

BY-LAWS OF  
THE TOBACCO ROOT GEOLOGICAL SOCIETY, INC. (original)

[First-cut planned **deletions are in red**; topics for addition/clarification are **highlighted**.] Comments not part of the by-laws as copied here are in [brackets]. Additional notes, garnered by Dick Gibson in the course of reviewing and trying to confirm previous by-laws changes, are found at the end of the By-Laws.

Article One. Offices

- 1.1 REGISTERED. The address of the registered office of the corporation is **P.O. Box 166, Dillon, Montana 59725**.
- 1.2 OTHER. The corporation may have such other offices, either within or without the state of incorporation, as the Board of Directors may designate or as the Society may require.

Article Two. Area of Interest.

2.1 AREA OF INTEREST. The area of primary interest of the corporation shall be the Northern Rocky Mountain Province as defined by N.M. Fenneman of the United States Geological Survey. The boundary of the Northern Rocky Mountain Province shall not restrict the corporation from being active in the study of the geology of adjacent areas if such activity is determined by the Board of Directors to be in the best interests of the corporation.

Article Three. Board of Directors.

- 3.1 NUMBER. There shall be such number of directors, not less than three (3), nor more than seven (7), as set by the Board of Directors.
- 3.2 ELECTION AND TERM OF OFFICES. Directors shall be elected by a majority of the Board of Directors at any meeting thereof. The term of office of each director shall be three (3) years (or until the end of the respective term of a predecessor if the new director shall have been elected to complete that three (3) year term) and until the election and qualification of a successor. Directors shall elect from their numbers a Chairman of the Board of Directors and a Secretary of the Board of Directors.  
**[de facto, term is until resignation or removal] [Qualifications]**
- 3.3. STATUS OF FOUNDERS. **One (1) of the three (3) original founders of the Tobacco Root Geological Society, Inc., will be an ex-officio member of the Board of Directors, if not at least one of them is serving as a duly elected member of the Board of Directors.**
- 3.4. MEETINGS. (a) Place of Meeting. Meetings of the Board of Directors shall be held at the principal office of the corporation, or at such place designated in Notice of the Meeting.

(b) Schedule of Meetings. The annual meeting of the Board of Directors shall be held at least once a year, the date to be determined by the Board of Directors. There may be such other regular meetings of the Board of Directors as may be scheduled by the Board of Directors.

(c) Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chairman, or in his or her absence, upon written request by the Executive Committee or not less than one-third (1/3) of the directors.

(d) Notice of Meetings. Notice of each annual meeting shall be given at least ten (10) days prior to the date thereof. Notice of other meetings, regular or special, shall be given at least five (5) days prior to the date thereof. Notice in each case shall specify the place, day, and hour of the meetings, and, in the case of a special meeting, the purposes thereof. Notices shall be given by the Secretary of the Board of Directors or, in his or her absence or upon his or her failure to act, by an officer designated by the chairman.

(e) Transactions. The transactions taken at any meeting, however called in Notice and wherever and whenever held, shall be as valid as though taken at a meeting duly held in accordance with the other provisions of these by-laws, if a quorum be present, and if, either before or after the meeting, each of the director not present thereat shall give a waiver of notice as provided in 7.1 All such waivers of notice shall be made a part of the minutes of such meeting. Where notice of a meeting is not in accordance with these by-laws, the attendance of a director at that meeting, for the expressed purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened, does not legitimize such meeting.

(f) Organization of Meetings. At each meeting of the Board of Directors, the Chairman or in absence, the Secretary of the Board of Directors, or in his or her absence a person appointed by the presiding officer of the meeting, shall act as secretary.

(g) Quorum at Meeting. A majority of the total number of directors shall constitute a quorum for the transaction of business at any meeting, and except as otherwise provided by law or these by-laws, the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In absence of a quorum, a meeting may be adjourned until such time as a quorum may be obtained.

(h) Action Authorized Without a Meeting. If the directors shall severally and/or collectively consent in writing to any action to be taken by the corporation, such action shall be valid as a corporate action as though it had been authorized at a meeting of the Board of Directors. Any such consent shall be filed with the Secretary of the Board of Directors.

[Action via e-mail consultation]

3.5 RESIGNATION, REMOVAL, AND VACANCIES. Any director may resign at any time by giving written notice to the Chairman and to the Secretary of the Board of Directors. Such resignation shall take effect at the time specified therein. If any director should tender his or her resignation to take effect at a future time, the members shall have the power to elect a successor to take office at such time as the resignation shall become effective.

Any director may be removed by vote of two-thirds (2/3) of all directors at a special meeting of the directors called for that purpose.

Any vacancies resulting from resignation, removal, or any other cause may be filled by the directors at any meeting thereof.

3.6 COMPENSATION. The directors shall receive for their services such compensation as the Board of Directors may determine, and reimbursement of such expenses incurred in the performance of their duties as the Board of Directors may determine. Nothing herein shall preclude a director from serving in any other capacity and receiving compensation for such service.

[Suggest defining powers and role of Board – final decision in case of disagreement among officers or ExComm; ultimate legal authority for Corporation; power to overturn decisions by ExComm or officers; power to remove officers and Board members]

Article Four. Committees [Clarify per notes following] [put this after Officers; empower ExecComm to create committees]

4.1 CREATION AND MEMBERSHIP. The Board of Directors may, by resolution or resolutions adopted by a majority of the Board of Directors, designate one (1) or more committees of two (2) or more members of the Society. Such committees shall, to the extent provided in the resolution or resolutions, have and shall have the authority of the Board of Directors in reference to amending, altering or repealing the by-laws; electing, appointing, or removing any member of any such committee or any officer of the corporation; amending the articles of incorporation, restating articles of incorporation, adopting a plan of merger, or adopting a plan of consolidation within another corporation; authorizing the sale, lease exchange, or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking the proceedings thereof; adopting a plan for the distribution of the assets of the corporation. Designation and appointment of any such committee, and the delegation therein of authority, shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon the Board of Directors or individual directors by law.

4.2. EXECUTIVE COMMITTEE. The Executive Committee shall direct all affairs and activities of the Society. The Executive Committee shall consist of the officers of the corporation as enumerated in 4.1 and three other members of the Society selected by the officers. One (1) of the three (3) original founders of The Tobacco Root Geological Society, Inc. will be an ex-officio member of the Executive Committee if not at least one of the three is serving as a duly elected or appointed member.

[de facto, the Executive Committee has become the Board + Officers. The Board seems to retain ultimate control over officers, but the first line of this paragraph seems to conflict with control (direction) by the Board.] [Suggest defining ExComm as officers + board + editor(s) + webmaster]

4.3. FIELD CONFERENCE COMMITTEE. The Field Conference Committee shall determine and manage the field conference programs. The Field Conference Committee shall include the officers of the corporation as enumerated in 4.1 and three other members of the Society selected by the officers. [de facto, the ExecComm fills this role, until designation of a Conference Organizer]

## Article 5. Officers.

5.1 NUMBER. The officers of the corporation shall be the President, Vice President, Corresponding Secretary, and Recording Secretary-Treasurer. [See 1982 notes below]

5.2 ELECTION, TERM OF OFFICE, AND QUALIFICATIONS. Each officer shall be chosen by the general membership, and shall serve for a term not to exceed three (3) consecutive years, but may be reelected to the same office.

Any officer may occupy two (2) or more offices at the same time, except that no one shall at the same time occupy the offices of President and Vice President or President and Recording Secretary-Treasurer.

Any member of the Society is eligible to hold office in the Society.

[Elections – how conducted (mail ballot, at meeting, etc.); how nominated?]

5.3 APPOINTMENT OF OFFICERS. The Board of Directors may appoint such other officers as they deem necessary for such terms as they may designate.

5.4 REMOVAL. Any officer may be removed by the Board of Directors at any meeting thereof.

5.5 RESIGNATION. Any officer may resign by giving written notice to the Board of Directors and to the President. Such resignation shall take effect at the time specified therein, and acceptance shall not be necessary to make it effective.

5.6 VACANCIES. A vacancy in any office because of a resignation, removal, or any other cause, may be filled for the unexpired portion of the term of that office by the Board of Directors.

5.7 PRESIDENT. The President shall be the chief executive officer of the corporation, and as such shall exercise general supervision of all operations and personnel of the corporation, subject to the direction or approval of the Board of Directors. The President shall preside over all general meetings of the corporation and the Executive Committee. The President shall be a member ex-officio of all committees.

5.8 VICE PRESIDENT. The Vice President shall, under the direction of the President, develop and administer programs, subject to the director or approval of the Board of Directors. The Vice President shall have such other powers and shall perform such other

duties as the Board of Directors, the Executive Committee, or the President may from time to time determine. The Vice President shall act as the President in the absence of the President.

5.9 **RECORDING SECRETARY-TREASURER**. The Recording Secretary-Treasurer shall record or cause to be recorded in books provided for the purpose, all proceedings of the meetings of the corporation, including those of the members and all committees, of which a secretary shall not have been appointed; see that all notices are duly given in accordance with the provisions of these by-laws, and as required by law, shall be the custodian of the records and of the seal of the corporation, and see that the seal is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; shall see that the books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed.

The Recording Secretary-Treasurer shall also be the chief financial officer of the corporation, shall be responsible for the receipt, custody, and disbursement of the corporation funds and other assets, shall be custodian of the financial records of the corporation, and shall have charge of the investment of the corporation's funds, subject to the direction and approval of the Board of Directors. In general, the Recording Secretary-Treasurer shall perform all duties incident to the office of Recording Secretary-Treasurer, and such other duties as may from time to time be assigned to him or her by the Board of Directors or the President.

5.10. **CORRESPONDING SECRETARY**. The Corresponding Secretary shall respond to all correspondence pertinent to any aspect of The Tobacco Root Geological Society, Inc.; mail any ballots, newsletters, publications, or other communications of The Tobacco Root Geological Society, Inc. In general, the Corresponding Secretary shall perform all duties incident to the office of Corresponding Secretary, and such other duties as may from time to time be assigned to him or her by the Board of Directors or the President.

Article Six. Membership.

6.1 **MEMBERSHIP**. The general membership of the Society shall consist of Charter, Lifetime, Annual, and Honorary Members. Each member of the Society shall be entitled to one vote for each issue brought before the membership.

6.2 **REQUIREMENTS AND TERMINATION**. Membership in the Society shall be open to any person interested in the geology of the northern Rocky Mountains and in furthering the objectives of the Society.

Non-payment of dues shall result in termination of membership.

6.3 **ANNUAL MEMBERS**. Annual members shall be those persons who pay the annual dues established by the Executive Committee.

6.4. LIFETIME MEMBERS. Lifetime members shall be those persons who pay the one-time lifetimes dues what shall be twenty times the annual dues established by the Executive Committee. [Are there any?]

6.5 CHARTER MEMBERS. Charter members are those persons who paid a one-time dues of \$25.00 before April 1, 1975. Charter members shall have privileges of Lifetime members.

6.6. HONORARY MEMBERS. The Executive Committee may confer Honorary membership upon persons performing outstanding services for the Society or for the advancement of the study of the geology of the northern Rocky Mountain region. Honorary Members shall not be required to pay dues and shall have the privileges of Lifetime Membership. [Charles Vitaliano was appointed the first Hon. Member in 1980. Are there any others?]

Article Seven. Corporate Seal.

7.1 CORPORATE SEAL. The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name and the state of incorporation, and the words "Corporate Seal." The seal shall be stamped or affixed to such documents as may be prescribed by law or custom or by the Board of Directors. [Is this somewhere?]

Article Eight. Notices.

8.1 NOTICES, WAIVER OF NOTICES. Whatever notice of a meeting is required to be given by law or these by-laws, due legal and personal notice shall be deemed to have been given when the Secretary of the Board of Directors or any officer designated by the Chairman shall have sent a written communication by mail, telegraph, or other form of delivery, addressed to the director entitled thereto, at the address shown in the corporation records. A director may waive such notice, either before or after the meeting for which notice is required to be given, and such waiver in writing made by the person entitled to notice shall itself be deemed equivalent to notice. All waivers shall be filed with the records of the corporation. [notice of meeting to all members?]

Article Nine. Amendments.

9.1 AMENDMENTS. Any member of The Tobacco Root Geological Society, Inc. may propose amendments to the by-laws at any business meeting or at any time in writing to any member of the Executive Committee. After an amendment has been proposed, the proposal shall be sent to the Corresponding Secretary. The Corresponding Secretary shall within fifteen (15) days of receiving said proposal send a notice of the proposal along with a ballot to all members in good standing. Ballots will be counted forty-five (45) days after the date of the notification of the Corresponding Secretary. A two-thirds (2/3) affirmative vote of all members voting ratifies any amendment which becomes effective upon approval of the Board of Directors.

[End of By-Laws]

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Amendments, policies, changes, etc. which were possibly enacted – but not for sure.  
Based on review of minutes.

Proposed August 9, 1975 (refs are to the Constitution rather than By-Laws)

1. in Preamble, change “northern Rocky Mountain region” to “northwest United States.”
2. Article 2 to read: “The TRGS shall be a non-profit organization advancing the geological sciences in western Montana and the northwest United States. The TRGS is organized exclusively for scientific, educational, and literary purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954.”
3. Change Article 5, Sec. 1 to read: “The officers of the TRGS shall be the President, Vice President, Corresponding Secretary, and Recording Secretary-Treasurer. These four officers together with three other members selected by the officers shall constitute the Executive Committee.
4. Article 5, Sec. 3 to read: “The Field Conference Committee shall include the officers and three other members of the society selected by the officers.”
5. Article 8, Sec. 2 to read: “Upon dissolution of The TRGS all outstanding bills will be paid and any remaining assets will be donated to a closely allied professional organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1954”.

[Note that there is no Art. 8 Sec. 2 above]

The above were to be sent to the membership for ratification, but I have no record of the vote.

July 8, 1976: proposal to amend Article 9, Sec. 1 so that amendments to the constitution can be made at any time. “The proposal was unanimously approved” – at the meeting, seemingly, which would not be proper amending procedure.

Nov. 26, 1976: proposal to change Article 9, Sec. 1 to read: “Any member of The Tobacco Root Geological Society, Inc. may propose amendments to the by-laws at any business meeting or at any time in writing to any member of the Executive Committee.” Article 9, Sec. 2 to read: “The Corresponding Secretary shall within fifteen (15) days of receiving said proposal send a notice of the proposal along with a ballot to all members in good standing. Ballots will be counted forty-five (45) days after the date of the notification of the Corresponding Secretary.”

27 August 1979 Newsletter – says term of office for officers in constitution is 1 year, propose to increase it to 2 years.

August 28, 1980: Corresponding Sec. should be in charge of membership and newsletter editing. The VP should set up conferences and be Chairman of Field Conference Committee. “These changes ... require changes in the by-laws...”

Board Minutes, Sept. 9, 1981: Pres. Brenner was directed to determine which copy of the by-laws was the “valid” one – i.e., which one had been filed with the state along with incorporation papers. [Side note – does anyone have a copy of incorporation papers?]

1982 Business Meeting report: Non-profit status approved by IRS. Special May meeting of Board: Adopted by-laws (presumably the State ones mentioned in 1981): TRGS becomes TRGS, Inc.; region defined as Northern Rockies (Fenneman); officer roles redefined:

OLD	NEW
Pres	Pres
VP	VP (FCC Chair)
Corr. Sec (FCC chair)	Secretary (Newsletter)
Rec Sec-Treas	Treasurer

These were in the form of amendment to By-Laws. (submitted?? Approved?? Unknown.)

August 4, 1983: Discussion of reimbursement for speakers/leaders travel: consensus was that it should be decided by FCC planning meeting.

August 4, 1983: Treasurer should present a 1-year budget at Annual Meeting for approval by Exec Comm; proposal approved.

August 4, 1983: Approved idea of sending guidebooks to members who do not attend meetings. TRGS accounts held a total of \$3,180.00 July 31, 1983.

August 1, 1984: Board reported that “the proposed changes in the by-laws were approved by the membership in the fall of 1983” – but I do not know what those changes were.

July 13, 1988: Officers’ terms of office is indicated to be 1 year; no report of anything that changed the by-laws to make it so.

July 19, 1989: TRGS mailing address moved from Dillon to Missoula. Not apparent if this was incorporated in by-laws or not.

October 2, 1994. “There was some confusion among the newer TRGS officers as to who is the Board of Directors, who is the Executive Committee, and what is the difference.” Also indicates that officers’ terms are one year, and there is an election every year.

May 30, 1995. Indication that the Harrison donation was an endowment; i.e., the principal in his \$6,000 donation cannot be spent. A committee specific to the Harrison endowment award was to be formed, consisting of one director and two officers. August

10, 1995: Indication that Harrison's intent was to support study of Belt rocks, not just Precambrian. Indication that Jack's tools are to be donated to a permanent exhibit at MBMG and a plaque made listing the Harrison Scholarship recipients.

May 5, 1997: IRS sent message to Dillon address requesting confirmation that we do not have to file Form 990.

Dec. 28, 1998: Montana Sec. of State sent notice of reinstatement of TRGS as corporate entity. There is an annual fee and form to fill out to the State.

August 3, 2000: Resolution approved to waive conference dues and expenses for officers serving at time of that conference. Liz Brenner-Younggren appointed an honorary member of the Board of Directors.

August 9, 2003: Officers are not expected to pay conference registration but are expected to pay field trip expenses.

August 5, 2004: Discussion ends with confirmation that TRGS membership is on a calendar year basis.

August 2006: It was not clear what length of terms officers serve, but an election was called for as all of the current officers wanted to move on. The mail-ballot election was based on the old by-laws and resulted in election of 4 new officers for terms of 3 years, to serve from election (Fall 2006) through the 2009 conference (to Fall 2009).