

GEOLOGICAL SOCIETY OF NEVADA (GSN) CONSTITUTION

Article I. Name

This organization shall be known as the Geological Society of Nevada, with offices located in Reno, Nevada, and is hereafter referred to as GSN.

Article II. Objectives

Section 1. The objectives of GSN shall be to promote the advancement of geological sciences, especially as they relate to Nevada, by encouraging and sponsoring the dissemination of information through meetings, field trips, and publications, and by the support of academic endeavors.

Section 2. GSN is a non-profit educational and trade organization under section 501 (c) (6) of the Internal Revenue code. No portion of the assets shall be used to the benefit of any member or individual.

Article III. Adjunct Organizations (Chapters)

Section 1. From time to time, the GSN may establish Adjunct Organizations, such as chapters, which currently exists in Elko, Las Vegas, and Winnemucca. Each such organization or chapter shall establish Bylaws and present them to the Board of Directors of the GSN for review and approval; and all amendments thereto shall also be subject to the approval of the Board of Directors of the GSN. Adjunct Organizations shall operate in accordance with the Objectives of the GSN and have a parallel executive committee structure and Bylaws. The Bylaws and Constitution of the GSN shall prevail and govern over the documents and actions of any GSN Adjunct Organization. No GSN Adjunct Organization created under this Article III shall be incorporated or otherwise enjoy separate legal existence, identity or powers. No organization which is incorporated or otherwise enjoys separate legal existence, identity or powers shall be an Adjunct Organization for the purposes of Article III.

Section 2. Membership in any Adjunct Organization carries all the rights of full membership in the GSN.

Article IV. Membership

Section 1. GSN shall be composed of members, student members and honorary members.

Section 2. Members shall be persons whose professional activities or whose interests are in keeping with the Objectives of the GSN and who are considered current, as defined in Article VI, Section 1.

Section 3. Student members shall be students in good standing from colleges and universities whose scholastic achievements and interests are in keeping with the Objectives of the GSN. Student members shall enjoy all the privileges of members and hereinafter are included in all

references to members.

Section 4. Honorary members shall be persons who have made outstanding contributions to the advancement and/or promotion of the geological sciences in Nevada, or who have made significant contributions to the GSN, and who are deserving of recognition for their advancements and/or promotion. Nominations for honorary membership can be proposed by any GSN member, but must be approved by the Board of Directors and then confirmed by a majority vote of the members at a general meeting. Honorary members shall enjoy all the privileges of members and hereinafter are included in all references to members.

Section 5. Temporary membership may be granted to individuals for meetings or special events. The terms of the temporary membership shall be outlined in the GSN Bylaws.

Article V. Governance

Section 1. The GSN shall be governed by a Board of Directors and an Executive Committee. GSN's fiscal year is from June 1 through May 31.

Section 2. Board of Directors. The Board of Directors shall have and exercise, on behalf of the GSN, all rights, powers and privileges granted to the GSN as a not-for-profit corporation organized under the laws of Nevada in the carrying out of the purposes set forth in the Articles of Incorporation and Article II of the GSN Constitution. The Board of Directors shall serve as Trustees of the corporation for their term of office. The Board of Directors shall be responsible for the overall direction of the GSN.

The Board of Directors shall be composed of: a minimum of six past officers of GSN or GSN Adjunct Organizations who are to be elected by the membership; the current President of the GSN; the current President(s) of the GSN Adjunct Organization(s); and the most recent past President of the GSN. All members of the Board of Directors shall be current GSN Members as defined in Article IV. Current officers of the GSN Executive Committee and current officers of the Adjunct Organizations executive committee are not eligible to serve as elected members of the GSN Board of Directors. The Board of Directors shall meet on a quarterly basis at times and locations determined appropriate by the Board of Directors. A quorum for a meeting of the Board of Directors shall consist of the number of the members of the Board of Directors that equals no less than a simple majority of the Board of Director positions in existence at the time the meeting is called to order. The Chairperson of the Board shall be one of the elected members of the Board of Directors selected by the Board of Directors. The Board of Directors, in consultation with the Officers of the Executive Committee, may remove a member of the Board of Directors for actions inappropriate with the Objectives of the GSN. The Bylaws shall outline the procedures for consultation and such removal.

The Board of Directors shall establish an Audit Committee and a Nominating Committee comprised of members of the Board of Directors. The Audit Committee shall also include the current GSN Treasurer. The Board of Directors shall, as determined necessary, establish other committees comprised of members of the GSN. The Board of Directors has the authority to, and shall: approve the annual operating plan and budget of the GSN; manage the GSN investment

funds; approve amendments to the GSN Bylaws as proposed by the Executive Committee; authorize and dissolve, in accordance with Articles III and VIII, any GSN Adjunct Organization; adjust the number of elected member positions of the Board of Directors; develop policy for the conduct of the Board of Directors; and conduct other activities necessary to fulfill the responsibility for overall direction of the GSN.

The elected member positions of the Board of Directors shall be divided into three Classes (Classes A, B, and C) of approximately equal numbers. Each Class shall serve staggered three year terms such that at each annual election only one Class shall be eligible for election. At the first election of the Board of Directors the Class A members shall serve a nominal one year term, the Class B members shall serve only a nominal two year term, and the Class C members shall serve a nominal three year term.

Section 3. Executive Committee. The GSN Executive Committee shall be comprised of Officers that include a President, Vice-President, Secretary, Membership Chairperson, Treasurer, Digital Media Chairperson, and Publication Chairperson. The Executive Committee shall have the authority to add additional voting or non-voting members to the Executive Committee. All members of the GSN Executive Committee shall be current GSN Members as defined in Article IV. The Executive Committee shall meet on a monthly basis at times and locations determined appropriate by the Executive Committee. A quorum for a meeting of the Executive Committee shall consist of no less than two-thirds of the Officers of the Executive Committee. The Officers of the Executive Committee, in consultation with the Board of Directors, may remove an Officer of the Executive Committee for actions inappropriate with the Objectives of the GSN. The Bylaws shall outline the procedures for consultation and such removal.

The Executive Committee shall be responsible for the daily affairs of the GSN. The Executive Committee shall, as determined necessary, establish other committees comprised of members of the GSN. The Executive Committee shall: develop and present to the Board of Directors an annual operating plan and budget, including the budgets for the Adjunct Organizations, for the GSN; propose amendments to the GSN Bylaws to the Board of Directors, as determined necessary; manage the GSN operating funds and the other GSN assets; and conduct other activities necessary to fulfill the responsibility for management of the daily affairs of the GSN.

Section 4. Election of the Board of Directors and the Officers of the Executive Committee. The slate of elected members of the Board of Directors and the Officers of the Executive Committee shall be nominated by the Nominating Committee and reviewed by the Board of Directors.

The election of the elected members of the Board of Directors shall occur through a mail and/or electronic mail ballot near the end of the fiscal year. The elected members of the Board of Directors shall be elected by a simple majority of the returned mail ballots received by the GSN Officers ten

(10) working days after a ballot is mailed to the membership by GSN Executive Committee. The newly elected members of the Board of Directors shall begin their terms at the beginning of the next fiscal year.

The election of the Officers of the Executive Committee shall occur through a mail and/or electronic mail ballot near the end of the fiscal year. The Officers of the Executive Committee shall be elected by a simple majority of the returned mail ballots received by the GSN Officers ten (10) working days after a ballot is mailed to the membership by GSN Executive Committee. The newly elected Officers of the Executive Committee shall begin their terms at the beginning of the next fiscal year.

For the first election of the Board of Directors after these amendments to the GSN Constitution are passed by the membership, a slate of nominees for the elected positions on the Board of Directors shall be presented by the GSN Officers to the membership through a mail and/or electronic mail ballot within thirty (30) days of the passage of these amendments to the GSN Constitution.

Section 5. Vacancies in the Board of Directors and Executive Committee. In the event of an unscheduled vacancy on the Board of Directors or the Executive Committee, the Executive Committee shall nominate a qualified individual to complete the term of the vacant position and the Board of Directors shall vote on that individual.

Section 6. Bylaws. The Executive Committee shall draft the Bylaws for the GSN, or changes to the Bylaws, and then propose them to the Board of Directors for review and approval. The Bylaws shall address the meetings of the membership, the activities and procedures of the Executive Committee, the amount of annual dues, procedures for voting by the membership, amendments to the Bylaws, and other items as determined appropriate by the GSN Executive Committee.

Article VI. Dues

Section 1. Members shall be considered current when dues have been paid for the current year.

Section 2. Amount of dues shall be established in the Bylaws and this amount being one which will enable GSN to operate successfully with no shortages of operating capital.

Section 3. Dues for students shall be half the amount paid by members.

Section 4. Honorary members shall be exempt from paying annual dues.

Section 5. Dues for temporary membership shall be established in the GSN Bylaws.

Section 6. Payment of dues to GSN by any person qualified as stated in Article IV shall be considered a declaration of membership in GSN by that person.

Article VII. Amendments to the Constitution

Section 1. The constitution may be amended by two-thirds of returned mail and/or electronic

mail ballots received by the GSN Officers no more than ten (10) working days after a proposed amendment, as established under Section 2 of Article VII, is mailed to the membership by the GSN Officers.

Section 2. Amendments may be proposed by any member of the GSN. The proposed amendment may then be processed and accepted through one of the following: a vote of a quorum of the GSN Board of Directors; by a petition bearing the signatures of at least ten percent (10 %) of the membership; or by a majority vote of the members attending a regularly scheduled GSN meeting at which the proposal is presented, if the meeting is attended by at least twenty percent (20 %) of the current membership. The proposed amendment shall then be published in the next regularly scheduled GSN newsletter. The current membership shall have an opportunity to vote on the proposed amendment within thirty (30) days of the acceptance of the proposed amendment and publication in the GSN newsletter.

Article VIII. Dissolution

Section 1. GSN may be dissolved by a two-third majority vote of the current membership at a meeting of the membership, at least ninety (90) days after the membership is informed of the proposed action.

Section 2. Adjunct Organizations of the GSN may be dissolved by the Board of Directors upon petition by the Adjunct Organization following a two-third vote of the Adjunct Organization in favor of dissolution. Any Adjunct Organization not operating in accordance with the Objectives of the GSN may be dissolved by the Board of Directors ninety (90) days after the chapter is informed of the proposed action.

Section 3. Upon dissolution of the GSN, all financial assets of the corporation shall be donated to the GSN Foundation up to the legally acceptable amount. Any remaining funds would then be donated to the DeLaMare Library, or its successor, at the University of Nevada, Reno. Upon dissolution of any Adjunct Organization, all the financial assets of that Adjunct Organization shall revert to the general fund of the GSN.