

BY-LAWS OF  
THE TOBACCO ROOT GEOLOGICAL SOCIETY, INC. – **Proposed revision** to  
submit to membership for approval, August 2009.  
Comments not part of the by-laws are in [brackets].

### **Article One. Offices**

1.1 REGISTERED. The address of the registered office of the corporation is P.O. Box 2734, Missoula, MT 59806. [changed address, but to change registered office may require more]

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; Non-Profit.**

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.

2.2 NON-PROFIT. The Tobacco Root Geological Society, Inc., shall be a non-profit organization advancing the geological sciences in western Montana and the northwest United States. The Tobacco Root Geological Society, Inc., is organized exclusively for scientific, educational, and literary purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954. [added from 1975 minutes]

### **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 QUALIFICATIONS. Membership in the Board of Directors shall be open to any member in good standing of the Society who has been a member for at least three (3) years and who has served at least one (1) year as an officer, editor, or field conference organizer. [New section]

3.3 ELECTION AND TERM OF OFFICES. Directors shall be elected by a majority of all the Board of Directors at any meeting thereof. The term of office of each director shall be until he or she resigns or is removed, 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. Members of the Board may also serve the

Society as Officers, or in other positions, while serving as members of the Board of Directors. [Changed from 3-year terms, added joint service bit]

### 3.4 OFFICERS OF THE BOARD OF DIRECTORS **New sections**

3.4.1 The Chairman of the Board of Directors shall preside at all meetings of the Board of Directors.

3.4.2 The Secretary of the Board of Directors shall be the custodian of the records and of the seal of the corporation, and shall 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; see that all notices to the Board of Directors are duly given in accordance with the provisions of these by-laws; and shall record or cause to be recorded in books provided for the purpose, all proceedings of the meetings of the Board of Directors.

3.5. 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) Notices and Waiver of Notice. 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, e-mail, 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.

(f) 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 Section 3.5 (e). 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.

(g) Organization of Meetings. At each meeting of the Board of Directors, the Chairman of the Board shall preside, or in his or her absence, the members of the Board present shall choose a presiding officer. 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.

(h) Quorum at Meetings. 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.

(i) 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 agreed to by a majority of directors through e-mail, all of the directors having been party to discussions of the action via e-mail, shall be valid as a corporate action as though it had been authorized at a meeting of the Board of Directors.

[added Action via e-mail consultation]

**3.6 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.

**3.7 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.

**3.8 POWERS AND DUTIES.** The Board of Directors is the legal authority for The Tobacco Root Geological Society, Inc. The Board of Directors advises the Officers and membership, and its members serve on the Executive Committee. The Board of Directors

holds the final authority for the corporation in circumstances when Officers or the Executive Committee fail to reach decisions, and the Board of Directors may overturn decisions by Officers and the Executive Committee. The Board of Directors may advise or rule on questions at the request of the Executive Committee. The Board of Directors has the power to appoint and remove officers as described in Section 4.3, 4.4, and 4.6. The Board of Directors approves amendments to the by-laws as described in Section 8.1. [new section]

#### **Article Four. Officers.**

4.1 NUMBER. The officers of the corporation shall be the President, Vice President, Secretary, and Treasurer. [changed names per 1982 notes]

4.2 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 or to other offices.

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 Treasurer.

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

4.2.1 ELECTIONS – HOW CONDUCTED. (a) Nominations. When elections of officers are necessary, the Executive Committee shall appoint a Nominating Committee who will, prior to the final day of the Annual Field Conference in the year in which officers' terms will expire, provide the Executive Committee with a slate of nominees for each office requiring election. Upon acceptance by nominees, they will become candidates for election. [new section]

(b) Elections. Elections shall be conducted by providing a ballot to each member in good standing within 60 days of the end of an Annual Field Conference. Ballots may be provided in physical or electronic form as determined by the Executive Committee, and will include provision for write-in candidates. Ballots must be received by the Secretary of the Society within 30 days (the "final deadline") of the date thereon; ballots will be counted within 10 days of the final deadline. Each candidate who receives a majority of the ballots cast shall be declared to be elected, and his or her term of office shall begin immediately upon election. [new section]

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

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

4.5 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.

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

4.7 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 Society, subject to the direction or approval of the Board of Directors. The President shall preside over all general meetings of the Society and the Executive Committee. The President shall be a member ex-officio of all committees.

4.8 VICE PRESIDENT. The Vice President shall, under the direction of the President, develop and administer programs, subject to the direction 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.

4.9 TREASURER. The Treasurer shall 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.

The Treasurer, as recipient of monies paid for dues, shall promptly inform the Secretary as to changes in payment status of members, and of new members. [←added] In general, the Treasurer shall perform all duties incident to the office of 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.

4.10. SECRETARY. The Secretary shall record or cause to be recorded in books provided for the purpose, all proceedings of the meetings of the Society, including those of the members and all committees, of which a secretary shall not have been appointed, including the Executive Committee but not including the Board of Directors when it meets separately; see that all notices are duly given in accordance with the provisions of these by-laws, not to include notices that shall apply solely to the Board of Directors; shall see that the books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed.

The Secretary shall maintain or cause to be maintained listings of members, their status, and their contact information, in electronic database form, updating information as provided when the Treasurer records payments of dues and other monies. [added]

The Secretary shall respond to, or cause to be responded to, all correspondence pertinent to any aspect of The Tobacco Root Geological Society, Inc., and mail any ballots, newsletters, publications, or other communications of The Tobacco Root Geological Society, Inc. In general, the Secretary shall perform all duties incident to the office of 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 Five. Committees.**

5.1 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, to the extent provided in the resolution or resolutions, 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.

5.2. EXECUTIVE COMMITTEE. The Executive Committee, a standing committee, shall direct all affairs and activities of the Society, subject to oversight by the Board of Directors. The Executive Committee shall consist of the Officers of the corporation as enumerated in Section 4.1, all members of the Board of Directors defined in Article Three, and the editor(s) and webmaster of the Society. A majority of the total number of members of the Executive Committee 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 members of the Executive Committee present at any meeting at which a quorum is present shall be the act of the Executive Committee. In absence of a quorum, a meeting may be adjourned until such time as a quorum may be obtained. In the case that any individual(s) hold(s) more than one position within the Executive Committee, such as serving on the Board and as an Officer, such persons shall nonetheless only have one vote in the Executive Committee. [added oversight, redefined membership, quorum, multiple positions]

5.2.1 ACTION THROUGH E-MAIL. Action agreed to by a majority of members of the Executive Committee through e-mail, all of the members of the Executive Committee having been party to discussions of the action via e-mail, shall be valid as an Executive Committee action as though it had been authorized at a meeting of the Executive Committee.

[added Action via e-mail consultation]

5.2.3 SUBCOMMITTEES. The Executive Committee may designate subcommittees to accomplish the goals of the Society. The Executive Committee may appoint to serve on such subcommittees at least two members in good standing of the Society, as well as non-members of the Society as required by the needs of such subcommittees. [new section]

5.2.3 APPOINTMENTS. The Executive Committee may, at its discretion, designate, appoint, or remove one (1) or more individuals to serve the Society as Editor(s), Field Conference Organizer(s), webmaster(s), or to serve in other roles as the Executive Committee may determine. Such appointees should, to the extent practicable, be members in good standing of the Society. [new section]

~~4.3. FIELD CONFERENCE COMMITTEE~~ deleted

### **Article Six. Membership.**

6.1 MEMBERSHIP. The general membership of the Society shall consist of Annual, Lifetime, Charter, 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. [at meeting Feb 8, 2008, Board set membership year as May 1 to May 1 and also did this by resolution and decided that it would not be part of the by-laws.]

6.4. LIFETIME MEMBERS. Lifetime Members shall be those persons who pay the one-time lifetime dues which shall be twenty times the annual dues established by the Executive Committee.

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.

### **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. Moved to section 3.4 (e)**

### **Article Eight. Amendments.**

8.1 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 Secretary. The 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 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.~~ Any amendment to the by-laws becomes effective upon a majority vote of the Board of Directors.

### **Article Nine. Dissolution.**

9.1 DISSOLUTION. Upon dissolution of The Tobacco Root Geological Society, Inc., 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. [added per minutes from 1975]

[End of By-Laws]