

CONSTITUTION and BYLAWS
of the
VERMONT GEOLOGICAL SOCIETY, INC.

CONSTITUTION

Article I: NAME AND FORM

The name of this organization shall be the Vermont Geological Society, Inc., a non-profit, non capital stock corporation.

Article II: PURPOSE

The purpose of the Society shall be:

1. To advance the science and profession of geology and its related branches by encouraging education, research and service through the holding of meetings, maintaining communications, and providing a common union of its members.
2. To contribute to the public education of the geology of Vermont and to promote the proper use and protection of its natural resources.
3. To advance the professional conduct of those engaged in the collection, interpretation and use of geologic data.

Article III: MEMBERSHIP

Membership in the Society shall consist of Members with full voting rights, and other membership categories not having voting rights in Society proceedings.

Article IV: MANAGEMENT

The affairs of the Society shall be managed by the officers and board of directors elected at regular intervals from the voting membership of the Society. The officers and board of directors constitute the executive committee.

Article V: ANNUAL CORPORATE MEETING

The annual corporate meeting of the Society for the election of officers and board of directors and for such other business as may properly come before the meeting shall be held at such time and place as the executive committee may from time to time prescribe.

Article VI: BYLAWS

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

Article VII: AMENDMENTS

Amendments to this Constitution may be made at any annual corporate meeting of the Society by a two-thirds vote of the members voting, due notice having been given each member of such proposed amendment at least four weeks before the annual corporate meeting.

BYLAWS

Article I: MEMBERSHIP

A. Member

Membership shall be open to any person who has a degree in geology or is professionally engaged in geology and whose application, filed in the proper manner, has been approved by the executive committee.

B. Associate Member

Associate membership shall be open to any person *or organization* interested in geology and its related branches whose application, filed in the proper manner, has been approved by the executive committee. Associate members shall enjoy the same rights and privileges as full members except that they shall have no vote in Society proceedings nor be eligible to serve as officers.

C. Student Member

Student membership shall be open to any student interested in geology, whose application, filed in the proper manner, has been approved by the executive committee. Student members shall enjoy the same rights and privileges as full members except that they have no vote in Society proceedings nor be eligible to serve as officers.

D. Lifetime Member

A lifetime membership may be bestowed by the executive committee upon an individual who has made a significant contribution in Vermont geology.

E. Honorary Non-Voting Member

An honorary membership may be bestowed by the executive committee on an individual who has made a significant contribution to the Society.

Article II: DUES

- A. Dues for members and associate members shall be \$ 8.00 for each fiscal year.
- B. Dues for student members shall be \$ 4.00 for each fiscal year.
- C. Dues shall be payable on or before the first of September of each year.
- D. Changes in dues shall be recommended by the executive committee, but shall not become effective until voted by the members of the Society.
- E. Any member, associate member, or student member whose dues remain unpaid for a one year period and who fails to pay said dues within 30 days after written notification of said arrears shall be dropped from membership.
- F. *Memberships approved after July 1 shall be effective until the annual meeting of the following year.*

Article III: FISCAL YEAR

The fiscal year of the Vermont Geological Society shall run from annual meeting to the succeeding annual meeting.

Article IV: OFFICERS

- A. The officers of the Vermont Geological Society shall be a president, a vice-president, a secretary, and a treasurer. These officers, together with the board of directors, consisting of 3 members, shall constitute the executive committee.
- B. The officers shall be elected for a term of one year each and two members of the board of directors for a term of two years each, one being elected each year at the annual meeting. The third member of the board of directors shall serve a term of one year and shall be the immediate past president of the Vermont Geological Society. If there is no immediate past president, the third member of the board of directors shall be elected at the annual meeting.
- C. No person, with the exception of charter members, shall be eligible to serve as an officer or a member of the board of directors who has not been a member for at least one full year.

Article V: COMMITTEE ON NOMINATIONS

- A. A committee on nominations, consisting of three members, shall be appointed annually by the executive committee at the regular meeting following the annual meeting and shall serve until the regular meeting following the next annual meeting.
- B. The committee on nominations shall:
 - 1. Select one nominee for each office to be filled at the next annual meeting.
 - 2. Report to the last regular meeting prior to the annual meeting the names of those selected, at which time additional nominations may be made from the floor.
 - 3. Mail a list of all nominees to all member not less than 30 days prior to the annual meeting.

Article VI: ELECTION OF OFFICERS AND DIRECTORS

- A. Method of Election:
 - 1. Officers and directors shall be elected at the annual meeting.
 - 2. Voting shall be by ballot *at the annual meeting*.
 - 3. *Those persons who will not be able to attend the annual meeting may request an absentee ballot from the secretary and shall return this ballot in the envelope provided so as to be received prior to the annual meeting.*
- (3)4. Officers and directors shall assume their duties at the close of the meeting at which they were elected.
- B. Vacancies in Office:
 - 1. A vacancy in any office shall be filled for the unexpired term by a person elected by the executive committee.
 - 2. Voting shall be by ballot if there is more than one nominee for the office.
 - 3. A two-thirds vote of the members of the executive committee shall constitute an election.

Article VII: DUTIES OF THE OFFICERS AND DIRECTORS

A. President:

The President shall:

- a. Preside at meetings of the Society and the executive committee.
- b. Be an ex-officio member of all committees except the nominating committee.
- c. Determine the duties of the vice-president.
- d. Coordinate the work of the officers and committees, in order that the objectives of the Society may be promoted.
- e. Submit an annual report to the Society at the annual meeting.

B. Vice-President:

The Vice-President shall perform the duties of the President in the absence of inability of that officer to serve, and those duties assigned by the President.

C. Secretary:

The Secretary shall:

- a. Record the minutes of all meetings of the Society and the executive committee.
- b. Be responsible for mailing to each member of the executive committee a copy of the minutes of all meetings of the Society and the executive committee.
- c. Conduct such correspondence as the Society, the officers, or the board of directors may direct.
- d. Notify officers and standing committee chairmen of their election.

D. Treasurer:

The Treasurer shall:

- a. Be a member of the budget committee.
- b. Collect and record funds in accordance with the approved budget and/or upon direction of the executive committee.
- c. Present a financial statement at the annual meeting.
- d. Disburse funds and pay all bills by check when approved by the president.
- e. Present a financial statement at each meeting and at other times as requested by the president.
- f. Close the books at the end of the fiscal year and submit them for audit to the budget committee.
- g. Send dues notices to members one month prior to the date that they are due.
- h. The Treasurer shall be bonded in amounts determined by the executive committee. The expense of these bonds shall be paid for by the Society.

E. All Officers and Directors:

All Officers and Directors shall:

- a. Perform the duties prescribed in the parliamentary authority in addition to those outlined in these bylaws and those assigned from time to time.
- b. Deliver to their successors all official material within fifteen(15) days following the close of the annual meeting at which term of office expires.

Article VIII: REGULAR MEETINGS

- A. Regular meetings shall be held four times a year.
- B. A special meeting may be called in lieu of or in addition to a regular meeting.
- C. The date, time and place of each meeting shall be determined by the executive committee.

Article IX: ANNUAL MEETING

- A. The annual meeting shall be held in the month of October and shall be considered a regular meeting.
- B. The date, time and place of each annual meeting shall be determined by the executive committee.
- C. The annual meeting shall be the governing body of the Society.

Article X: VOTING BODY

- A. The voting body of the meetings shall consist of the members of the Society.
- B. Each member shall have but one vote.
- C. *At the annual meeting, twenty-five percent (25%) of the membership shall constitute a quorum, two of whom shall be members of the executive committee. Business may be conducted at other duly warned meetings without a quorum. All meetings shall be warned no less than two weeks prior to the meeting.*

Article XI: EXECUTIVE COMMITTEE

- A. Membership:
 1. There shall be an executive committee comprised of the officers, two (2) members elected at large, and the immediate past president of the Society.
 2. The executive committee shall meet at the call of the president or upon written request of two of its members.
 3. A majority shall constitute a quorum.
- B. Duties:

The executive committee shall:

 - a. Perform the duties delegated to it here and also where under these by-laws.
 - b. Transact business referred to it by the membership.
 - c. Receive and pass upon plans of work of chairmen of standing committees and authorize and direct the work of each.
 - d. Select the time and place of all meetings, including the annual meeting.
 - e. Submit to the membership such recommendations as it deems advisable.
 - f. Determine the amount and authorize payment of fidelity bonds for the treasurer of the Society.
 - g. Take no action in conflict with that of the membership.

Article XII: COMMITTEES

- A. Standing Committees
 1. Standing committees may be created or dissolved by the executive committee as deemed necessary to promote the purpose and carry out the work of the Society.
 2. Each standing committee shall consist of a chairman and such other persons as may be appointed by the executive committee.
- B. Nominations for Chairman:
 1. Nominations for chairman of standing committees shall be made by the committee on nominations, and shall be reported by the committee on nominations at the regular meeting prior to the annual meeting.

2. Additional nominations may be made from the floor of this meeting.
 3. Only a member of the Society, whose consent has been secured, shall be eligible for nomination for chairman.
- C. Election of Chairman
1. The election of chairmen of standing committees shall be held at the annual meeting prior to the election of officers and directors.
 2. A majority of votes cast shall constitute an election.
- D. Duties of Chairmen:
The chairman of each standing committee shall submit a plan of work to the executive committee for approval.
- E. Vacancies in Chairmanships:
If a vacancy occurs in the chairmanship of a standing committee, the executive committee shall be empowered to fill such vacancies.
- F. Special Committees:
Special committees may be created and appointed by the president or by the executive committee
- G. President Ex-Officio:
The president shall be an ex-officio member of all committee except the committee on nominations.

Article XIII: AMENDMENTS

These by-laws may be amended at any annual meeting of the Vermont Geological Society by two-thirds of the members voting, due notice having been given each member of such proposed amendment at least four weeks before the annual meeting.

Revisions:

Revisions to the Bylaws are shown in italic type. The revisions were adopted at the Annual Meetings in 1976 and 1977. These revisions were:

October 1976

Article VI

A.2 modified

A.3 added

A.4 renumber former number 3

October 1977

Article I

B. modified

D. added

E. added

Article II

F. added

Article X

C. modified