Conflict of Interest.

## 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. Elected officers shall serve one (1) year terms and shall serve until their successor has been elected and qualified. No officer shall serve more than two (2) consecutive terms. The Directors may appoint an Assistant Treasurer, and Assistant Secretary, and such officers as, in their judgment, may be necessary.

SECTION 2. *Election of Officers.* The officers of the Society shall be elected annually by the members of the Society by ballots received before or 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 or her successor elected by ballot 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 committee Chairs, 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 Chair 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 or she shall assume the office of President. He or she shall have no administrative authority except as a member of the Board of Directors. He or she shall become acquainted with all the details of the office of President, and generally prepare himself or herself to serve as President. He or she shall be Chair of the Finance Committee and assist in the preparation of the budget for the ensuing fiscal year.

SECTION 7. *Past-President.* The past-President shall serve for one (1) year as such, following the year he or she occupied the office of President. He or she shall have no administrative authority except as a member of the Board of Directors.

SECTION 8. *Secretary.* The Secretary shall give notice one week prior to all regular and special meetings of the membership, and shall keep a permanent record of the minutes of meetings of the Board of Directors. He or she shall keep a permanent record of all regular and special meetings of the Board of Directors and shall also ensure that the minutes of all such meetings are available to the membership, archived in an orderly fashion, and preserved in a safe place designated by the Board of Directors. The Secretary shall distribute all press releases. The Secretary shall be responsible for safeguarding the key to the post office box of the Society, and be responsible for picking up the mail of the Society from the post office box and distributing the mail to the appropriate members of the Board. In the temporary absence of the President and Vice-President, the Secretary shall assume the duties of these officers.

SECTION 9. *Treasurer.* The Treasurer shall receive dues from members and deposit the dues in the operating account of the Society, shall keep the financial records, shall prepare annual tax reports to the IRS, and shall, as directed by the board, receive, properly care for, and dispose of the funds and other property of the Society. He or she shall also supervise the care and handling of other funds generated by Society activities. All distributions of the funds of the Society must be signed by both the Treasurer and an additional Officer of the Society. The Treasurer shall prepare and submit to the membership at the annual May meeting an annual report of finances.

SECTION 10. *Compensation.* No compensation shall be paid to any Officer for his or her services as an Officer, or for services performed by him or her for the Society in any other capacity.

SECTION 11. *Conflict of Interest.* Each Officer shall disclose all conflicts of interest, and may not vote or act in matters in which he or she has a substantial and material conflict of interest.

11a. Conflicts of interest defined:

- i) An Officer shall be considered to have a conflict of interest if he or she or a member of his or her family has an economic interest in a transaction which is the subject of a proposed action by the Society and the economic interest is adverse, competitive, or potentially adverse or potentially competitive to the interest of the Society.
- ii) An Officer shall be considered to have a conflict of interest if he or she or a member of his or her family is a member or holds a significant interest in, is a member of a governing body of, or is an officer, manager, or owner of, another entity that is the subject of a proposed action or contract by the Society.
- iii) An Officer shall be considered to have a conflict of interest if he or she or a member of his or her family is a party to or a potential party to threatened or pending litigation or administrative proceedings in which the position is adverse to that of the Society.

An Officer does not have a Conflict of Interest where the interest of the Officer or a member of his or her family is no different than that of general members of the Society.

11b. Determination of Substantial and Material Conflict of Interest

When an Officer has a potential Conflict of Interest, the Officer shall notify the Board of Directors before the Board considers the matter with respect to which the actual or potential conflict exists, of all material facts concerning the nature of the Conflict of Interest. The existence of a Conflict of Interest shall be recorded in the minutes of the meeting of the Board of Directors.

The Board shall determine if a particular Officer has a substantial and material Conflict of Interest under this Section. The issue shall be voted on by the Directors who do not have a Conflict of Interest on the matter to be considered. The Officer with a Conflict of Interest shall not participate in the discussion of the conflict and shall abstain from voting on the issue of the conflict and shall leave the meeting while the disinterested Directors discuss and vote on the conflict. However, the Officer may be counted in determining the presence of a quorum at the meeting at which the Board of Directors considers the matter giving rise to the conflict.

The Membership may void an Action of the Board of Directors when the action included participation of an Officer with a Conflict of Interest, upon a showing that (i) the vote of the disinterested Directors present at the meeting and voting, would have been insufficient to take the challenged action without the inclusion of the vote of the Officer who had the Conflict, and (ii) the action taken was unfair to the Corporation.

11c. Disqualification of an Officer.

If a majority of the voting Directors votes that a substantial and material Conflict of Interest exists, then the Officer shall be disqualified from discussing or voting on the matter in which he or she has a substantial and material Conflict of Interest.

## ARTICLE VII. COMMITTEES

The President shall appoint the Chairs of the following standing committees: Nominating, Membership, Publications, Scholarships, Community Education, Newsletter, and Field Trips. The President shall create such other committees and appoint chairs as may be required for the conduct of Society business.

SECTION 1. *Nominating Committee.* The President shall appoint the Chair of the Nominating Committee, who shall appoint at least two (2) regular members of the Society. The Committee shall submit nominees for each office or Board vacancy, and prepare and mail all the election material to all the members of the Society at least thirty (30) days prior to the annual meeting in May.

SECTION 2. *Program Committee.* The Program Committee shall be chaired by the Vice-President of the Society. The Vice-President may appoint additional committee members as needed to carry out the responsibilities of the committee. The Committee plans the programs such as lectures and technical conferences, and conducts the programs at such meetings. The Program Committee shall be responsible for contracting venues and food providers, and for setting registration and meal fees at an appropriate amount to recover the costs of the program or meeting. Contracts to venue and meal providers and registration and meal fees for program participants shall be approved by a majority vote of the Board of Directors of the Society. The Program Chair and the Treasurer will ensure that registration and meal fees are collected from meeting or program attendees, properly recorded, and that contract obligations are met.

SECTION 3. *Finance Committee.* The Finance Committee of the Society shall consist of the President-Elect as Chair, the Treasurer, and a third member appointed by the President and approved by the Board of Directors. The Finance Committee shall monitor the financial status of the Society and report to the Board of Directors at regular meetings of the Board, including, but not limited to, the following:

- (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.
- (c) Ensure the integrity of the Society's financial records.
- (d) Prepare and submit the Society books and records for audit as prescribed in **Article X, Fiscal Management, Section 11**, of these Bylaws.
- (e) Review the results of any audit or review, and make appropriate recommendations to the Board of Directors of the Society.
- (f) Make any necessary investigations to inform itself as the conduct of the Society's financial affairs.
- (g) Manage an operating account for the execution of affairs of the Society as enumerated in the annual budget and approved by the Board of Directors. At the end of the fiscal year funds in excess of what is needed for the operational account shall be transferred into one or more of the scholarship accounts, as approved by the Board of Directors.
- (h) Establish and manage scholarship accounts to accrue funds for dispersal in designated scholarships, with a goal of maintaining principle funds and appropriating scholarship awards from proceeds earned in these accounts. Make recommendations for changes to improve fund management to the Board of Directors. Any changes in fund management must be approved by the Board of Directors of the Society.

SECTION 4. *Membership Committee.* The President shall appoint a Chair of the Membership Committee of the Society. The Chair may appoint members to the committee as needed to carry out the responsibilities of the Membership Committee. The Membership Committee shall maintain a record of all regular, student, and honorary members, their contact information, and the status of their dues payments. The Membership committee shall be responsible for notifying members when membership fees are due, for recording and providing receipts for dues payments, and for transferring dues payments to the Treasurer.

SECTION 5. *Publications Committee.* The President shall appoint a Chair of the Publications Committee who shall be approved by the Board of Directors, and act as custodian of all Society publications. The Chair may appoint additional members of the Publication as needed to carry out the responsibilities of the Publications Committee. The Chair shall be responsible for publishing and marketing of the publications of the Society, for maintaining originals of publications in appropriate format for printing or reprinting, for distribution and sales of publications, and for the remittance of funds gained from sales of publications to the Society Treasurer.

SECTION 6. *Scholarships Committee.* The President shall appoint a Chair of the Scholarships Committee, subject to approval by the Board of Directors of the Society, and renewable at the discretion of the incoming President. The Scholarship Chair will convene a Scholarships Committee composed of a minimum of four (4) additional members, in order that the committee is comprised of an odd number of members, and the Committee members shall be approved by the Board of Directors. The Scholarship Committee shall:

- (a) advertise the scholarships to be awarded each year, stating each scholarship's eligibility requirements in a public venue available to all potentially qualified applicants, at least 2 months in advance of the application submission deadline.
- (b) award scholarship recipients based on individual scholarship eligibility requirements and criteria. [See **Article XII Scholarships** for Eligibility Requirements]
- (c) recommend the number of awards, and the amount of each award annually, to be approved by the Board of Directors before funds are dispersed.
- (d) keep records of applicants, judging criteria, chosen awardees, and project reports (See **Article VIII Records**).
- (e) acquire a project status update from all awardees within 9 months of the award for publication in the Society newsletter.

SECTION 7. *Community Education Committee.* The President shall appoint a Chair of the Community Education Committee. The Chair may appoint additional members to the committee as

needed to carry out the responsibilities of the committee. The Community Education Committee shall perform outreach activities that promote the mission of the Society, and organize volunteers to judge at the Alaska State Science and Engineering Fair. The Chair shall ensure objective judging criteria and confer appropriate prizes to the winners; prizes shall be approved by the Board of Directors of the Society.

SECTION 8. *Newsletter Committee.* The President shall appoint an Editor of the Newsletter. The editor shall act as Chair of the Newsletter Committee, and may appoint members to the Newsletter Committee as needed to carry out the responsibilities of the committee. The Chair shall be responsible for the assembly of the newsletter, timely mailing of the newsletter, and contributing a copy of each newsletter to the Secretary for the permanent archives of the Society. The newsletter shall convey news pertaining to the Society membership, announce application availabilities and deadlines for scholarships, announce meetings, lectures, field trips, elections of officers, and report on awards and results of elections.

SECTION 9. *Advertising Committee.* The President shall appoint a Chair of the Advertising Committee, who shall solicit advertisements for the newsletter and technical conference programs. The Chair shall be responsible for submitting invoices to the companies who advertise in the newsletter and conference programs, confer advertisements to the newsletter and program editors, submit payments for advertisements to the Treasurer of the Society, and maintain a permanent record of payments for advertisements to the Society. The Chair may appoint committee members as needed to accomplish these tasks.

SECTION 10. *Field Trips Committee.* The President shall appoint a Chair of the Field Trips Committee, who shall organize geoscience field trips for the Society. The Chair may appoint members to the Committee as needed to undertake a field trip. The Chair shall ensure that the field trips are organized such that all liabilities of the Alaska Geological Society are covered. The Field Trips Committee shall organize construction and publication of field trip guides, and submit an original reproducible copy of field trip guides to the Publications Committee for distribution and sales.

SECTION 11. *Fairbanks Committee.* The President shall appoint a Chair of the Fairbanks Committee. The Chairman shall participate at Board meetings and inform the Board of Fairbanks-related matters of interest to the geoscience community. The Chair shall coordinate with the Board to ensure that speakers such as the annual AAPG distinguished lecturer are hosted in Fairbanks, that faculty and students at the University are informed of the Society scholarship application availability and deadlines, and that a chair for the Technical Conference is identified for the years in which the conference is hosted in Fairbanks. The Chair may appoint committee members as needed to accomplish these tasks.

SECTION 12. *Website Committee.* The President shall appoint a Chair of the Website Committee. The Chair shall ensure that the Society website receives and posts Society business, including the newsletter, scholarship application information, and the schedule of Society lectures, programs, and conferences.

SECTION 13. *Bylaws Committee.* The President shall appoint a Chair of the Bylaws Committee. The Chair may appoint additional members to the committee as needed to carry out the tasks of the Committee. The Chair shall keep the Board of Directors informed of elements of the Bylaws that ensure that the Society is operating in compliance with the Bylaws, and make recommendations for changes to the Bylaws to the Board.

SECTION 14. *Authority.* The President of this Society, shall have the authority to establish, maintain, modify, and dissolve committees of the Society, subject to approval by the Board of Directors.

## ARTICLE VIII. RECORDS

The Society shall keep correct and complete books and records of accounts, shall keep minutes of the proceedings of the Board of Directors and Committees of the Society, and shall keep a record of the names and addresses of Members entitled to vote. All records of the Society shall be organized for efficient retrieval and archived in a safe place. The Secretary shall be responsible for maintaining the organization and archival of Society records. Records that shall be archived include, but are not limited to, minutes of meetings of the Board of Directors, votes of the membership, newsletters, financial records, and scholarship recipients, projects, and award amounts. The names and addresses of Members of the Society shall be kept secure. Books and records of the Society may be inspected by any Member of the Society, and his or her agent or attorney, for any proper purpose at any reasonable time.

## **ARTICLE IX. INDEMNIFICATION**

SECTION 1. *Duty to Indemnify.* Subject to the sections below, the Society shall defend, indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Society) by reason of or arising from the fact that the person is or was a director, officer, employee or agent of the Society against costs and expenses (including attorney's fees) of the suit, action or proceeding, judgments, fines, and settlements actually and reasonably incurred in connection with the action, suit or proceeding if:

(i) the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to a criminal action or proceeding, did not know and had no reasonable cause to believe the conduct was unlawful, or

(ii) the termination of any action, suit or proceeding shall not of itself create a presumption that the person did not act 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, with respect to a criminal action or proceeding, a presumption that the person did not know and had no reasonable cause to believe that the conduct was unlawful.

SECTION 2. *Denial of Right to Indemnification.* Subject to the provisions of Sections 5 and 6 below, or unless otherwise ordered by a court, indemnification and defense under Section 1 of this article may only be made by the Society upon a determination by the Board that defense and indemnification of the Director, Officer, or agent, is proper under the circumstances because the person has met the standard of conduct set forth in Section 1 of this Article, provided however, no person may receive defense or indemnification in those matters in which that person was adjudged to be liable for negligence or misconduct in the performance of Society duties. In the case of any challenge to the propriety thereof, the person shall be afforded a fair opportunity to be heard as to that determination. Defense and indemnification payment may be made, subject to repayment upon ultimate determination that defense and indemnification is not proper.

SECTION 3. *Determination of qualification for defense and indemnification.* The determination described in Section 2 shall be made:

(i) by the Board of Directors by a majority vote, or

(ii) by independent legal counsel, if directed by the Board of Directors by a majority vote of disinterested directors or in the absence of a quorum.

SECTION 4. *Successful Defense.* Notwithstanding any other provisions of Sections 1, 2 or 3 of this Article, but subject to the provisions of Section 5 below, if a person is successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 of this Article, or in defense

of any claim, issue or matter therein, the person shall be indemnified against costs and expenses (including attorney's fees) actually and reasonably incurred in connection therewith.

SECTION 5. *Condition Precedent to Indemnification.* Any person who desires to receive defense and indemnification under this Article shall notify the Society reasonably promptly that the person has been named a defendant to an action, suit or proceeding of a type referred to in Section 1 and that the person intends to rely upon the right of indemnification described in this Article. The notice shall be in writing and mailed via registered or certified mail, return receipt requested, to the President of the Board of the Society at the principle office of the Society or, in the event the notice is from the President, to the Secretary of the Society. Notice need not be given when the Society is notified by being named a party to the action.

SECTION 6. *Insurance.* The Board of Directors, in its discretion, may purchase insurance coverages for the risks described in this Article. To the extent that such an insurance policy (or policies) provides coverage where this Article does not, a director seeking indemnity shall have the benefit of that coverage, and the rules set out in this Article shall apply to any deductible or co-insurance requirement, or to any claims in excess of policy limits.

SECTION 7. *Former Officers, Directors, Etc.* The indemnification provisions of this Article shall be extended to a person who has ceased to be a Director, Officer, or agent as described above and shall inure to the benefit of the heirs, personal representatives, executors and administrators of such person.

SECTION 8. *Purpose and Exclusivity.* The defense and indemnification referred to in the various sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those defended and indemnified may be entitled under any statute, rule of law or equity, agreement, vote of the Members or Board of Directors, or otherwise. The purpose of this Article is to augment, pursuant to AS 10.06.490(f), the provisions of AS 10.20.011(14), and the other provisions of AS 10.06.490.

SECTION 9. *Limitation of Liability.* If set forth in the Articles of Incorporation, no Director of this corporation shall have any personal liability to the Society for monetary damages for the breach of fiduciary duty as a Director except as provided in AS 10.20.151(d) and (e).

## ARTICLE X. FISCAL MANAGEMENT

The Finance Committee shall be responsible for actively managing the funds and accounts of the Society. The Finance Committee shall inform the Board of Directors on the status of the accounts of the Society, make recommendations to the Board for management of the accounts of the Society, and act on the accounts only with approval by a majority vote of the Board of Directors.

SECTION 1. *Fiscal Year.* The Fiscal year of the Society shall begin on the first (1<sup>st</sup>) day of July and end on the last 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 IRS regulations or corporate practice subsequently dictate.

SECTION 2. *Books and Accounts.* Books and accounts of the Society shall be kept under the direction of the Treasurer and the Finance Committee, and in accordance with standard practices of accounting. The Society shall maintain scholarship accounts separately from an operational account. The scholarship accounts shall be designated for disbursements for scholarships and no other purpose. The operational account shall be designated for the business of the Society, such as publication fees, field trips, and support of geoscience lectures.

SECTION 3. *Dues.* Annual membership dues for all regular and student members of the Society shall be set by the Board of Directors. Membership fees are payable annually in advance, and are due no later than November 1<sup>st</sup> of each fiscal year.

SECTION 4. *Income.* Income is derived from lectures, lunch meetings, technical conferences, advertising, sale of publications, donations, and field trips. The Society is a nonprofit organization and income during each Fiscal Year shall be managed according to the regulations of a 501(c)3 nonprofit organization. The Society reserves the right to maintain a cash reserve or operating account sufficient to effectively support the activities of the Society.

SECTION 5. *Donations.* No donations of Society funds shall be made except for the purpose of advancing the geological sciences. Donations shall be subject to approval by majority vote of the Board of Directors of the Society.

SECTION 6. *Expenditures.* All expenditures over \$500 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 \$5000 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 7. *Contracts.* The Board of Directors may authorize any officer or officers, agent or agents of the Society, in addition to officers expressly authorized by these Bylaws, to enter into any contract or execute and deliver any instrument of and on behalf of the Society, and such authority may be general or confined to specific purposes.

SECTION 8. *Checks, drafts.* All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Society, shall be signed by two Officers of the Society, and in a manner determined by resolution of the Board of Directors.

SECTION 9. *Deposits.* All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies, or other depositories as the Board of Directors shall select and ratify.

- (a) Revenue from dues, publications, meeting registration, or any activity sponsored by the Society may be deposited in any operational or scholarship account.
- (b) Donations intended for specific scholarship accounts shall be deposited in the designated scholarship account.

SECTION 10. *Gifts.* The Board of Directors of the Society, or its designee may accept on behalf of the Society any contribution, gift, or bequest for the general purposes or for any special purpose of the Society in accordance with the best interest of the Society. The contribution, gift, or bequest shall be deposited in a scholarship or other account as requested by the donor. The contribution, gift, or bequest shall be disbursed only in accordance with regulations in these Bylaws, and subject to approval by the Board of Directors of the Society.

SECTION 11. *Audit.* At the close of each fiscal year the books and records of the Society shall be examined by a Certified Public Accountant of an independent firm of accountants with no relation to any member of the Board of Directors of the Society, whose report will be prepared and certified in accordance with the requirements of the Society. 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 12. *Inspection of Books.* Fiscal reports and the membership records of the Society shall be available for inspection at reasonable times by any member or members.

SECTION 13. *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, Vice-President, or agent authorized by the Board of Directors.

SECTION 14. *Seal.* The Society shall have a seal for the certification of documents as needed.

SECTION 15. *Shares of Stock.* The Society may not issue shares of stock nor pay dividends.

SECTION 16. *Loans.* The Society may not make loans to its Officers, Directors, or Members.

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

The Alaska Geological Society is a nonprofit organization. Upon dissolution of the Society, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county, borough, or municipality in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized exclusively for such purposes. It is recognized that 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. All remaining assets shall be distributed for exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

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 related to 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, which is a 501(c)(3) Foundation, with stipulations for the awards to be applied to student research focused on Alaskan geology. In the event the Geological Society of America Foundation ceases to exist, scholarship funds from the Alaska Geological Society shall be transferred to another suitable nonprofit Geoscience Foundation, as required by the Bylaws of the Geological Society of America Foundation, and in accordance with the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **ARTICLE XII. SCHOLARSHIPS**

The Society may administer any number of scholarship programs. Proposals for new scholarship programs shall be considered, and established by the Board of Directors of the Society, who shall be responsible for approving scholarship criteria. The Scholarship Committee shall administer scholarships, including selection of recipients and disbursement of funds. Distribution amounts and timing for each Scholarship Fund will be established by the Scholarship Committee in consultation with the Finance Committee, ratified by a majority vote of the Board of Directors of the Society, and will be dictated by individual scholarship program criteria. The recommendations of the Scholarship Committee for all scholarship and honor awardees in a given year must be approved by the Board of Directors before any funds can be dispersed.

Scholarship award winners will be announced at the Annual Meeting of the Membership and published in the May newsletter. Scholarship awardees will be invited to attend the Annual Meeting of the Membership as guests of the Society.

SECTION 1. *AGS Scholarship*. The primary scholarship program administered by the Society shall be the *AGS Scholarship*. Eligibility requirements for an *AGS Scholarship* include:

- (a) Enrollment at an accredited institute of higher education
- (b) Status as a BA, BS, MS, or PhD candidate in geoscience or equivalent degree program
- (c) Project or thesis/dissertation topic focused on Alaskan geology or related geoscience topic
- (d) Having received the *AGS Scholarship* no more than two (2) times previously. Previous awardees shall be additionally required to provide the Scholarship committee with a summary of how previous funds were used.
- (e) Applicants for Alaska Geological Society scholarships may not be related to any member or to any family member of the Scholarship Committee or Board of Directors of the Society.

At the discretion of the Scholarship Committee, the *AGS Scholarship* awards will be granted based on a consideration of the scientific merit of the project, academic merit of the applicant, endorsement letters, financial need, or other factors, as the committee deems necessary. The recommendations of the Scholarship Committee for the scholarship and honor awardees in a given year must be approved by the Board of Directors before any funds can be dispersed.

*AGS Scholarship* funds shall be managed by the Finance Committee in a financial account designated solely for the purpose of scholarships. The purpose of the scholarship account will be to provide funds for the annual scholarships from the proceeds generated on the account during the previous year; however, additional funds may be allocated to the scholarship (for disbursement within the same scholarship cycle) from the principal or any operational account maintained by the Society at the discretion of the Board of Directors of the Society. The Scholarship Committee shall strive to award at least one *AGS Scholarship* per year, but fiscal conditions shall dictate both the specific timing and amount of *AGS Scholarship* awards on an annual basis, and shall be decided by the Scholarship Committee and approved by the Board of Directors.

SECTION 2. *Richter Scholarship*. The Richter scholarship fund was initiated by the Richter family in honor of the late Don Richter. The Richter Scholarship shall be administered by the Scholarship Committee from an independent fund that receives donations specifically designated for the Richter Scholarship, which shall be called the Richter Scholarship Fund, which shall be managed by the Finance Committee. Applicants for the Richter Scholarship may not be related to any member of the Richter family or to any person serving on the Scholarship Committee or the Board of Directors of the Society. Any graduate or undergraduate college student enrolled at an accredited university and conducting a geological research project focused on Alaskan geology, with a preference for topics that reflect Don Richter's career interests, including but not limited to: volcanology, igneous petrology, the Wrangell Mountains, the Aleutian arc, the Talkeetna arc, and the stratigraphy of south-central Alaska, shall be eligible for receipt of the Richter Scholarship. Applications for the Richter Scholarship shall be advertised and posted in public venues such that the application shall be available to all potentially qualified students. A member of the Richter family shall be invited to participate in the choice of the scholarship recipient and the award of the Richter Scholarship each year. The Richter family shall be notified of each recipient and project that is awarded a grant from the Richter Scholarship Fund. The Richter family shall be notified annually in June of the account size, growth, and disbursements of the Richter Scholarship Fund.

SECTION 3. *Undergraduate Student Award*. The Society shall confer annual awards to honor an outstanding undergraduate senior with a geoscience major at each of the accredited universities in Alaska that chooses to participate. The award shall be called the Alaska Geological Society Outstanding Undergraduate Geoscience Student Award. The intent of this award is to foster undergraduate interest in, and understanding of, the geosciences by providing promising students with an honorable recognition that may augment their pursuit of a career in the geosciences. The criteria for eligibility for this award shall include the student's academic achievement and independent accomplishments in geoscience. The Scholarship Committee shall solicit the name of a candidate that best fits the criteria for the award and a letter of support for that candidate from the appropriate Department Chair at each post-secondary

institute in Alaska by December 31 of each year. Each valid submission and valid letter of support shall be granted the award before May 1 of each year, unless the Scholarship Committee identifies extenuating circumstances. The award shall consist of a certificate, recognition at the May annual meeting of the Society, and may also include a modest gift, to be determined annually by the Scholarship Committee and approved by the Board of Directors.

### **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. WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Alaska Nonprofit Corporation Act, or under the Articles of Incorporation or the Bylaws of the Society, a waiver in writing signed by the person or persons entitled to such notice, whether before or after the time stated, shall be deemed equivalent to the giving of notice.

### **ARTICLE XV. RULES OF ORDER**

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