

GEOLOGICAL SOCIETY OF NEVADA (GSN)

BY-LAWS FOR THE DAILY AFFAIRS OF THE GSN

Article I. GSN General Membership Meetings

Section 1. Approximately nine GSN General Membership Meetings shall take place each year, the dates of these being on the third Friday of the month, unless some other day is more convenient or appropriate during a specific month. The GSN General Membership Meetings will normally be held from September through May. Additional GSN General Membership Meetings may be held as deemed appropriate or necessary by the GSN Officers.

Section 2. The number of meetings and times and places of meetings of Adjunct Organizations shall be determined by the Executive Committees of the individual organizations; however, there shall be no conflict on meeting dates between the GSN General Membership Meeting and the Adjunct Organizations.

Section 3. GSN General Membership Meetings may consist of a talk and slide show, film, or other activities approved by the Executive Committee. Decisions concerning the time, place and content of the GSN General Membership Meetings shall be made by the GSN Executive Committee.

Article II. Election Procedures

Section 1. Voting Officers shall consist of a President, Vice President, Secretary, Treasurer, Membership Chairperson, Digital Media Chairperson, and Publication Chairperson. The term for each office shall be one year. Each year shall run from June through May.

Section 2. The Board of Directors' Nominating Committee will deliver the slate of Officers for the Executive Committee and the slate for the two expiring terms of the Elected Members of the Board of Directors for the upcoming Fiscal Year to the current GSN President by March 20th of each year.

Section 3. The GSN Executive Committee will have the slate of Officers for the Executive Committee and the slate for the expiring term of the appropriate Class of Elected Members of the Board of Directors published as an announcement in the April GSN Newsletter. The Announcement shall also indicate the election will be sent as an electronic mail and postal mail ballot in early April.

Section 4. The Executive Committee will distribute the ballots to all Members of the GSN between April 1st and April 7th.

Section 5. The aforementioned ballot shall: 1) identify the slate of Officers for the Executive Committee and provide for a "for" or "against" vote on that slate; 2) identify the slate for the expiring term of the appropriate Class of the Elected Members of the Board of Directors and provide a location to cast a "for" or "against" vote on that slate; 3) provide for a place for the voter to place their name; 4) state that for a vote to be considered the vote must be received at the GSN office within ten working days of the date it was distributed to the membership; and 5) the distribution date shall be included on the ballot.

Section 6. All valid ballots received by 11:59 pm on the tenth working day after the ballot is distributed to the Membership shall be counted. For a ballot to be valid the name of the member must be attached to the ballot and the ballot must include a "for" or "against" vote on each slate on the ballot to be counted as a vote for that slate. The GSN President working with the GSN Office Manager shall count the votes. The GSN President shall announce the results of the vote at the May GSN General Membership Meeting to have the results of the

vote published as an announcement in the May GSN Newsletter.

Section 7. In accordance with the GSN Constitution's Article IV, Section 4, nominations for honorary membership can be proposed by any GSN member. The procedure for nominating candidates for election to Honorary Member status shall be as follows: Nominations are to be proposed to the GSN Executive Committee. Each nomination recommended by the Executive Committee for approval by the Board of Directors must be accompanied by a document approved by the Executive Committee and including the following: 1) Name of Nominee; 2) Membership Status; 3) Statement of reasons for qualification as an Honorary Member; 4) Brief biography including a history of GSN involvement and contributions; and 5) Statement that the nominee agrees to be so honored. The Board of Directors shall review and approve/disapprove all nominations for Honorary Members recommended to it by the Executive Committee. Following the BOD approval, the Executive Committee will notify the nominee prior to the next General Meeting. The Board of Directors will accept for consideration the nomination of any member who meets the following three subjective qualifications: a) A long career in the geological sciences or a related field; b) Long-term association and membership in the Geological Society of Nevada; and c) A long-term history of accomplishment in the geological sciences or support of the GSN.

Article III. GSN Executive Committee

Section 1. The GSN Executive Committee shall meet monthly, or as determined necessary by the GSN Executive Committee, to review, plan and conduct the day-to-day business of the GSN. The GSN Executive Committee shall create subcommittees that may be composed of any Member of the GSN, as needed to conduct specific functions of the GSN. All subcommittees shall have a chair that reports to the GSN Executive Committee.

Section 2. Voting by GSN Officers shall be done by the person(s) in that officer position or another GSN Officer with that person's written proxy to vote for them. In the event that a position on the GSN Executive Committee is held by more than one person, that position still has only one vote. Should one or all of the people serving in a position, or their written proxy, not be present for the vote, then that position shall be considered absent for that vote.

Article IV. Amendments to the By-Laws

Section 1. Any amendments to the By-Laws shall be developed by the GSN Executive Committee. The GSN Officers shall then vote on the amendments to the By-Laws to send them to the Board of Directors for approval. Prior to sending the proposed amendments to the Board of Directors, the GSN membership shall be notified of the proposed amendments through an announcement in the GSN Newsletter or by electronic mail.

Article V. Financial Management

Section 1. The GSN Executive Committee shall manage the daily affairs of the GSN in a fiscally responsible manner.

Section 2. It shall be the intent of the Executive Committee and the Board of Directors to follow, as closely as practicable, an annual budget where expenditures do not exceed operating income. The budget will be prepared annually by the Treasurer in consultation with the President and Vice- President, and reviewed and approved by the Executive Committee and Board of Directors.

Section 3. The GSN Treasurer shall monitor the periodic statements of the investment funds and communicate as requested with the Board of Directors.

Section 4. The GSN Executive Committee will deposit no less than 50 percent of the profits from any large special event, such as a symposium or significant contribution, into the investment fund, unless otherwise directed by the Board of Directors.

Section 5. The Executive Committee may, on no less than an annual basis, convert no more than 50 percent of the earnings from the investment fund to operating income unless otherwise directed by the Board of Directors.

Section 6. The principal balance of the investment fund may be used for any purpose deemed necessary by the Executive Committee and approved by the Board of Directors.

Section 7. The GSN President and GSN Treasurer, in cooperation with the GSN Executive Committee, shall prepare, on or before the April GSN Executive Committee meeting an annual operating plan and budget for the GSN, including all the Adjunct Organizations. The GSN Executive Committee shall review, modify as necessary, and approve the operating plan and budget. The GSN President and GSN Treasurer shall then deliver the approved operating plan and budget to the Board of Directors for their review and approval.

Section 8. The Treasurer shall, at a time specified by the GSN Executive Committee, make an annual report to the membership which will include: a summary of the income, expenditures and asset balances for the previous year; the approved budget for the upcoming year; and the status of the investment fund.

Article VI. Removal of an Elected Member of the Board of Directors

Section 1. Should the Board of Directors determine one of the Elected Members of the Board of Directors is unable to fulfill the responsibilities of their position or has engaged in actions that are inappropriate with the objectives of the GSN, then the Chair of the Board of Directors, or an otherwise designated Elected Member of the Board of Directors, if the Chair is the individual under consideration, shall initiate the process of removal of that member.

Section 2. The Chair of the Board of Directors, or an otherwise designated Elected Member of the Board of Directors if the Chair is the individual under consideration, and other members of the Board of Directors that the Board of Directors determines are appropriate shall meet with a quorum of the GSN Officers to review the facts and findings of the Board of Directors. Based on the facts and findings presented to the GSN Officers, the GSN Officers shall determine if they have any objections to the Board of Directors proceeding with the removal action. The determination shall be through a simple majority vote by the Executive Committee.

Section 3. If the GSN Officers do not object to the removal action, the Board of Directors shall at their next meeting consider the removal action. The consideration shall consist of a presentation by the Chair, or an otherwise designated Elected Member of the Board of Directors if the Chair is the individual under consideration, on the facts and findings of the Board of Directors on the determination of action that are inappropriate with the objectives of the GSN, and then a presentation by the member of the Board of Director under consideration for removal. Based on these presentations, the Board of Directors shall determine whether the actions of the Elected Member of the Board of Directors shall warrant the removal of that individual as an Elected Member of the Board of Directors. The determination shall be by a simple majority vote of a quorum of the Board of Directors. The Elected Member of the Board of Directors under consideration is not eligible to vote in this determination. The decision of the Board of Directors is effective immediately.

Article VII. Removal of a GSN Officer

Section 1. Should the GSN Executive Committee determine through a simple majority vote of the GSN Executive Committee that one of the GSN Officers is unable to fulfill the responsibilities of their position or engaged in actions that are inappropriate with the objectives of the GSN, then the GSN President, or the GSN

Vice President if the GSN President is the individual under consideration, shall initiate the process of removal of that GSN Officer.

Section 2. The GSN President or the Vice President if the President is the individual under consideration, and other members of the GSN Executive Committee that the GSN Executive Committee determines are appropriate shall meet with a quorum of the Board of Directors at their next meeting to review the facts and findings of the GSN Executive Committee. Based on the facts and findings presented to the Board of Directors, the Board of Directors shall determine if they have any objections to the GSN Executive Committee proceeding with the removal action. The determination shall be through a simple majority vote.

Section 3. If the Board of Directors does not object to the removal action, the GSN Executive Committee shall at their next scheduled monthly meeting consider the removal action. The consideration shall consist of a presentation by the GSN President, or the GSN Vice President if the GSN President is the individual under consideration, on the facts and findings of the GSN Executive Committee on the determination of action that are inappropriate with the objectives of the GSN, and then a presentation by the GSN Officer under consideration for removal. Based on these presentations, the GSN Executive Committee shall determine whether the actions of the GSN Officer shall warrant the removal of that individual as a GSN Officer. The determination shall be by a simple majority vote of a quorum of the GSN Officers. The GSN Officer under consideration is not eligible to vote in this determination. The decision of the GSN Executive Committee is effective immediately.

Article VIII. Board and Officer Vacancies

Section 1. Should one or more vacancies occur in the Elected Members of the Board of Directors that is scheduled for election or in the GSN Officers, and the Board of Directors has approved the slate of candidates of the elected position to be voted upon by the membership to fill those positions, then those positions shall remain vacant until filled by the results of the scheduled election.

Section 2. Should a vacancy occur that is not subject to Section 1 of this Article, then the GSN Executive Committee shall, at their next regularly scheduled monthly meeting consider candidates for the position and nominate a qualified individual to fill the position for the remainder of the term. The nomination shall be through a simple majority vote of a quorum of the GSN Officers. The GSN President shall present the nominee to the Board of Directors. The Board of Directors shall then vote on the nomination put forth by the Executive Committee at their earliest opportunity. The vote shall be by a simple majority of a quorum of the Board of Directors. The decision of the Board of Directors shall be effective immediately.

Article IX. Dues

Section 1. The annual membership dues for a Member are \$50.00 per year. As part of the payment of the annual dues, a Member may designate a primary affiliation with an Adjunct Organization, or GSN in general. The affiliation with an Adjunct Organization determines voting authority for that Adjunct Organization.

Section 2. Temporary membership in the GSN for otherwise non-Members is established for the following categories:

- Monthly Meetings - \$5.00 per meeting;
- Field Trips - \$50.00 per field trip; and
- Special Events - \$50.00 per event, or \$10.00 per day.

Temporary members are not eligible to vote as a Member of the GSN.

Section 3. Individuals who participate as registrants at GSN events (meetings, symposia, field trips, short courses and exhibits) are considered members of GSN throughout the duration of the event. These include

registrants who pay as well as registrants who are partially, or entirely comped (for example, selected speakers, field-trip leaders, students and guests).

Article X. Newsletter

Section 1. The GSN Newsletter shall be published monthly at the beginning of each month, except for June and July. The primary method of publication is as a .pdf electronic file that is distributed via electronic mail to the Membership. For an additional charge, GSN distributes a paper copy by postal mail upon request.

Section 2. The GSN Newsletter shall include, at a minimum, any announcement required by the GSN Constitution or By-Laws, a calendar of events, including announcements of the GSN General Meetings and meetings of the Adjunct Organizations, and information of general interest to the membership.

Article XI. GSN Office

Section 1. The GSN shall maintain an office in Reno, Nevada open on a daily basis and staffed by the GSN Office Manager. The office provides information about GSN functions and sells GSN publications to GSN members and the general public.

Section 2. The location of the GSN Office is at the Great Basin Science and Sample Library, Nevada Bureau of Mines and Geology building, 2175 Raggio Parkway, #107, Reno, NV 89512. Any change in the location of the GSN Office shall be subject to the approval of the Board of Directors and an amendment to the GSN By-Laws.

Article XII. GSN Support Staff

Section 1. GSN as an organization shall be managed by volunteers. However, due to the size and scope of the organization, GSN needs to retain individuals through contract or other mechanisms, to provide certain skills or complete certain tasks necessary to maintain the organization. These individuals or positions are termed GSN Support Staff. The GSN Support Staff includes the GSN Office Manager, bookkeeper, and typographer. A separate individual is not required for each support staff position.

Article XIII. Records Management

Section 1. The records of GSN shall be managed in a manner that maintains the integrity of the records for future use and retrieval. The GSN shall maintain a secure location for the storage of GSN records. GSN records to be maintained indefinitely includes paper copies of membership rolls, directories, newsletters, voting records, the minutes of the meetings, and at least one copy of each publication. These records will be stored until deemed no longer necessary by the GSN Executive Committee and Board of Directors.

Article XIV. Addition of Executive Committee Voting Officers

Up to three additional Executive Committee Officers may be added upon recommendation by the GSN Executive Committee and approval by the Board of Directors.