

BY-LAWS
of
SOUTH TEXAS GEOLOGICAL SOCIETY
(Incorporated under the Texas Non-Profit Corporation Act)

ARTICLE I
NAME AND LOCATION

Section 1: Name. The name of the corporation is: "SOUTH TEXAS GEOLOGICAL SOCIETY," and the word "SOCIETY" and "CORPORATION" shall be used and construed interchangeably in these by-laws.

Section 2: Location. The principal office of the Society shall be located in the City of San Antonio, Bexar County, Texas.

ARTICLE II
PURPOSE

The corporation is organized and shall be operated as a non-profit corporation exclusively for scientific and educational purposes, including:

1. To advance the science of geology;
2. To promote the technology of exploring for, finding and producing raw materials from the earth, their conservation and propitious use;
3. To foster the spirit of scientific research;
4. To disseminate facts relating to geological science;
5. To inspire and maintain a high standard of professional conduct on the part of its members; and
6. To provide the public with means of recognition of adequately trained and professionally responsible geologists.

No part of the net earnings of the corporation shall inure to the personal benefit of or be distributed to its directors, officers, members, or any other private individuals, except that the corporation shall be authorized and empowered to reimburse expenditures made for it and to pay reasonable compensation for services rendered. The corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable Federal, State or local laws.

ARTICLE III
MEMBERSHIP

Section 1: Classes. The membership of this corporation will consist of five (5) classes as follows:

- A. Active. Any person engaged in the practice or teaching of geological science may apply for Active membership, provided the applicant holds a degree in geological science from an acceptable college. The degree requirement may be waived by the Board of Directors if the applicant has adequate geological experience.
- B. Honorary. Honorary membership is the highest honor which the Society may confer on a member. Nominees for Honorary membership must be voting members of the Society who have distinguished themselves in their services to the Society and to their profession. They must be sponsored by three (3) voting members in good standing in a written recommendation to the Board of Directors. On approval of such recommendation by the Board, nominees will be presented to the voting membership. Election to this high honor shall be by an affirmative vote of two-thirds (2/3) of the voting members of the Society who cast written ballots.
- C. Associate. Associate members are those not eligible for other classes of membership.
- D. Student. Student members must be enrolled in a college, majoring in geological science.

E. Corporate. A corporate member may be any corporation or organization whose activities and/or interests, at least in part, concern the science of geology and the advancement of geological study within their industry and community. The member will be awarded two (2) designated representatives, both of which must qualify as active members established under the by-laws of the society and both shall be in the employ of the company. The two (2) designated representatives of the corporation shall be exempt from paying individual dues but will have all rights established for individual active members under Article III, Section 1A. The corporation shall have no voting rights. Membership eligibility, dues and certain rights and privileges of the corporate member require a majority vote of the Board of Directors.

Section 2: Voting Members. Active and Honorary members will comprise the voting membership. Associate and Student members are non-voting.

Section 3: Election to Membership. Applications for all classes of membership shall be signed by three (3) voting members in good standing with the Society and submitted to the Board of Directors. All members, except Honorary members, shall be approved by a three-fourths (3/4) majority of the Board of Directors.

Section 4: Special Recognition. The Society may, by recommendation of the Board of Directors, confer special recognition upon an individual or organization, for which membership in the Society is not required.

Section 5: Expulsion. Each member shall adhere to the highest standards of professional ethics. If, after due investigation and hearing, a member is found to have violated these standards, he may be admonished, suspended, allowed to resign, or expelled from the Society. Grievance procedures should follow, as applicable, those adopted by the American Association of Petroleum Geologists for action in similar cases. Any decision resulting from such a grievance procedure shall be made known to the subject member by registered, return-receipt mail.

ARTICLE IV **OFFICERS**

Section 1: Officers. The officers of the Society shall consist of a President, a President-Elect, a Vice President, a Secretary, a Treasurer, and an Editor.

Section 2: President. The duties of the President shall be to preside at all meetings of the members and/or Board of Directors; he shall be the chief executive officer of the Society and shall have general and active management of the business of the Society.

Section 3: President-Elect. The President-Elect shall serve for one year as such and in the following year, he shall assume the office of President. He shall have no administrative authority except as a member of the Board of Directors and shall not be responsible for any committees or functions of the society during his term. He shall acquaint himself with all the details of the office of President and generally prepare himself to serve as President. He shall be responsible for the preparation of the budget for the coming fiscal year for approval by the Board of Directors.

Section 4: Vice President. The Vice President shall be vested with all powers and shall perform all the duties of the President in the President's absence; he shall be responsible for the arrangements for the monthly meeting programs and shall also perform such other duties as may be prescribed by the Board of Directors.

Section 5: Secretary. The Secretary shall keep accurate minutes of all meetings of the Board of Directors and a list of the members, according to their classification, and shall perform such other duties as may be prescribed by the Board of Directors.

Section 6: Treasurer. The Treasurer shall keep, or cause to be kept, full and accurate accounts of the receipts and disbursements in books belonging to the Society, and shall deposit, or cause to be deposited, all money and other valuable effects in the name and to the credit of the Society, in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Society as may be ordered by the Board, or the President, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Society.

Section 7: Editor. The Editor shall cause to be published, from time to time as designated by the Board of Directors, a bulletin or technical journal, the editorial content of which shall be pertinent to the purposes of this Society as construed by the Board of Directors.

Section 8: Absence of Officer. In the absence of any officer of the Society, the Board of Directors may delegate the duties, but not the voting rights, of such office to any other officer or to any director for the duration of the absence.

ARTICLE V **BOARD OF DIRECTORS**

Section 1: Constituents. The Board of Directors will consist of the Officers, the Past President, and two additional elected Directors.

Section 2: Powers. The property and affairs of the Society shall be managed, controlled and administered by the Board of Directors. The Board of Directors shall carry out the purposes of the Society, and subject only to the limitations imposed by law and these by-laws, may exercise all the powers of the Society.

Section 3: Qualifications. All directors of this Society must be voting members of the Society.

Section 4: Term of Office. The term of office of each Director shall be one year and shall coincide with the fiscal year of the Society as defined in these by-laws.

Section 5: Vacancies. In case of any vacancy in the Board of Directors, except for the President-Elect, the remaining Directors may, at a meeting called for this purpose, elect a member to the board to hold office for the unexpired term of his predecessor, and until his successor is elected. If the President-Elect position becomes vacant, a President for the succeeding year shall be nominated and elected along with the other members of the Board of Directors at such time and manner as is provided for their election in these by-laws.

ARTICLE VI **MEETINGS OF THE BOARD OF DIRECTORS**

Section 1: Annual Meeting. There shall be an annual transitional meeting of the outgoing and incoming Board of Directors held following the annual May meeting of the members of the Society and before June 30.

Section 2: Monthly Meetings. Regular monthly meetings of the Board of Directors shall be scheduled by resolution of the Board of Directors.

Section 3: Special Meetings. Special meetings of the Board of Directors may be called by the President, or by the Vice-President, or by any two directors upon giving adequate notice in advance to each director. For emergency purposes only, the Board of Directors may conduct special meetings through electronic means, including but not limited to email, secure online forums, and teleconferences, according to the same quorum and voting requirements set forth in these By-laws for physical meetings of the Board of Directors. In the case of voting by email, the President shall set a reasonable deadline for vote submittal.

Section 4: Quorum. A simple majority of the Directors of the Society shall be present at any Board of Directors meeting to constitute a quorum for the transaction of any society business.

Section 5: Business Transaction. At all meetings of the Board of Directors where business is transacted, a majority of the members of the Board of Directors present must vote in the affirmative in order to pass any motion duly made and seconded.

Section 6: Proxies. The use of proxies in voting procedures will not be allowed.

ARTICLE VII
MEETINGS OF THE MEMBERS

Section 1: Annual Meeting. An annual meeting of the members shall be held during the month of May at a time and place to be designated by the Board of Directors. Announcement of the newly elected officers and directors shall be made at this annual meeting.

Section 2: Monthly Meetings. There shall be regular monthly meetings of the membership scheduled by the Board of Directors for the purpose of carrying out the objectives of the Society.

Section 3: Vote Entitlement. Each voting member, as defined in these by-laws, shall be entitled to one (1) vote, either in person at a meeting, or by mail or online ballot.

Section 4: Proxies. The use of proxies in voting procedures will not be allowed.

Section 5: Quorum and Business Transaction. At any meeting of the members, the presence of one-fifth (1/5) of the total voting members in good standing shall constitute a quorum for the transaction of any business whatsoever; and one-fifth (1/5) of the total voting members in good standing must vote affirmatively for any provisions before it shall be deemed to have passed.

ARTICLE VIII
ELECTION OF OFFICERS AND DIRECTORS

Section 1: Nominating Committee. Before the regular monthly meeting in January of each year, the President, with the approval of the Board of Directors, shall appoint a nominating committee consisting of three (3) voting members in good standing who are not officers or directors.

Section 2: Candidates. At the regular monthly meeting in March of each year, the nominating committee shall present to the Society the names of at least two candidates for the office of President-Elect and Director; at least two candidates for the office of Vice President and Director; at least two candidates for the office of Secretary and Director; at least two candidates for the office of Treasurer and Director; at least one candidate for the office of Editor and Director; and at least two candidates for each of the two non-officer posts on the Board of Directors of the Society.

Section 3: Nominations from the Floor. At that March meeting, the President shall call for additional qualified nominations from the floor by voting members.

Section 4: Ballot. All nominations shall then be placed on the official ballot, which shall have additional space for write-in candidates, and the official ballot shall be promptly mailed to each member eligible to vote.

Section 5: Election. The ballots shall be tabulated by the nominating committee and any qualified candidate receiving a majority of the votes cast shall be declared elected.

Section 6: Run-off. When no qualified candidate receives a majority vote, a run-off of the two having the greatest plurality shall be held promptly by mail ballot, and the candidate receiving a majority of the votes shall be declared elected.

Section 7: Tie-Break. The Board of Directors shall break any tie, either in the main election or in a run-off election, by voting in a secret ballot.

Section 8: Announcement of Results. The results of the balloting shall be announced at the annual meeting of the members of the Society in May, and the newly elected officers shall take office effective June 1.

ARTICLE IX
RESIGNATION AND REMOVAL OF OFFICERS AND DIRECTORS

Section 1: Resignation. Any officer or director who wishes to resign is requested to give written notice to the

President or to the Secretary. Such resignation shall take effect at the time specified by the resigning officer or director.

Section 2: Removal. Any officer or director may be removed from office by affirmative vote of at least one-half (1/2) of all members eligible to vote in a mail ballot. This ballot may be called by the Board of Directors or by written petition filed with the Secretary of the Society by at least one-fourth (1/4) of all members eligible to vote. The officer or director to be removed shall be notified of such action by registered, return-receipt mail.

ARTICLE X FISCAL YEAR

The fiscal year of the Society shall commence on the 1st day of June and terminate on the 31st day of May of the following year.

ARTICLE XI DUES

Section 1: Setting of Dues. Dues shall be set by a majority vote of the Board of Directors.

Section 2: Dues Exemption. Honorary members shall not be required to pay dues.

Section 3: Dues Payment. Each year, a dues statement shall be mailed to every member, except Honorary Members, by May 1, and the dues payment shall be due on June 1. If the dues of any member remain unpaid after October 1, a second dues notice shall be sent to that member. If the dues of any member remain unpaid after December 1, then the name of that member shall be dropped from the rolls of the Society.

Section 4: Good Standing. A member in good standing is a member whose dues have been paid currently.

ARTICLE XII COMMITTEES

The Board of Directors, by resolution adopted by a majority of directors in office, may designate one or more committees consisting of two or more persons, and delegate to any such committee such responsibility and authority as the resolution may provide in the investigation and study of any special project, program or action on behalf of the Society and to report back to the Board the results therefrom with the committee's recommendation, if any, to the Board for action on or in relation to its report. The designation of any such committee, however, shall not operate to relieve the Board of Directors or any individual Board member of any responsibility imposed upon it or upon him by law.

ARTICLE XIII AMENDMENT OF BY-LAWS

Amendments to these by-laws may be proposed at any time by the Board of Directors or by petition signed by at least one-tenth (1/10) of the voting members of the Society. Notice of a proposed amendment must be given (1) at the two regular meetings of the membership immediately prior to distribution of ballots and (2) in writing at least two weeks before ballots are due. Amendments will be adopted by the affirmative vote of three-fourths (3/4) of the voting members in good standing that cast written ballots.

These by-laws were ADOPTED AND PROMULGATED at a duly called and regularly held meeting of the members of the Society.

Last amended: May 2014