BYLAWS
of
THE NEW YORK STATE COUNCIL OF PROFESSIONAL GEOLOGISTS, INC.

A New York Not-for-Profit Corporation
Adopted September 7, 1995

Amended August 30, 2011

ARTICLE I
Place of Business

Section 1 - Place of Business. The New York State Council of Professional Geologists, Inc., (hereinafter referred to as the "Council"), will maintain a legal mailing address within the State of New York. Such address may be changed as necessary by the Board of Directors (hereinafter referred to as the "Board", and defined in Article VI).

Section 2 - Registered Office. The Council shall maintain a registered office in the State of New York, which may be changed from time to time by the Board.

ARTICLE II
Mission

The mission of the Council shall be:

A. To strengthen and advance the geological sciences as a profession (hereinafter "the profession of Geology");

B. To promote the protection of public health, the public welfare, and the environment through the professional practice of Geology;

C. To promote high standards of ethical conduct among its members (hereinafter the "Membership") and within the profession of Geology;

D. To promote the legal standing of geologists and their ability to practice geology in New York State through the statutory regulation and registration/licensing of geologists in New York State;

E. To protect the integrity of the profession of Geology in New York State through the tracking and monitoring of existing and proposed legislation, regulations and public policy, and through active participation in the development of the same;

F. To sponsor and support activities and events related to furthering the education and professional development of geologists and the geologic knowledge of the general public; and,

G. To work closely and cooperate with other regional and state-wide organizations within New York State, with other regional, state-wide organizations outside of New York State, and with national organizations in matters regarding the study and practice of Geology.

ARTICLE III
Shared Costs

Section 1 - Not-for-Profit Corporation. The Council is not to be operated for pecuniary profit or financial gain, and no part of its assets, income or profit shall be distributable to, or inure to the benefit of its members, Directors or Officers except to the extent permitted for a Type C Corporation under the Not-for-Profit Corporation Law. Members, Directors, and Officers may be reimbursed for expenses as approved by the Board.

Section 2 - Funding of Activities. The costs for activities authorized by the Directors are to be funded by the Members as "Shared Costs." All Members shall pay initial, and as necessary, subsequent dues, which shall be held in a checking account to be maintained by the Treasurer, and used to pay Shared Costs as incurred.

ARTICLE IV
Membership

Section 1 - Membership in the Council shall consist of Full Members, Associate Members, Voting Associate Members, and Student Members:

FULL MEMBER - Any person who by education and/or experience is qualified to advance the objectives of the Council shall be eligible for full membership. Such a person must be a graduate of an institution of collegiate standing, in which institution the major work has been done in Geology or in a geological science.

ASSOCIATE MEMBER - Any other person who is interested in the science of Geology, and/or in the advancement of the objectives of the Council, and who is not eligible to be a Full Member, as above defined, shall be eligible to be an Associate Member.

VOTING ASSOCIATE MEMBER - Any other person who is interested in the science of Geology, and/or in the advancement of the objectives of the Council, and who is not eligible to be a Full Member, as above defined, shall be eligible to be a Voting Associate Member after five years continuous participation in the affairs of the Council as an Associate Member.

STUDENT MEMBER - Any currently enrolled graduate or undergraduate college student shall be eligible to be a Student Member. Upon termination of college work, such student membership shall cease at the end of the current membership year, at which time, application as a Full Member or Associate Member as set forth herein may be made.

Section 2 – Any corporation or organization whose activities and/or interests concern the science of Geology and the advancement of the mission of the Council can sponsor members through a Corporate Sponsorship. Admission to and continuation of Corporate Sponsorship shall be contingent upon (1) a professional interest in the science of Geology and (2) payment of sponsorship dues.

Rights and Privileges of Corporate Sponsors: (1) Corporate Sponsors are entitled to a prescribed number of individual Full or Associate Members depending on the level of their sponsorship. In addition to an application for Corporate Sponsorship, a completed membership application must be submitted for each individual Full or Associate Member covered by the Corporate Sponsor. (2) All Corporate Sponsors receive recognition in official Council publications in a manner to be determined by the Board.

Section 3 - Only Full Members and Voting Associate Members shall be eligible to vote (hereinafter "voting members") on matters of Council business. Associate Members, Voting Associate Members, and Student Members shall enjoy all privileges of the Council, except that they shall not hold office, be elected as Directors, nor endorse applications for membership.

Section 4 - The Board from time to time shall establish the amount of dues or sponsorship required to attain and maintain membership in the various membership and corporate sponsorship categories. A membership form shall be provided to each member on or before December 1 of each year for the amount of the annual dues for the upcoming year. These dues are payable on or before January 1 of each upcoming year. Any Member or Corporate Sponsor who shall fail to pay dues within 90 days after being notified that dues are payable shall be considered in arrears and no longer a member of the Council.

Section 5 - Each candidate for admission to the Council in any of the classes of membership shall submit to the Chair of the Membership Committee (Article XIV, Section 3) a formal application in the form prescribed by the Board stating his or her qualifications. The Membership Committee shall consider this application and make a recommendation for or against acceptance to the Board. A three-fourths vote of approval by the entire Board shall be required for admission. After the vote, the Board will instruct the Treasurer to collect the appropriate membership dues and the Membership Committee will notify the applicant of their admission or non-admission to the Council.

ARTICLE V
Action by the Membership

Section 1 - Annual Meeting. The Annual Meeting of the Membership shall be held within 30 days of the September Board Meeting, provided that no more than thirteen months shall elapse between Annual Meetings.

Section 2 - Special Meetings. Special Meetings of the Membership may be called at any time by a simple majority of the Board or the President. A Special Meeting must be called by the President upon written request of ten percent (10%) of the voting members.

Section 3 - Notice of Meetings. Notice of the Annual Meeting stating the place, date, and hour shall be given not less than 30 days before the date of the meeting to each member of the Council. Notice of a special meeting stating the place, date, and hour, and indicating that it is being issued by or at the direction of the person or persons calling the meeting, and stating the purpose or purposes for which the meeting is called, shall be given not less than ten nor more than sixty days before the date of the meeting to each member. At a special meeting, no business other than that specified in the notice of meeting shall be transacted. A notice shall be sent to the member at their preferred contact address as it appears on the membership books of the Council unless he or she shall have filed with the Secretary of the Council a written request that notices intended for him or her be sent to a different address, in which case it shall be sent to the address designated in the request. No notice need be given to members of any regular meeting of the Board.

Section 4 - Participation Without Physical Presence. Any one or more members may participate in a meeting by means of a conference call or similar communications equipment allowing all persons participating in the meeting to communicate with each other at the same time. Participation by such means shall constitute presence *in person* at a meeting.

Section 5 - Quorum and Adjournment. The presence, in person or by proxy, of the holders of a majority of the voting members of the Council shall be necessary to constitute a quorum for the transaction of business. If, however, a quorum shall not be present or represented at any meeting of the members, the voting members at the meeting who are present in person or represented by proxy, shall have power to adjourn the meeting to a future date at which a quorum shall be present or represented. When a meeting is adjourned to another time or place, notice of the adjourned meeting will be provided to all members. Any business may be transacted at the adjourned meeting that might have been transacted on the original date of the meeting.

Section 6 - Voting. A Member of the Council entitled to vote on matters of Council business ("voting member" as specified in Article IV, Section 3) at a meeting may vote at the meeting in person or by proxy. Every member eligible to vote shall be entitled to one vote. All corporate action initiated at a meeting of the members shall be determined by a simple majority of the votes cast at the meeting by members entitled to vote thereon.

Section 7 - Proxies. Every proxy must be dated and signed by the member or by their attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date of its execution, unless the proxy provides otherwise. Every proxy shall be revocable by the member executing it.

Section 8 - Withdrawal of a Member. Any Member or Corporate Sponsor may withdraw from his, her or its status as a Member or Sponsor of this Council, upon notice to the Board, which notice shall be effective upon receipt. Any Member who elects to withdraw shall remain responsible for Shared Costs incurred through the date of receipt of the notice of withdrawal.

Section 9 - Removal of a Member. If any member's interests or actions are regarded as contrary to the interests of the Council, that member may be removed by a vote of two-thirds of the voting members. The failure of any member to pay any portion of any assessment within 90 days after receipt of notice of such assessment shall be sufficient cause for that Member's actions to be regarded as contrary to the interests of the Council.

ARTICLE VI
Directors

Section 1 - Executive Authority. Management and control of the property and affairs of the Council shall be carried out by the Board of Directors (the Board), which shall consist of a minimum of 11 persons. One director shall be the immediate past President of the Council. Four of the directors shall be the four duly elected officers of the Council (President, Vice President, Treasurer, and Secretary), each to serve for a one year term or until their successors are duly elected and qualified. A minimum of six Directors shall be elected at-large, each to serve for a two-year term or until their successors are duly elected and qualified. The Nominations Committee shall make every attempt to nominate at-large Directors to represent all disciplines of Geology and all geographic areas of New York State represented by the membership. The Nominations Committee shall also make every attempt to nominate active members from regional professional geological organizations. The number of Directors may be increased or decreased by resolution of the Board but must consist of an even number of at-large Directors.

Section 2 - Tenure and Qualifications. The Directors shall serve two-year terms with half assuming their role on October 1st in even calendar years and the remaining half assuming their role on October 1st in each odd calendar year. Each Director shall hold office until their successor shall have been duly elected and qualified, or until their earlier resignation, removal from office, or death. Directors must be Full Members in good standing within the Council and must not be in arrears.

Section 3 - Election. Candidates for Directors can be nominated by Full Members, Officers, or other Directors. Nominations shall be forwarded to the Nominations Committee and elections shall be held in accordance with the procedures in Article XIV Section 3 D. Directors shall be elected by a simple majority vote of the ballots received from voting members as described in Article XIV Section 3 D.

Section 4 - Duties and Powers. The Board shall have control and management of the affairs and business of the Council. Except as otherwise provided in Section 5 of this Article VI, the Directors shall in all cases act as a Board, regularly convened, and, in the transaction of business, each Director shall be entitled to one vote in their name in the enactment of the duties of the Board, provided a quorum is present. The Directors may adopt rules and regulations for the conduct of their meetings and the management of the Council that they deem proper and which are not inconsistent with law, these Bylaws, or the Articles of Incorporation. It is the duty of Directors to regularly attend board meetings.

Section 5 - Meetings. The Board shall meet for the transaction of business monthly. Within 15 days after the adjournment of the Annual Meeting of the Members the incoming Board will determine the schedule of regular Board Meetings through September of the following year. Special meetings of the Board may be called at any time by the President or by any two Directors.

Section 6 - Consent Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed within the minutes of the proceedings of the Board or the Committee and copies shall be furnished to all Members who did not execute the consent.

Section 7 - Participation Without Physical Presence. Any one or more members of the Board or any Committee thereof may participate in a meeting of such Board or Committee by means of a conference call or similar communications equipment allowing all persons participating in the meeting to communicate with each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 8 - Notice of Meetings. No notice need be given of any regular meeting of the Board. Notice of special meetings shall be served upon each Director specifying the time and place of the meeting and the business to be transacted at the meeting.

Section 9 - Place of Meeting. The Board may hold its meetings either within or outside the State of New York at the places designated in the notices of meeting.

Section 10 - Quorum. At any meeting of the Board, the presence of a simple majority of the Board shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a lesser number may adjourn the meeting to some future time, not more than twenty days later. Except as otherwise required by statute, by the Articles of Incorporation or by these Bylaws, the affirmative vote of a simple majority of the Directors present at a meeting at which a quorum is present shall constitute an act of the Board.

Section 11 - Vacancies. The Board of Directors may appoint new members to fill vacancies in their own body to serve until the next Annual Meeting of the members or until the next special meeting of the members called for such purpose. The vacancy shall be filled within 60 days after the occurrence of the vacancy by a simple majority vote of the remaining Directors at a regular meeting of the Board, at or by unanimous written consent of the remaining Directors without a meeting.

Section 12 - Removal. Any Director may be removed, with or without cause, by a vote of the simple majority of the voting members of the Council. The vacancy on the Board of Directors caused by the removal may be filled by consent of a simple majority of voting members or, if the members fail to do so, by the affirmative vote of a simple majority of the remaining Directors. Failure to attend regular board meetings without justification and notification of the President shall be considered grounds for removal.

Section 13 - Resignation. Any Director may resign their office at any time; their resignation shall be made in writing and shall take effect immediately without acceptance.

ARTICLE VII
Officers

Section 1 - Officers and Qualifications. The officers of the Council shall include a President, Vice President, Past President, a Secretary and a Treasurer, each of whom shall be nominated by the Board of Directors, except Past President. Such other officers, assistant officers and agents as may be deemed necessary may be elected or appointed by the Board from time to time. Any two or more offices may be held by the same person, except that the President may not also serve as Secretary. All candidates for officers must be Full Members of the Council.

Section 2 - Election. Nominations shall be forwarded to the Nominations Committee and elections shall be held in accordance with the procedures in Article XIV Section 3 D. All officers of the Council shall be elected annually by a simple majority vote of the ballots received from voting members as described in Article XIV Section 3 D.

Section 3 - Term of Office. The term of each Officer shall begin on October 1st of each calendar year and end on September 30th of the following calendar year unless a resolution to the contrary is specifically adopted. All Officers shall hold office until their successors have been duly elected and have qualified, or until their earlier resignation, removal from office, or death.

Section 4 - Removal of Officers. Any Officer or agent elected or appointed by the Board may be removed by a simple majority vote of the Directors whenever, in their judgment, the best interests of the Council will be served thereby. Removal as provided in this section shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer or agent shall not of itself create contract rights.

Section 5 - Duties of Officers. The duties and powers of the officers of the Corporation shall be as follows and as may be set from time to time by resolution of the Board of Directors:

President

A. The President shall preside at all meetings of the Board. He or she shall also preside at all meetings of the Membership.

B. He or she shall present, at each Annual Meeting of the Membership and Directors, a report on the status of the business of the Council.

C. He or she shall cause to be called regular and special meetings of the Membership and Directors in accordance with the requirements of these bylaws.

D. He or she shall sign and execute all contracts in the name of the Council.

E. He or she shall cause all books, reports, statements and certificates to be properly kept and filed as required by law.

F. He or she shall enforce these bylaws and perform all duties incident to this office and which are required by law, and generally, he or she shall supervise and control the business and affairs of the Council.

Vice President

A. During the absence or incapacity of the President, the Vice President shall perform the duties of the President, and when so acting, he or she shall have all the powers and be subject to all the responsibilities of the office of the President.

B. He or she shall verify the counting of the votes for election of Officers and Directors and report the results to the Board and Membership.

C. He or she shall perform such duties and functions as the Board may prescribe.

Past President

A. During the absence or incapacity of the President and the Vice President the Past President shall perform the duties of the President, and when so acting, he or she shall have all the powers and be subject to all the responsibilities of the office of the President.

B. The Past President shall perform such duties and functions as the Board may prescribe, including facilitating the annual transition of officers.

Secretary

A. The Secretary shall keep the minutes of the regular meetings of the Board of Directors and of the Annual Meeting of the Membership in appropriate books and will distribute the minutes to the Board within two weeks of the conclusion of a meeting.

B. He or she shall attend to the giving of notice of special meetings of the Board and of all the meetings of the Membership of the Council.

C. He or she shall be custodian of the records and seal of the Council and shall affix the seal to the membership certificates and other corporate papers when required.

D. He or she shall keep accurate and complete records of the Membership of the Council, including records as to whether or not each member is in good standing.

E. He or she shall attend to all correspondence and present to the Board at their meetings all official communications received by them.

F. He or she shall distribute the ballots for election of officers and directors and for any other special votes or surveys to the Membership.

G. He or she shall perform all duties incident to the office of Secretary of the Council.

Treasurer

A. The Treasurer shall have the care and custody of and be responsible for all the funds and securities of the Council, and shall deposit these funds and securities in the name of the Council in banks or other depositories designated by the Board.

B. He or she shall make, sign, and endorse in the name of the Council, all checks, drafts, notes, and other orders for the payment of money, and pay out and dispose the same under the direction of the President or the Board.

C. He or she shall maintain accurate books of account of all its business and transactions and shall at all reasonable hours exhibit books and accounts to any Director upon application to the treasurer during business hours.

D. He or she shall render a report of the condition of the finances of the Council at each regular meeting of the Board and at such other times as shall be required, and he or she shall make a full financial report at the Annual Meeting of the Membership.

E. He or she shall further perform all duties incident to the office of Treasurer of the Council.

F. If required by the Board, he or she shall give such bond as they shall determine appropriate for the faithful performance of their duties.

Other Officers

Other officers shall perform those duties and have those powers which may be assigned to them by the Board.

Section 6 - Vacancies. A vacancy in any office because of resignation, removal, death, or otherwise shall be filled promptly by the Board for the unexpired portion of the term, either at a regular meeting or at a meeting specially called for that purpose.

Section 7 - Resignation. Any Officer may resign their office at any time; their resignation shall be made in writing and shall take effect immediately without acceptance.

ARTICLE VIII
Dividends

No dividends out of the surplus of the Council are to be payable to the membership.

ARTICLE IX
Fiscal Year

The fiscal year of the Council shall begin on January 1 of each calendar year and end on December 31 of the same calendar year unless a resolution to the contrary is specifically adopted.

ARTICLE X
Negotiable Instruments, Deed and Contracts

All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the Council; all deeds, mortgages, and other written contracts and agreements to which the Council shall be a party; and all assignments or endorsements, registered bonds, or other securities owned by the Council, shall, unless otherwise directed by the Board, or unless otherwise required by law, be signed by the President or by any two of the following Officers who are different persons: Vice President, Secretary, or Treasurer. The Board may, however, authorize any one of such officers to sign any of such instruments, for and in behalf of the Council, without necessity of countersignature; may designate officers of the Council, other than those named above, who may, in the name of the Council, sign such instruments; and may authorize the use of facsimile signatures of any of such persons.

ARTICLE XI
Indemnity and Insurance

Section 1 - Insurance. The Council shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Council or is or was serving at the request of the Council as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against their person and incurred by their person in any such capacity or arising out of their status as such, whether or not the corporation would have the power to indemnify their person against such liability under the provisions of this article.

Section 2 - Indemnification. The Council shall indemnify every present and former Director or Officer, his or her heirs, executors and administrators against expenses and liabilities reasonably incurred by him or her in connection with any action. suit or proceeding to which he/she may be made a party by reason of his being or having been a Director or Officer of this Council or of any other corporation or organization, in which capacity he/she was serving at the request of the Council, except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement, as to which the organization is advised by the council that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not be exclusive of any other right to which any such Officer or Director may be entitled.

ARTICLE XII
Amendments

Section 1 - Manner of Amending. These Bylaws may be altered, amended, repealed, or added to by the affirmative vote of a majority of the voting members, or by a 2/3 majority of the Board; provided, however, that any bylaws adopted by the Board may be altered, amended, or repealed by a majority vote of the voting members.

ARTICLE XIII
Waiver of Notice

Section 1 - Authority to Waive Notice. Whenever under the provisions of these bylaws or of any statute, any Full Member or Director is entitled to notice of any regular or special meeting or of any action to be taken by the Council, the meeting may be held or the action may be taken without the giving of notice, provided every Full Member or Director entitled to notice in writing waives the notice requirements of these bylaws.

ARTICLE XIV
Standing Committees

Section 1 - There shall be standing committees appointed by the President in consultation with the Board. Standing committees will be made up of a Chairperson and an adequate number of members to pursue the committee's purposes. The committees shall make reports at specific intervals as directed by the Board.

Section 2 - Standing Committees. Standing Committees include Membership, Communications, Fundraising, Nominations, Legislative, and Outreach. Other Standing Committees may be established by the President and Board, as appropriate. Ad hoc (informal) committees may also be established by the President and Board as necessary to pursue specific, short-term issues.

Section 3 - Duties of Committees. The committees will be chaired by a Director as defined in Article VI Section 1. The duties and powers of the Committees shall be as follows and as may be set from time to time by resolution of the Board of Directors:

A. **Membership Committee** - The membership committee shall have as its Chair a Director appointed by the Board who shall select his or her own committee members with the approval of the Board. The duties of this committee shall be to promote membership in the Council, to assist the Treasurer in contacting members who are in arrears in their dues, and to promote fellowship by notifying new members of their acceptance in the Council and inviting them to meetings.

B. **Communications Committee** - The communications committee shall have as its Chair a Director appointed by the Board who shall select his or her own committee with the approval of the Board. The duties of this committee shall be to disseminate understandable and accurate information regarding Council activities. The communications committee will oversee preparation of regular newsletters,

maintenance of the Council's web site, and distribution of any other information pertinent to the interests of the Membership.

C. **Fundraising Committee** - The fundraising committee shall have as its Chair a Director appointed by the Board who shall select his or her own committee with the approval of the Board. The duties of this committee shall be to build relationships and raise money to meet the Council's ongoing financial needs.

D. **Nominations Committee** - For the purpose of electing officers and directors, the Board shall appoint a nominating committee by March 1st of each year. It shall consist of five members, including the immediate Past President as Chair, two current Directors and two active Full Members. Its duty shall be to recommend nominees for each office and directorship to the Board of Directors. The committee shall report its recommendations to the Board at the June meeting. Additional nominations may be submitted in writing to the Chair of the Nominating Committee by voting members of the Council. Nominations will close at the meeting, by motion or by adjournment. The Board will ratify the ballot at the July meeting. Ballots will be distributed to the voting members by the Secretary within ten days following the July meeting. The election will close at the convening of the September Board and/or Annual Meeting, at which meeting the results of the election shall be tallied and reported by the Vice President. The newly elected Directors and Officers shall assume their duties October 1st.

E. **Legislative Committee** - The legislative committee shall have as its Chair a Director appointed by the Board who shall select his or her own committee with the approval of the Board. The committee shall be concerned with all legislative and government affairs affecting the profession of Geology.

F. **Outreach** - The outreach committee shall have as its Chair a Director appointed by the Board who shall select his or her own committee with the approval of the Board. The duties of the outreach committee shall be to advocate on behalf of the Council with other professional organizations within the State of New York.

ARTICLE XV
Dissolution and Disposition of Corporate Assets

Section 1 - Dissolution. Dissolution of the Council will require a two-thirds vote of voting members at a General Meeting of the Membership.

Section 2 - Disposition of Corporate Assets. In the event of the dissolution of the Council, any assets remaining after the payment of all debts, expenses and charges shall be distributed by the Board of Directors in furtherance of the purposes of this organization to such one or more exempt charitable or educational organizations and none of the assets of the Council shall be paid to or inure to benefit of any member thereof.