

# ***CONSTITUTION AND BYLAWS***

## **CONSTITUTION**

### **Article I -- Name**

This Institute, which is incorporated under the laws of the District of Columbia, shall be called the American Geological Institute.

### **Article II -- Purpose**

The purpose of the Institute shall be to encourage the advancement of the earth sciences as an integrated field of scientific and professional endeavor in the broadest sense for the public welfare and the education of our people, by coordinating and supplementing appropriate activities of its constituent societies and other organizations in

(a) promotion of research in the earth sciences and application of the fruits of this research to the public welfare;

(b) improvement of the qualifications and attainments of scientists in disciplines of the earth sciences by establishing and maintaining high standards of education;

(c) increase and dissemination of knowledge in the earth sciences by means of publications, conferences, meetings, reports, papers, discussions, and other means of scientific communication, and through such other activities as the constituent societies may request and agree to be desirable for accomplishing the stated high purposes of this organization.

### **Article III -- Membership**

1. ***Member Society.*** Any society of national or international scope concerned with any of the earth sciences, the objectives of which are in keeping with the purposes of the American Geological Institute, shall be eligible to become a member society upon meeting conditions prescribed in the Bylaws.

2. ***Other Classes of Membership.*** Other classes of membership or affiliation may be established by the Executive Committee.

### **Article IV -- Government**

The government of the Institute shall be vested in the eight (8) elected officers, an Executive Committee, and a Member Society Council. The composition of each body, the manner of selection, the terms of office, the specific duties, responsibilities, and other matters relevant to such bodies and officers shall be provided in the Bylaws. Any responsibility and authority of government of this Institute not otherwise specified in these governing documents shall be reserved to the Executive Committee.

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**Article V -- Dissolution**

In the event that the Institute is dissolved, all of its property shall be transferred only to such other organization or organizations as shall be determined to have purposes and activities most nearly consonant with those of the Institute, provided that such other organization or organizations shall be exempt under Section 501 (c) (3) of the Internal Revenue Code or corresponding provision of the Internal Revenue laws.

**Article VI -- Bylaws**

The Member Society Council shall enact such Bylaws and amendments to the Bylaws not in conflict with this Constitution as may be necessary for the proper government of the Institute.

**Article VII -- Amendments**

The Constitution of the Institute may be amended by two thirds of the total votes of the Member-Society Council, but such amendments shall not become effective until ratified by the governing bodies of the majority of the member societies.

**BYLAWS**

(Revised May 5, 2009)

**Article 1 -- Membership**

1. ***Member Society.*** A member society shall be elected to membership in the Institute by the Member Society Council. Application for Membership shall be made in writing to the Secretary and circulated to the Member Society Council at least thirty (30) days prior to any scheduled meeting of the Council.
2. ***Voluntary Withdrawal by a Member Society.*** A member society shall have the right to withdraw from the Institute at any time, but after such withdrawal shall be required to discharge its debts and all remaining obligations to the Institute for a period of six months, or for the remainder of that fiscal year, whichever period is longer.
3. ***Removal from Membership.*** Any member society or other member or affiliate, six months after advance notice of such intended action, may be removed from membership by the Member Society Council.
4. ***Vested Rights or Title.*** A member society, or any other member or affiliate, or individual shall not have or accumulate, individually or collectively, any right, title or interest in any property or other asset of the Institute.
5. ***Readmission.*** A member or affiliate which has been separated may be readmitted by the Executive Committee. Readmission may be requested by letter to the Secretary.

## Article II -- Finances

1. ***Dues and Financial Support.*** Financial support shall be provided by the member societies and other sources related to the purposes and activities of the Institute. Dues to be paid by each member society shall be based on the membership of the society. The Executive Committee shall have authority to establish annual dues to be paid by members or by other categories of membership or affiliation. The Executive Committee may solicit and receive additional funds for Institute operations.
2. ***Fiscal Year.*** The Executive Committee shall determine the fiscal year.
3. ***Fidelity Bond.*** Officers and employees of the Institute shall be covered by a fidelity bond as directed by the Executive Committee.

## Article III -- Member Society Council

1. ***Jurisdiction.*** The Member Society Council is the representative body of the Institute's member societies. The Council shall have responsibility for nominating and electing the officers of the Institute and the voting members of the Executive Committee. The Council shall also recommend to the Executive Committee nominees for the Institute's honors and awards. In addition to these duties, the Council serves in an advisory capacity to the Executive Committee and as a link between the Institute and its member societies. In this capacity, the Council shall keep abreast of the Institute's programs and functions and offer its recommendations to the Executive Committee. The Council shall report to the Executive Committee on all matters involving constitutional review referred to it, and shall undertake any special projects wherein guidance is requested by the Executive Committee.
2. ***Nominations.*** The Council shall elect, from a slate of nominees and/or nominations from the floor, the Institute's officers and the Member at Large of the Executive Committee.
3. ***Honors and Awards.*** The Council shall recommend recipients for all honors and awards that may be established by the Executive Committee, or for which the Institute is requested to provide nominations.
4. ***Long-Range Planning and Policy Review.*** The Council shall serve as a policy body to review the Institute's activities and direct the Executive Committee to make appropriate changes in programs and policies.
5. ***Constitution Review.*** The Council shall periodically review the Constitution and Bylaws and make appropriate amendments to meet the changing needs of the Institute.
6. ***Communications Link with Member Societies.*** The Council shall serve as a communications link between the Institute and its member societies -- keeping the societies abreast of Institute activities and advising the Institute of member society views and recommendations with regard to these activities.
7. ***Composition and Terms of Office.*** The members of the Council shall each serve three (3)-year terms and shall consist of the following:
  - a) Current AGI President Serves as Council Chair.

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- b) The immediate Past President and the preceding available Past President of AGI.
- c) One (1) member selected every third year by each member society.

8. **Meetings.** The Council shall meet jointly with the Executive Committee, in the spring and in the fall. The Council will report to the Executive Committee at the joint meetings. The Council shall elect Institute officers and other members of the Executive Committee and identify candidates for Institute and other awards at its meeting in the spring. A quorum shall consist of a minimum of 50% of the total votes of the member societies and a majority of the society representatives. Each Council Member has the right to designate an alternate who is a member of that society to assume membership for any formal meeting of the Council. Membership on the Council will begin the 1st of January next following the date of appointment, or on the date of appointment to an unexpired term of a former member. All matters to come before the Member Society Council shall be circulated in writing to its members and to the Executive Committee at least thirty (30) days prior to meetings, except that matters may be introduced from the floor on approval of two thirds of the votes of the Council.

9. **Presiding Officer.** The President of AGI shall serve as Chairman of the Council and shall also be an *ex officio* member of all Council Committees. If the President is not available, the most recent available Past President shall serve.

10. **Voting.** Each society representative on the Member Society Council, in meeting assembled or by mail ballot, shall have one (1) or more votes according to the following formula based on the membership of the represented society: Each Past President of AGI serving on the Council, except the Chairman, shall have one (1) vote unless also serving as a Society Representative, in which case he or she shall vote on behalf of the Society.

<u>Society Members</u>	<u>Votes</u>
1,000 or fewer	1
1,001 to 3,000	2
3,001 to 6,000	3
6,001 to 10,000	4
10,001 to 15,000	5
15,001 or more	6

11. **Nominating Committee.** The Council Chairman, within 30 days after assuming this post, shall appoint a Nominating Committee consisting of the two (2) Past President Council members and three (3) additional Council members. The most recent Past President shall be Chairman. This Committee shall make nominations for officers and Members at Large for the Executive Committee and for recipients of honors and awards.

#### Article IV -- Executive Committee

1. **Executive Authority.** The executive authority of the Institute shall be vested in the Executive Committee consisting of the following members:
  - a) President
  - b) President-Elect
  - c) Past President
  - d) Secretary
  - e) Treasurer
  - f) Three (3) Members at Large
  - g) Executive Director (*ex officio*, nonvoting)
  - h) The Chairman of the American Geological Institute Foundation (*ex officio*, nonvoting)
  - i) Executive Committee may appoint an assistant Secretary (nonvoting)
2. **Jurisdiction.** The Executive Committee shall have general executive control and management of the affairs and funds of the Institute; these shall include, but not be limited to: maintaining and administering funds for purposes provided under the Constitution and Bylaws; and performing such other administrative duties as required by the Member Society Council to accomplish the objectives and purposes of the Institute.
3. **Meetings.** The Executive Committee shall meet in the spring, in the fall, and at such other times designated by the Executive Committee and at the call of the President. The Executive Committee shall report to the Member Society Council. A quorum shall consist of a majority of voting members.

#### Article V -- Officers

1. **Designation.** The Officers of the Institute shall be the following:
  - a) President
  - b) President-Elect
  - c) Past President
  - d) Secretary
  - e) Treasurer
  - f) Three (3) Members at Large
2. **President.** The President shall be the chief executive officer and shall be spokesman for the Institute on all matters pertaining to the public, and shall appoint the members of all Committees provided for in the Bylaws.
3. **President-Elect.** The President-Elect shall succeed to the presidency at the end of the fall meeting of the Member Society Council or immediately in the event that the President becomes unable to serve. No sitting President shall be eligible for nomination to the office of President-Elect. The President-Elect shall work closely with the President so as to provide maximum continuity in operation of the Institute on assumption of the duties of the President.

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4. ***Past President.*** The Past President shall serve for one year on the Executive Committee immediately following term as President. The Past President shall serve as Chair of the Institute's Nominating Committee. In addition, the Past President will work closely with the President and President-Elect and other Executive Committee Members as well as Member Society Council Representatives to provide maximum continuity in operation of the Institute.
5. ***Secretary.*** The Secretary shall be responsible for recording the actions of the Executive Committee and shall perform other duties as may be directed by the Executive Committee. The Secretary shall serve a two (2)-year term and may be reelected. The Secretary, in addition to the President, shall be authorized to sign official documents. The Executive Committee may appoint an assistant Secretary when the need arises.
6. ***Treasurer.*** The Treasurer shall be responsible for receipt and disbursement of the funds of the Institute, shall serve as member of the Finance Committee, and shall make the annual Treasurer's report. The Treasurer shall serve a two (2)-year term and may be reelected.
7. ***Members at Large.*** Three (3) members of the Executive Committee shall be known as the Members at Large. These members shall be elected for three (3) year staggered terms. The Members at Large shall be representative of the diversity of the Member Societies and, when possible, provide appropriate geographic distribution.
8. ***Executive Director.*** The Executive Committee shall select and employ an Executive Director of the Institute. Executive Committee policies shall be implemented by the Executive Director, who shall have charge of the Institute headquarters and staff personnel as authorized by the Executive Committee. The Executive Director shall be the Registered Agent of the Institute and shall be empowered to affix the Corporate Seal and execute official documents of the Institute, shall be the person to whom all official notices to the Institute will be addressed, and shall be responsible for the physical custody of all official documents held in repository at Institute headquarters. The Executive Director will assist in the work of all committees to ensure the effectiveness of the activities of the Institute.
9. ***Election of Officers and Member at Large.*** The Nominating Committee shall, during the first quarter of the calendar year, select from the past or current membership of the Member Society Council, or the former Governing Board, or from among those who have served as an elected officer of an AGI member society, one (1) nominee for the office of President-Elect, and one nominee for one (1) Member at Large, and in alternate years one (1) nominee for the office of Secretary, one (1) for Treasurer, for the succeeding term of office. The Member Society Council shall elect officers for the succeeding term at its second-quarter meeting.
10. ***Terms of Office.***
  - (a) The President shall serve from the close of the fall meeting to the close of the next succeeding fall meeting.
  - (b) The President-Elect shall succeed to office at the close of the fall meeting.
  - (c) The Past President shall serve one year immediately following term as President.
  - (d) The Secretary and Treasurer each shall serve a two (2)-year term. The terms shall begin at the end of the fall meeting and shall overlap.
  - (e) The Members at Large shall serve three (3) year terms that shall begin at the close of the fall meeting.

11. *Succession of Officers and Vacancies.* In the event of the death, disability, or resignation from office of the President, the President-Elect shall assume that title and duties of office for the remainder of the current term and shall also serve as President in the next succeeding term for which originally elected. Any other officer or Member at Large who, at any time during the term of office, or time of being an officer designate, shall suffer death, disability, or shall resign, shall be succeeded in that term of office by any otherwise qualified person designated by the Executive Committee, and shall also serve any other succeeding term of office to which nominated or elected.

#### **Article VI -- Committees**

1. *Finance Committee.* A standing Finance Committee shall oversee the financial affairs of the Institute. The outgoing Treasurer shall serve as chair of the Committee whenever possible. Membership on the Finance Committee is addressed in Article VI, Section 2.
2. *Standing Committees.* The Executive Committee shall establish or dissolve such standing committees as are required for the conduct of Institute business. New Members of such standing committees shall be divided into three equal staggered classes, each class serving for three years. Members of such standing committees shall be appointed by the President.
3. *Ad Hoc Committees.* The President shall establish, as needed, ad hoc committees and select the members of such committees.

#### **Article VII -- Rules of Order**

The proceedings of all bodies of the Institute shall be governed by *Robert's Rules of Order, Newly Revised*, except as otherwise provided in the Bylaws.