

CONSTITUTION

(Revised 25 April, 2017)

Article I. Name

The name of this Association is Utah Geological Association.

Article II. Object

The object of the Association is the increase and diffusion of geological knowledge and the encouragement of public appreciation and knowledge of the utility and application of geologic science.

The Association, a non-profit organization, is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501 (c)(6) of the Internal Revenue Code of 1954 (Code), or the corresponding provisions of any subsequent United States Internal Revenue law or laws. The Association shall engage in related activities to the extent that they do not prejudice the Association's tax-exempt status under Section 501 (c)(6) of the code.

Article III. Membership

Section 1. There shall be five classes of members: Active, Associate, Emeritus, Honorary, and Life.

Section 2. Active members shall be professionals with a degree, or relevant professional experience, in the earth sciences. They will be entitled to vote and to hold office in the Association. Members joining the Association during its initial formation in 1970 shall be honored as Charter UGA Members.

Section 3. Associate members shall be students in the earth sciences and others interested in geology. Associate members shall not be entitled to vote or hold office in the Association.

Section 4. An Active member of the Association shall become an Emeritus member after being a member (regardless of classification) for 30 years by requesting such classification. Emeritus members will be entitled to vote and hold office in the Association but will not be required to pay dues.

Section 5. Honorary members shall be designated by the Governing Board. Honorary members will be entitled to vote and hold office in the Association, but will not be required to pay dues.

Section 6. Members shall be guided by the highest standards of business ethics, personal honor, and professional conduct.

Section 7. Any member who, after investigation, is found guilty of violating any of the standards of conduct prescribed in Section 6 of this article shall be admonished, suspended, allowed to resign, or dropped from membership in the Association by action of the Governing Board.

Section 8. Life members shall be professional geologists who meet all the requirements for Active membership and who pay the Life membership dues in effect at the time of application for Life membership. Life members applying before July 1, 1987, will be designated Charter Life Members and a separate roll of Charter Life Members will be permanently published in the annual membership directory. Life members will be subject to the provisions of Section 6 and Section 7 of this article. Life members will be entitled to vote and hold office in the Association, but will not have to pay further dues.

Article IV. Affiliated Societies

Duly organized groups or societies within the state of Utah which have objectives, aims, constitutions, bylaws, or practices in keeping with the aims and objectives of the Association may become affiliated with the Association. Such affiliation is subject to the recommendation of the Governing Board of the Association and approval by a majority of the active, honorary, and emeritus members of the Association voting on the recommendation. All members of an affiliated society must apply for, be granted, and maintain in good standing an active, associate, honorary, or emeritus membership in the Association. This will include payment of annual dues to the Association. Affiliated society members will have all of the benefits, privileges and obligations of Association membership.

An affiliated society will have the opportunity and obligation to conduct its business in concurrence with the aims and practices of the Association. An affiliated society may collect its own dues, apart from the Association dues, and conduct meetings, symposia, field conferences, and other technical and recreational activities in accordance with its goals. The Association encourages an affiliated society to present programs which meet the particular needs of its membership. Where feasible and when requested, the Association will provide assistance with and support for these programs.

Article V. Officers

Section 1. The officers of the Utah Geological Association shall be a President, President-Elect, Program Chairman, Secretary, and Treasurer.

Section 2. The President shall preside at the meetings of the Association and at all meetings of the Governing Board; and shall appoint all committees not otherwise provided for.

Section 3. The President Elect, in the absence of the President, shall assume the duties of the President. The President Elect shall also, upon approval by the Board, propose and organize the following year's field trip and publication.

Section 4. The Program Chairman shall arrange for programs for all special and regular meetings of the Association. In the absence of the President and the President-Elect, the Program Chairman shall preside at meetings.

Section 5. The Secretary shall keep minutes of all meetings, attend to all correspondence, and preside at meetings in the absence of the President, President-Elect, and Program Chairman.

Section 6. The Treasurer shall receive all funds of the Association and, under the direction of the Governing Board, shall disburse funds of the Association. The Treasurer shall preside at meetings in the absence of all other officers of the Association. At the annual meeting, the Treasurer shall present a written and oral report of the financial status of the Association. Following this annual meeting, the Treasurer shall assure a written report is included in the newsletter, and shall file the appropriate tax reports for the fiscal year just completed on September 30.

Article VI. The Governing Board

Section 1. The officers of the Utah Geological Association and the Past President will constitute a Governing Board.

Section 2. The Governing Board shall direct, control, and manage all activities, funds, committees, and affairs of the Association. Approval by majority vote of the whole Board shall precede any expenditure over \$1000 and the expenditure must aid in meeting the objectives of the Association (see Article II).

Section 3. The Governing Board shall consider and pass on all applications for membership in the Association.

Section 4. The Governing Board shall supervise all elections through an Election Committee.

Section 5. The Governing Board shall fill vacancies in the positions of Secretary, Treasurer, Program Chair or Past President. A vacancy in the office of President shall be filled by the current President Elect. A vacancy in the position of President Elect shall be filled either during the next general election or by special election at the discretion of the Board. If the positions of President and President Elect both become vacant, a special election shall be held to fill those vacancies.

Section 6. The Governing Board may approve an annual field trip and field trip committee, as proposed by the President Elect, after discussion with the membership at large. The board shall approve the plan and budget for the field trip and associated publication. After such approval, the committees will conduct the field trip and arrange for publication.

Section 7. The Governing Board may finance scholarships, tuition, or research for students in the earth sciences at colleges or universities in Utah. All funds received for scholarships shall be kept in a federally insured account, separate from the UGA's general funds, and shall be designated as the Student-Education Fund. Funding for the

Student-Education Fund shall be accrued interest, member donations, and/or other funds as designated by the Governing Board.

Section 8. The Governing Board shall appoint an editor who shall prepare and distribute a newsletter.

Section 9. All decisions of the Governing Board shall be by majority vote, and the presence of four members shall constitute a quorum.

Article VII. Meetings

Section 1. An Annual Meeting shall be held during the month of October at a time and place designated by the Governing Board. At this meeting the financial status of the Utah Geological Association shall be reported for the period ending September 30; officers for the ensuing year shall be installed and the outgoing President shall either deliver an address or review the status of the Association.

Section 2. The Association shall hold one or more regular meetings per month unless, for good cause, the Governing Board decides such meeting shall be omitted. The regular meetings, if devoted to a technical subject of general interest, by decision of the Governing Board, shall be open to all interested persons.

Article VIII. Dues

Section 1. Annual dues shall be assessed against active and associate members. The Governing Board shall, following discussion with the membership at large, determine the dues structure for Active, Associate and Life memberships.

Section 2. The annual dues shall be paid to the Treasurer by December 1, and payment of dues shall constitute good standing. Life Membership dues shall be paid to the Treasurer at the time of application for Life Membership, or during a prescribed period designated by the Governing Board.

Section 3. The names of those in arrears will not be included in the list of members which shall be prepared annually by the Secretary of the Association on January 1 or as soon thereafter as practicable.

Article IX. Elections

Section 1. The President-Elect of the Utah Geological Association shall automatically succeed to the office of the President in the year following the term as President-Elect or during the present year if the President is unable to serve out his/her term.

Section 2. The remaining officers of the Association shall be elected annually, as follows: At least four months before the annual meeting the Past President shall convene an Election Committee, which shall consist of the Past President of the Association and two or more other active or honorary members who are not of the Governing Board. The Election Committee shall nominate one or more candidates for each of the offices of President-Elect, Program Chairman, Secretary, and Treasurer. The Election Committee shall also propose one or more candidates for the office of President if for any reason the President-Elect is unable to advance to the office of President. At least one month prior to the annual meeting, the Election Committee shall announce these candidates at a regular meeting, and additional nominations may be made by the membership at the meeting. The names of the candidates shall also be distributed to the membership at large in the newsletter and additional nominations may be made by the membership by mail (physical or electronic). Two weeks before the annual meeting, the candidates' names shall be submitted by mail (physical or electronic) to the active members in good standing and honorary members on a secret ballot that contains provisions for writing in the names of additional candidates for all offices. The Election Committee will count all ballots returned by noon of the day of the Annual Meeting and report the results of the election to the President of the Association. The President shall then announce the results of the election. A majority of the votes cast will constitute an election; and in the event of a tie, the President determine the winner by a coin toss at the annual meeting.

Section 3. An Election Committee may be activated to execute any voting needs of the organization.

Article X. Amendments

Section 1. This Constitution may be amended by a three-fourths majority vote of the votes cast by qualified members. An amendment may be submitted for vote to the general membership by either: 1) Approval by the Governing Board, or 2) By obtaining the signatures of at least 10 Active, Emeritus, Honorary, or Life members. Said proposed amendment(s) must be submitted to the membership by publication in the regular or a special edition newsletter at least 2 months prior to a vote, and an open discussion of the proposed amendment(s) at one regular meeting at least 1 month prior to the vote. Voting shall be by paper or electronic ballot delivered to the membership at large at least two weeks before the vote is due. The vote due date shall be the same as a regular or annual meeting, at which time the presiding officer will make a final call for ballots.

Section 2. Qualified members unable to vote electronically may return their vote on the proposed amendment by official ballot to the President of the Association and shall be counted if the ballot is received by the time of the meeting. No oral votes will be counted, voting must be by official paper or electronic ballot only. The Governing Board, or an Election Committee appointed by the Board, shall conduct the balloting, tally the votes, and report the results to the members present at the regular or annual meeting designated as the vote due date.

Section 3. Amendments adopted shall become effective at the close of the meeting, unless otherwise ordered by the amendment.

Article XI. Dissolution

The organization may be dissolved by a majority vote of the Governing Board, followed by a three-quarters majority of the votes cast by qualified members (Article III, Section 2). The vote will be conducted in the same manner and means as the election of officers, but at a time designated by the Governing Board. In the event of dissolution of the Association, the Governing Board shall distribute any assets remaining, after the discharge of all liabilities, to charitable, scientific, or educational organizations as required in Section 501(c)(6) of the Internal Revenue Code. It is recognized that, under these circumstances, no member of the Association shall have any right or interest in or to the property or assets of the Association.

Article XI. Amendments

Section 1. This Constitution may be amended by a three-fourths majority vote of the qualified members present at any regular or annual meeting, provided that the amendment has been approved by the Governing Board, and provided that the amendment has been submitted with a mail ballot to the membership at large at least three weeks before the meeting together with a statement notifying the membership of the time and place of the meeting at which the vote would be taken.

END OF CONSTITUTION