

**Amended and Restated
Combined Constitution and Bylaws**

**Of the
Houston Geological Society**

Approve By Membership Vote June 2020

**AMENDED AND
RESTATED BYLAWS
OF
HOUSTON GEOLOGICAL
SOCIETY**

**Article I
NAME**

The name of this organization shall be the HOUSTON GEOLOGICAL SOCIETY (hereinafter also referred to as the “Society” or “HGS”).

**Article II
PURPOSE**

The objectives of the Society are: (1) to stimulate interest and promote advancement in the geosciences; (2) to disseminate and facilitate discussion of geological information; (3) to enhance professional interaction among geoscientists; and (4) to aid and encourage academic training in the geosciences.

**Article III
MEMBERSHIP**

Section 1. CLASSES. The membership of this organization shall be made up of four classes: Active, Associate, Student, and Special members.

Section 2. MEMBERSHIP CHAIR. The Board shall appoint an active member in good standing to serve as the Membership Chair. The Membership Chair shall serve in such position until (1) the Membership Chair resigns from such position, (2) the Board appoints a successor Membership Chair. Applicants for Active and Associate membership shall submit an application to the HGS office that will be forwarded to the Membership Chair. The Membership Chair shall forward the application to the Secretary, who shall place the application before the Board. After action by the Board, the applicant shall be advised of the Board’s action. The names of new members shall be introduced to the Society by publication in the first available Bulletin following their election.

Section 3. ACTIVE MEMBERS. In order to be eligible for Active membership, an applicant shall: (1) have a degree in geology or an allied geoscience from an accredited college or university; or (2) have a degree in science or engineering from an accredited college or university and have been engaged in the professional study or practice of earth science for at least five (5) years. Active members shall be entitled to vote, stand for election, and serve as an officer in the Society.

Section 4. ASSOCIATE MEMBERS. In order to be eligible for Associate membership, an applicant shall be involved with the application of the earth or allied sciences. Associate

members will not be eligible to vote or hold elected office but will have all other rights and privileges enjoyed by Active members.

An Associate member who becomes eligible for Active membership may apply for transfer to Active membership by submitting an application to the HGS office.

Section 5. STUDENT MEMBERS. In order to be eligible for Student membership, an applicant must be a student enrolled in geology or in related sciences in an accredited college or university granting degrees in the earth sciences. Student members will not be eligible to vote, or hold elected office, but will have all other rights and privileges enjoyed by Active members. A Student member who becomes eligible for Active membership may apply for transfer to Active membership by submitting an application to the HGS office.

Section 6. SPECIAL MEMBERS. The Board may elect from time to time certain Special members who shall be those deemed by the Board to have benefited the profession of geology.

- a. Honorary Life Members. The Executive Board may from time to time elect as Honorary Life members persons who have distinguished themselves in the science of geology, or who have contributed outstanding service to the success and welfare of the Society. Honorary members shall also be considered Active members but shall not be required to pay dues.
- b. Emeritus Members. Active Members who attain the age of sixty-five (65) and have been Active members of HGS for a minimum of ten (10) consecutive years may request Emeritus status by contacting the HGS office. Emeritus members shall also be considered Active members.

Section 7. EXPULSION. The Board may suspend or expel any member of any class for cause after an appropriate hearing before the Board and upon a two-thirds majority vote of all the Board members. For cause may include, but is not limited to the following:

- a. misrepresentation of the member's qualifications, or
- b. conviction of any felony, or of any other offense, that the Board finds related to the practice of geology; or
- c. imposition of discipline by any professional licensing or registration board involving the suspension or revocation of the right to practice geology.

An accused member will be notified in writing of the hearing time and location and the charges against him/her. Such member has the right to defend himself/herself against the charges and the right to attend the hearing and/or submit written statements.

Section 8. TERMINATION FOR NON-PAYMENT OF DUES. When any member of any class, except Honorary Life, shall be in default in the payment of dues for a period to be set by the Board, that membership is automatically terminated.

Section 9. REINSTATEMENT. Any member who has been terminated for non-payment of dues will automatically be reinstated by either payment by check of one year's

dues to the Office Manager of the Society, or by paying one year's dues on the Society webpage.

Article IV COMPOSITION OF THE BOARD OF DIRECTORS

Section 1. THE BOARD. The Board of Directors of the Society (herein after referred to as the Board) is the governing body of the Society, and among its duties shall be to receive and pass upon all applications for membership, to fill vacancies occurring within the Board, except as otherwise provided in these Bylaws, to conduct all business, and to supervise the affairs of the Society. The Board shall consist of twelve (12) Directors composed of each of the Officers (as defined in Article VI of these Bylaws), being the President, President-elect, Vice President, Secretary, Treasurer, Treasurer-elect, Editor, and Editor-elect who shall concurrently serve as Directors in addition their Officer position, and the four (4) Directors-At-Large. The tenure of the Officers, in both their role as Officer and Director, shall be one (1) Administrative Year, except as noted otherwise in these Bylaws. The term of the Directors-At-Large shall be two (2) years.

Section 2. BOARD VOTING. Unless otherwise stated in these Bylaws, any action required to be taken by the Board shall be effective provided that a majority of the Directors are present to establish a quorum of a majority of the Directors. Actions requiring approval by the Board will be determined by a majority vote. In the event of a tie vote, the President's vote shall act as the tiebreaker. If the President is not present and voting in such action, then the vote of the highest-ranking officer (as determined by the order of mention in Article VI) who is present and voting in such action shall act as the tiebreaker.

Article V AUTHORITY OF THE BOARD

Section 1. AUTHORITY OF THE BOARD. The Board shall make the following determinations on behalf of the Society:

- a. A decision to change the Society member dues;
- b. Approval of the annual budget of the Society and all amendments thereto;
- c. Approval of the financial statements of the Society;
- d. Decisions regarding the functions and activities of the various committees of the Society;
- e. Approval of amendments to the Articles of Incorporation, Bylaws and other organizational documents of the Society, and to submit such amendments to a vote of the members when required;
- f. Approval of the selection of the Society auditors and the resulting audit reports;
and

- g. All other authority of the Society not otherwise vested in the Board pursuant to these Bylaws or the Articles of Incorporation of the Society.

Section 2. MEETINGS AND QUORUM. Except as provided in Article V, Section 3, any action or determination of the Board shall be accomplished by a majority vote of the members of the Board present providing a quorum of a majority of the Board members are present. Directors attending an in-person meeting via any remote conferencing means shall be counted towards the quorum. Meetings of the Board may be convened in person or via remote conferencing means. Meetings may only be held via remote conferencing means if (a) approved by the President, and (b) the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant. Board meetings shall be open for attendance by any member of the Society, except the Board may meet in executive session to discuss issues of office personnel and legal matters.

Section 3. ACTION OUTSIDE OF MEETING. The Board may also take an action or make a determination by a mail, electronic, or remote conferencing ballot on which two-thirds (2/3) of the members of the Board indicate their consent to such action or determination. Action taken by such mail, electronic or teleconference ballot shall constitute a valid action of the Board and reported via meeting minutes or ballot summary and ratified at the next meeting of the Board.

Section 4. VACANCIES. In the event of a vacancy in any Director or Officer position of the Society, unless otherwise filled pursuant to another provision of these Bylaws (such as the President-elect filling the vacancy of the office of the President), (a) in the event that the vacancy occurs when there is more than three (3) months remaining in the term of such office, the Board shall fill said vacancy for the unexpired term thereof by a majority vote (b) in the event that the vacancy occurs when there is less than three (3) months remaining in the term of such office, the Board may, in its discretion, fill said vacancy for the unexpired term thereof by a majority vote.

Section 5. TERMINATION FOR CAUSE. The term of any Director or Officer may be terminated for cause (i) after an appropriate hearing before the Board and upon a vote of two-thirds (2/3) of the Board after such hearing. Cause may include, but is not limited to the following:

- a. misrepresentation of the member's qualifications, or
- b. conviction of any felony, or of any other offense that the Board, or the members of the Society, as the case may be, finds related to the practice of geology; or
- c. imposition of discipline by any professional licensing or registration board involving the suspension or revocation of the right to practice geology.

An accused member will be notified in writing of the hearing time and location and the charges against him/her. Such member has the right to defend himself/herself against the charges and the right to attend the hearing and submit written statements.

Section 6. ABSENCE FROM MEETINGS. Regular Meetings of the Board shall occur at least monthly as scheduled by the President and noticed by the Secretary. Absence from three (3) Regular Meetings during a Society Administrative Year shall constitute a tender of a Director's resignation (for the avoidance of doubt such resignation shall be from all Officer and Director positions held by such person, as applicable), unless a satisfactory explanation is offered to, and accepted by, a majority of the Board (with the affected Director not included in the determination of quorum or eligible to vote in such action). Written or electronic notice shall be given to each member of the Board at least ten (10) days prior to the scheduled date of each Regular Meeting.

Section 7. SPECIAL MEETINGS. At the written request of the President, or in his or her absence or disability, the President-elect, the Secretary shall call a Special Meeting of the Board. Notice of any Special Meeting shall be given in writing, by telephone, electronically, or in person at least three (3) business days in advance of the scheduled date of such Special Meeting.

Article VI OFFICERS

Section 1. OFFICERS. The Officers of the Society shall be the President, President-elect, Vice President, Secretary, Treasurer, Treasurer-elect, Editor, and Editor-elect. The tenure of the officers shall be one administrative year, or until successors are elected and qualified. Each of the Officers shall also concurrently serve in the position of Director on the Board. Each Officer shall be an Active members in good standing of the Society.

Section 2. PRESIDENT. The duties of the President shall be to preside at all meetings, call special meetings, appoint such committees as are not provided for in these Bylaws, and jointly with the Secretary or the Treasurer sign all written contracts of the Society.

Section 3. PRESIDENT-ELECT. The President-elect shall serve one year and shall assume the office of President the following year. The President-elect will serve as a member of the Finance Committee and on the Board of Directors of the Houston Geological Society Memorial Scholarship Fund. This person will prepare to serve as President and, in the absence of the President, will assume the duties of that office. If the President is not able to complete the term, the President-elect will assume that office for the remainder of the administrative year and will also serve the following presidential term. In such an event, the office of President-elect shall remain vacant for the duration of that administrative year. In the event the President-elect is unable to complete the term of office, that person may not serve as President the following year.

Section 4. VICE PRESIDENT. The duties of the Vice President shall be to serve as Chair of the Technical Program Committee and, in the absence of the President and President-elect, to assume the duties of the President for no longer than the remainder of the administrative year.

Section 5. SECRETARY. The duties of the Secretary will be to keep the minutes of all Board meetings, to attend to all correspondence, and, when requested by the President, to co-sign all written contracts of the Society. The Secretary will assume the duties of the President in the absence of the President, the President-elect and the Vice President for no longer than the remainder of the administrative year.

Section 6. TREASURER. The duties of the Treasurer shall be to handle all funds and, when requested by the President, to co-sign all written contracts for the Society. The Treasurer shall be responsible for preparing the annual budget to be approved by the Board. The Treasurer shall serve as chair of the Finance Committee.

Section 7. TREASURER-ELECT. The duties of the Treasurer-elect shall be to assist the Treasurer, to become familiar with the details of the office of Treasurer, and to assume the duties of the Treasurer in the event the Treasurer is absent. The Treasurer-elect shall serve for one year as such, and in the following year assume the office of Treasurer. In the event the Treasurer-elect is unable to complete the term of office, that person may not serve as Treasurer the following year.

Section 8. EDITOR. The Editor shall serve for one year and shall have general supervision and final authority in soliciting, accepting, and rejecting all material on technical subjects for publication in the *Bulletin*. The Editor shall appoint, replace, and re-appoint such volunteer managing editors, associate editors, or assistant editors from among the Society membership as may be required to accomplish the publication of the *Bulletin*.

Section 9. EDITOR-ELECT. The duties of the Editor-elect shall be to assist the Editor, to become familiar with the details of the office of Editor, and to assume the duties of the office of the Editor in the event the Editor is absent. The Editor-elect shall serve for one year as such and in the following year assume the office of Editor. In the event the Editor-elect is unable to complete the term of office, that person may not serve as Editor the following year.

Article VII MEETINGS OF THE MEMBERS

Section 1. GENERAL MEETINGS. A meeting of the general membership shall be held at least once a month from September through May at an appropriate time and place selected by the President (each a "General Meeting"). Additional General Meetings may also be held in June, July or August by approval of two-thirds (2/3) vote of the Board. The only actions that may be taken at a General Meeting are actions proposed for a vote of the Members by an action by the Board or otherwise provided by these Bylaws.

Section 2. QUORUM. Twenty (20) members when present in person shall constitute a quorum at any Regular Meeting of the members of the Society. The rules of procedure as set forth in Robert's Rules of Order shall apply.

Section 3. SPECIAL MEETINGS. The Secretary shall call a special meeting of the members at the written request of (a) the President, or in his or her absence or disability, the President-elect, or (b) members having not less than one percent of the votes entitled to be cast at such meeting. Special meetings shall be held at a time and place fixed by the Board which in any event shall be held within 30 days of the Secretary's receipt of written request for the calling of such special meeting. The only actions that may be taken at a Special Meeting are actions proposed for a vote by an action by the Board or otherwise provided by these Bylaws.

Section 4. NOTICE. The Secretary shall give to each member, not less than ten (10) or more than fifty (50) days written notice of each General Meeting and Special Meeting of the Society. The notice shall state the time and place of the meeting and the person or persons calling the meeting and, in general terms, the purpose or purposes of each special meeting.

Article VIII NOMINATING COMMITTEE AND ELECTIONS

Section 1. NOMINATING COMMITTEE. The Nominating Committee shall consist of the last three available past Presidents, the most recent of whom shall be the Chair of the committee, and up to two additional Active members that shall be appointed by the President and approved by a majority of the Board. All members of the Nominating Committee are ineligible for nomination for any Officer or Director position. This committee shall annually nominate candidates for the Board in accordance with these Bylaws. The Nominating Committee shall nominate two or more candidates for each Board position. The committee shall submit to the President the names of the nominees, each of which must be an Active Member in good standing, for each office no later than January 1.

Section 2. ADDITIONAL NOMINATIONS. The candidates selected by the Nominating Committee shall be announced at the first General Meeting of the Society after January 1, at which time additional nominations may be made from the floor.

Section 3. PUBLICATION. The complete list of candidates shall be published in the April issue of the *Bulletin*.

Section 4. VOTING PROCEDURE. Voting shall be by secret ballot. The Ballot Committee shall mail ballots to all voting members no later than April 10 of each year. Members may vote by such procedure or procedures determined by the Board. To be counted, all ballots must be received in the Society office no later than May 10. Voting shall be by preferential ballot, and the candidate receiving the highest number of votes for each office shall be elected. In the case of candidates for Director-At-Large, those receiving the first and second highest number of votes shall be elected.

Section 5. PRESENTATION OF NEW BOARD MEMBERS. The newly elected officers and directors will be presented to the Society at the first General Meeting after the election. These new members may also attend the June meeting of the Board as observers.

Article IX OTHER COMMITTEES

Section 1. AUDIT COMMITTEE. The Audit Committee shall consist of the President, Treasurer, and Treasurer-elect with the Treasurer serving as chair. If any vacancy shall occur on the Audit Committee during the Administrative Year by any reason, the Board shall appoint a member to fill the vacancy until the next regular election of the Audit Committee. The Audit Committee shall have the authority to recommend auditors for the Society, to meet with such auditors and to review any reports by or correspondence from such auditors.

Section 2. INVESTMENT COMMITTEE. The Investment Committee consists of the Treasurer of the Society, who will serve as the Chair, the Treasurer-elect, the President and up to two (2) Members appointed by the President from the membership of the Society. Members appointed by the President from the membership of the Society shall be non-voting members of the Investment Committee. The Treasurer will have the responsibility for carrying out the investment policy and reporting to the Board.

Section 3. FINANCE COMMITTEE. The Finance Committee consists of the Treasurer of the Society, who will serve as the Chair, the Treasurer-elect, and the President. The Finance Committee shall be responsible for preparing the annual budget of the Society to be reviewed and approved by the Board.

Section 4. AD HOC COMMITTEES. The President may appoint from time to time Ad Hoc Committees whose charge will be specified by the President at the time of such an appointment. The charge of such a committee should be narrowly defined and of finite duration, and upon its completion, said committee shall cease to exist.

Section 5. MEETINGS OF COMMITTEES. Any committee designated pursuant to these Bylaws shall meet at such times and at such place or places as may be provided by such rules, or by resolution of such committee or the Board. At every meeting of any such committee, the presence of a majority of all the members thereof shall constitute a quorum and the affirmative vote of a majority of the members present shall be necessary for the adoption by it of any resolution.

Article X ADMINISTRATIVE YEAR

The “Administrative Year” shall be from July 1 of one year through June 30 of the following year. An annual financial report for each administrative year shall be made available to the membership on or before December 31 following the conclusion of that administrative year.

Article XI DUES

Section 1. DUES. The annual dues shall be determined by the Board. The first dues notice shall be sent June 1.

Section 2. DUES CHANGES. Upon a majority vote of the Board, annual dues may be changed by an amount not exceeding a cumulative twenty percent (20%) through any two successive Administrative Years.

Section 3. LATE FEES. Late fees, if any, shall be determined by majority vote of the Board.

Article XII INDEMNIFICATION

The Society shall indemnify each member of the Board to the fullest extent permitted by Chapter 8, Section 8.001 and Sections 8.101-8.103 of the Texas Business Organizations Code of the State of Texas, as the same may be amended from time to time. In the event that Chapter 8, Section 8.001 and Sections 8.101-8.103 of the Texas Business Organizations Code of the State of Texas or similar statute is amended to provide broader indemnification of directors than permitted prior to such amendment, then the liability of each member of the Board of the Society shall be limited to the fullest extent permitted by the statutes of the State of Texas, as so amended, and such elimination or limitation of liability shall be in addition to, and not in lieu of, the limitation on the liability of each member of the Board provided by the foregoing provision of this Article XII. Any repeal or amendment of this Article XII shall be prospective only and shall not adversely affect any duty of the Society to indemnify members of the Board of the Society existing at the time of such repeal or amendment.

Article XIII AMENDMENTS

Section 1. PROCEDURE FOR AMENDMENT. Amendments to these Bylaws may be proposed at any time by resolution of the Board or by petition signed by at least ten percent (10%) of the Active members. Adoption of such amendments shall be by secret ballot in which approval is given by at least two-thirds (2/3) of the total number of members voting. The proposed amendments to the Bylaws and a ballot shall be delivered in such form or forms as determined by the Board and submitted to the active members for vote using any voting method or methods determined by the Board. Ballots must be received no later than forty-five (45) days from the date that ballots are delivered to the active members.

Section 2. LACK OF CLARITY. In the event of lack of clarity, an attorney selected by the Board shall interpret these Bylaws with final interpretation by the Board.

ARTICLE XIV DISSOLUTION

A proposal to dissolve the Society may be put forward by either a two-thirds (2/3) majority of the Board or by petition signed by at least twenty five percent (25%) of the active members of the Society. Such proposal requires a vote of the Active membership and passes only if at least two-thirds (2/3) of those voting agree to dissolve the Society. Balloting is to be the same as for amendments to these Bylaws. In the event this Society is dissolved and after all Society debts have been paid and met, all assets shall then be donated to one or more organizations qualifying for exemption under Internal Revenue Code Sections 501(c)(3) or 501(c)(6) as determined by the Board in its sole discretion.

Article XV CONFORMITY WITH OTHER GOVERNING DOCUMENTS

Section 1. In the event of a conflict between the Articles of Incorporation of this Society and the Bylaws of this Society, the Articles of Incorporation shall prevail. Within ninety

(90) days of discovering a conflict with the Articles of Incorporation of this Society, the Board shall amend the Bylaws of this Society to remove such conflict, pursuant to the requirements set forth by Article XIII.

Section 2. This Society, or a committee of this Society, may issue additional governing documents, all of which are subordinate to the Bylaws of this Society. Any such documents are subject to approval by the Board and may be amended by the Board by a majority vote without any additional notice or approval. If there is a conflict with an additional governing document and the Bylaws of this Society, within a reasonable amount of time of discovering the conflict with the Bylaws of this Society, the Board shall by majority vote, without any additional notice or approval, amend the conflicting language of the additional governing document to remove such conflict.

As amended and approved as of June, 2020.