

## PROPOSED AMENDMENTS TO THE BY-LAWS OF THE SOUTH TEXAS GEOLOGICAL SOCIETY

The By-Laws of the South Texas Geological Society have been amended a number of times since they were established in conjunction with the Society's Articles of Incorporation in 1969. Although those amendments, at the times they were made, satisfied the need to revise specific terms of the By-Laws, some of the changes unfortunately resulted in inconsistencies and ambiguities within the broader scope of the document. In addition, the By-Laws are now in need of a re-organization of the text and an update with respect to the Society's current functions.

Therefore, the STGS Board of Directors appointed an *ad hoc* committee to examine the By-Laws in detail and make recommendations for new amendments. The committee completed this task, and based on the committee's recommendations and the Board's own review, the Board now proposes amendments to the By-Laws of the South Texas Geological Society as presented below.

**Please note that proposed additions are shown in red italics and deletions are shown by strike-throughs.** Also note that to achieve a more reasonable organization of the By-Laws topics, a revision of the order of certain articles and sections is proposed, and section titles have been added to provide for easier reference to section topics. In addition, certain parts of the By-Laws that are obsolete or redundant, including Article XI and several sections, are proposed to be deleted in their entirety. If the amendments are passed, articles and sections will then be placed in their proper sequence according to their new numbers.

The Board believes that the proposed amendments will provide a clearer, better organized, and more easily referenced By-Laws document, **without creating any significant changes in the Society's purposes or structure.** All STGS voting members should review these proposed amendments and be prepared to vote on them in a written ballot that will be mailed at the same time ballots for officer elections will be mailed in April. Hard copies of this document may be obtained from Doreen Brooner at 900 N.E. Loop 410, Suite D-100, San Antonio, TX 78209.

### BY-LAWS of SOUTH TEXAS GEOLOGICAL SOCIETY (Incorporated under the Texas Non-Profit Corporation Act)

#### ARTICLE I NAME AND LOCATION

**Section 1:** *Name.* The name of the corporation is: "SOUTH TEXAS GEOLOGICAL SOCIETY," and the word "SOCIETY" and "CORPORATION" shall be used and construed interchangeably in these by-laws.

**Section 2:** *Location.* The principal office of the Society shall be located in the City of San Antonio, Bexar County, Texas.

~~Section 3: — The Society may, in addition of its principal office, establish and maintain offices in such other places as the Board of Directors, from time to time, find necessary or desirable.~~

## **ARTICLE II** **PURPOSE**

The corporation is organized and shall be operated as a non-profit corporation exclusively for scientific and educational purposes, including:

1. To advance the science of geology;
2. To promote the technology of exploring for, finding and producing raw materials from the earth, their conservation and propitious use;
3. To foster the spirit of scientific research;
4. To disseminate facts relating to ~~geology~~*geological science*;
5. To inspire and maintain a high standard of professional conduct on the part of its members; and
6. To provide the public with means of recognition of adequately trained and professionally responsible geologists.

No part of the net earnings of the corporation shall inure to the *personal* benefit of or be distributed to its directors, officers, members, or any other private individuals, except that the corporation shall be authorized and empowered to reimburse expenditures made for it and to pay reasonable compensation for services rendered. The corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable Federal, State or local laws.

## **ARTICLE III** **MEMBERSHIP**

**Section 1:** *Classes.* The membership of this corporation will consist of ~~four (4)~~ *five (5)* classes as follows:

- A. *Active. Any persons engaged in the practice or teaching of geological science may apply for Active membership, provided the applicant holds a degree in geological science from an acceptable college. The degree requirement may be waived by the Board of Directors if the applicant has adequate geological experience.*
- B. *Honorary. Honorary membership is the highest honor which the Society may confer on a member. Nominees for Honorary membership must be voting members of the Society who have distinguished themselves in their services to the Society and to their profession. They must be sponsored by three (3) voting members in good standing in a written recommendation to the Board of Directors. On approval of such recommendation by the Board, nominees will be presented to the voting membership. Election to this high honor shall be by an affirmative vote of two-thirds (2/3) of the voting members of the Society who cast written ballots.*
- C. *Associate. Associate members are those not eligible for other classes of membership.*
- D. *Student. Student members must be enrolled in a college, majoring in geological science.*
- E. *Corporate. A corporate member may be any corporation or organization whose activities and/or interests, at least in part, concern the science of geology and the advancement of geological study within their industry and community. The member will be awarded two (2) designated representatives, both of which must qualify as active members established under the by-laws of the society and both shall be in the employ of the company. The two (2) designated representatives of the corporation shall be exempt from paying individual dues but will have all rights established for individual active members under Article III, Section 1A. The corporation shall have no voting rights. Membership eligibility, dues and certain rights and privileges of*

*the corporate member require a majority vote of the Board of Directors.*

Eligibility requirements for Active membership shall be the same as those for Active and Junior membership in the American Association of Petroleum Geologists. Namely, Active members shall be any persons engaged in the practice or teaching of geology, provided the person holds a degree in geology from an acceptable college. The requirement for a degree in geology may be waived by the Board of Directors if the applicant has adequate geological experience.

Student members are persons enrolled in a college majoring in geology.

Associate members are those not eligible for other classes of membership.

**Section 2: *Voting Members.*** Active and Honorary members will comprise the voting membership. Associate and Student members are non-voting.

**Section 3: *Election to Membership.*** ~~Nominations~~ *Applications* for all classes of membership shall be signed by three (3) voting members in good standing ~~of~~ *with* the Society and submitted to the Board of Directors. All members, except Honorary members, shall be ~~elected~~ *approved* by *a three-fourths (3/4) majority* of the Board of Directors.

~~**Section 4:** Honorary membership is the highest honor which the Society may confer on a member. Nominees for Honorary membership must be voting members of the Society who have distinguished themselves in their services to the Society and to their profession. They must be sponsored by three (3) voting members in good standing in a written recommendation to the Board of Directors. On approval of such recommendation by the Board, nominees will be presented to the voting membership. Election to this high honor shall be by an affirmative vote of two-thirds (2/3) of the voting members of the Society who cast written ballots.~~

**Section 54: *Special Recognition.*** The Society may, by recommendation of the Board of Directors, confer special recognition upon an individual or organization, *for which membership in the Society is not required.*

~~**Section 6:** A corporate member may be any corporation or organization whose activities and/or interests, at least in part, concern the science of geology and the advancement of geological study within their industry and community. The member will be awarded two (2) designated representatives, at least one of which must qualify as an active member established under the bylaws of the society and both shall be in the employ of the company. The two (2) designated representatives of the corporation shall be exempt from paying individual dues but will have all rights established for individual members under Article III. The corporation shall have no voting rights. Membership eligibility, dues and certain rights and privileges of the corporate member require a majority vote of the Board of Directors.~~

**Section 5: *Expulsion.*** *Each member shall adhere to the highest standards of professional ethics. If, after due investigation and hearing, a member is found to have violated these standards, he may be admonished, suspended, allowed to resign, or expelled from the Society. Grievance procedures should follow, as applicable, those adopted by the American Association of Petroleum Geologists for action in similar cases. Any decision resulting from such a grievance procedure shall be made known to the subject member by registered, return-receipt mail.*

## **ARTICLE IV** **BOARD OF DIRECTORS**

**Section 1: *Constituents.*** *The Board of Directors will consist of the Officers, the Past President, and two additional elected Directors.*

**Section 12: *Powers.*** The property and affairs of the Society shall be managed, controlled and administered by the Board of Directors. The Board of Directors shall carry out the purposes of the Society, and subject only to the limitations imposed by law, ~~the charter,~~ and these by-laws, may exercise all the powers of the Society.

~~**Section 2:** The number of proposed Directors comprising the Board of Directors shall be eight.~~

**Section 3: *Qualifications.*** All officers and directors of this Society must be qualified for active membership in the American Association of Petroleum Geologists *voting members of the Society.*

**Section 4: *Term of Office.*** The term of office of the Board of *each* Directors shall be for one year, or until their successors are elected and qualify *and shall coincide with the fiscal year of the Society as defined in these by-laws.*

**Section 5: *Vacancies.*** In case of any vacancy in the Board of Directors, except for the President-Elect, the remaining Directors may, at a meeting called for this purpose, elect a member to the board to hold office for the unexpired term of his predecessor, and until his successor is elected and qualifies. If the President-Elect position becomes vacant, a President for the succeeding year shall be nominated and elected along with the other members of the Board of Directors at such time and manner as is provided for their election in these by-laws.

## **ARTICLE ~~V~~VI** **MEETINGS OF THE BOARD OF DIRECTORS**

**Section 1: *Annual Meeting.*** There shall be an annual *transitional* meeting of the *outgoing and incoming* Board of Directors held immediately following the annual *May* meeting of the members of the Society *and before June 30.*, and no notice, other than the notice of the annual meeting of the members of the Society, shall be necessary for such meeting.

**Section 2: *Monthly Meetings.*** Regular *monthly* meetings of the Board of Directors shall be *scheduled* held at such times as may be fixed from time to time by resolution of the Board of Directors.

**Section 3: *Special Meetings.*** Special meetings of the Board of Directors may be called by the President, or by the Vice-President, or by any two directors upon giving *notice* of at least *three (3) business days in advance* one (1) day's notice to each director, either *personally* or by mail, *email, personally*, or by telephone.

**Section 4: *Quorum.*** A simple majority of the Directors of the Corporation *Society* shall be present at any Board of Directors meeting to constitute a quorum for the transaction of any society business.

**Section 5: *Business Transaction.*** At all meetings of the Board of Directors where business is transacted, a majority of the members of the Board of Directors present and voting is required to pass any motion duly made and seconded.

**Section 6: *Proxies.*** *The use of proxies in voting procedures will not be allowed.*

## **ARTICLE ~~VII~~VII** **MEETINGS OF THE MEMBERS**

**Section 12: *Monthly Meetings.*** There shall be regular *monthly* meetings held of the membership ~~held~~ at intervals ~~arranged~~ *scheduled* by the Board of Directors for the purpose of carrying out the ~~objects~~ *objectives* of the Society.

**Section 21: *Annual Meeting.*** ~~There shall be A~~ An annual meeting of the members ~~to~~ *shall* be held during the month of May at a time and place to be designated by the Board of Directors. *Announcement of the newly elected officers and directors shall be made at this annual meeting.*

**Section 3: *Vote Entitlement.*** Each *voting* member, *as defined in these by-laws*, shall be entitled to one (1) vote, either in person at a meeting, or by mail *or online* ballot ~~as hereinafter provided.~~

**Section 4: *Proxies.*** The use of proxies *in voting procedures will not be allowed* to enable a member or director to vote, shall not be recognized for any person.

**Section 5: *Quorum and Business Transaction.*** At any meeting of the members, the presence of one-tenth ~~one-fifth~~ (1/10~~5~~) of the total voting members in good standing shall constitute a quorum for the transaction of

any business whatsoever; and a one-tenth~~fifth~~ (1/10~~5~~) majority of the ~~total~~ *total* voting members in good standing must vote affirmatively for any provisions before it shall be deemed to have passed; ~~unless otherwise provided for by these by laws.~~

## **ARTICLE VIII** **OFFICERS**

**Section 1: *Officers.*** The officers of the Society shall consist of a President, a President-Elect, a Vice President, a Secretary, a Treasurer, *and* an Editor ~~and an Editor-Elect.~~

**Section 2: *President.*** The duties of the President shall be to preside at all meetings of the members and/or Board of Directors; he shall be the chief executive officer of the Society and shall have general and active management of the business of the Society. ~~The President shall appoint all Committees in his discretion.~~

**Section 3: *President-Elect.*** The President-Elect shall serve for one year as such and in the following year he shall assume the office of President. He shall have no administrative authority except as a member of the Board of Directors and shall not be responsible for any committees or functions of the society during his term. He shall acquaint himself with all the details of the office of President and generally prepare himself to serve as President. He shall be responsible for the preparation of the budget for the coming fiscal year for approval by the Board of Directors.

**Section 4: *Vice President.*** The Vice President shall be vested with all powers and shall perform all the duties of the President in ~~his~~ *the President's* absence; he shall *be responsible for the arrangements for the monthly meeting programs and shall* also perform such other duties as may be prescribed by the Board of Directors.

**Section 5: *Secretary.*** The Secretary shall keep accurate minutes of all meetings of the Board of Directors and *a list* of the members, *according to their classification*, and shall perform ~~all other duties incident to his office, and~~ such other duties as may be prescribed by the Board of Directors.

**Section 6: *Treasurer.*** The Treasurer shall keep, or cause to be kept, full and accurate accounts of the receipts and disbursements in books belonging to the Society, and shall deposit, or cause to be deposited, all money and other valuable effects in the name and to the credit of the Society, in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Society as may be ordered by the Board, or the President, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Society.

**Section 7: *Editor.*** The Editor shall cause to be published, from time to time as designated by the Board of Directors, a bulletin or technical journal, the editorial content of which shall be pertinent to the purposes of this Society as construed by the Board of Directors.

**Section 8: *Absence of Officer.*** In the absence of any officer of the Society, the Board of Directors may delegate the ~~powers or duties,~~ *but not the voting rights*, of such office to any other officer or to any director for the duration of the absence.

~~**Section 9:** —Assistant officers may be designated from time to time by the Board of Directors. Such assistants may receive compensation for their services in amounts to be fixed from time to time by the Board of Directors. A banking corporation may be designated as Assistant Treasurer.~~

## **ARTICLE VIII** **RESIGNATION AND REMOVAL OF OFFICERS AND DIRECTORS**

**Section 1: *Resignation.*** Any ~~director or officer may resign at any time by giving~~ *officer or director who wishes to resign is requested to give* written notice to the President or to the Secretary. Such resignation shall take effect at the

time specified therein, or, if no date specified, on the date of its receipt *by the resigning officer or director.*

**Section 2: *Removal.*** Any officer or director may be removed from office *by affirmative vote of at least one-half (1/2) of all members eligible to vote* in a *secret mail* ballot. ~~at a membership meeting held for such purpose, which~~ *This meeting ballot* may be called *for* by the Board of Directors or by written petition filed with the Secretary of the Society by at least ~~twenty five (25%) percent~~ *one fourth (1/4) of the total number of all members eligible to vote in good standing.* *The officer or director to be removed shall be notified of such action by registered, return-receipt mail.*

## **ARTICLE ~~IX~~*VIII*** **ELECTION OF DIRECTORS AND OFFICERS *AND DIRECTORS***

~~**Section 1:** Officers of the Society, including directors, to serve during the ensuing year shall be elected by a majority vote. One member shall be elected as a director and as President of the Society; one as a Director and as President Elect of the Society; one as a director and as Vice President of the Society; one as a director and as Treasurer of the Society; one as a director and as the Secretary of the Society, one as a director and as the Editor of the Society; one as a director and as the Editor Elect of the Society; and two others each as a director of the Society. The past President of the Society shall automatically become a member of the Board of Directors, serving for the year following the close of his term of office as President.~~

**Section 21: *Nominating Committee.*** Before the last regular *monthly* meeting in January of each year, the President, with the approval of the Board of Directors, shall appoint a nominating committee consisting of three (3) voting members in good standing who are not officers or directors.

**Section 32: *Candidates.*** At the first regular *monthly* meeting in March of each year, the nominating committee shall present to the Society the names of at least two candidates for each place, to wit: two candidates, one of whom shall be elected a director and also as *for the office of* President-Elect *and Director* of the Society; *at least* two candidates, one of whom shall be elected a director and also as *for the office of* Vice President *and Director* of the Society; *at least* two candidates, one of whom shall be elected a director and also as *for the office of* Secretary *and Director* of the Society; *at least* two candidates, one of whom shall be elected a director and also as *for the office of* Treasurer *and Director* of the Society; and *at least one* two candidates *for the office of Editor and Director; and at least two candidates for* election to each of the remaining two *non-officer* posts as members of *on* the Board of Directors of the Society.

**Section 43: *Nominations from the Floor.*** At that regular *March* meeting, the President shall call for additional *qualified* nominations from the floor *by voting members.* ~~The nomination for the election of an office of the Society shall also be a nomination for election as a member of the Board of Directors of the Society and any nominations made from the floor shall so designate the nominee as being nominated for election as a director and as a designated officer or merely as a director, as the case may be~~

**Section 54: *Ballot.*** All nominations shall then be placed on the official ballot, which ~~official ballot~~ shall have additional space for write-in candidates, and the official ballot shall be promptly mailed to each ~~dues paid~~ member *eligible to vote.* ~~A member adding an additional write-in candidate shall designate whether the nominee so added is a candidate for election as a director and as a designated officer of the Society or merely as a director.~~

**Section 65: *Election.*** The ballots shall be tabulated by the nominating committee and any *qualified* candidate receiving a majority of the votes cast shall be declared elected.

**Section 76: *Run-off.*** When no *qualified* candidate receives a majority vote, a run-off of the two having the greatest plurality shall be held promptly by mail ballot, *and the candidate receiving a majority of the votes shall be declared elected.*

**Section 7: *Tie-Break.*** *The Board of Directors shall break any tie, either in the main election or in a run-off election, by voting in a secret ballot.*

**Section 8: *Announcement of Results.*** The results of the balloting shall be announced at the annual meeting of the members of the Society in May, and the newly elected officers shall take office effective June 1.

**ARTICLE X**  
**FISCAL YEAR**

The fiscal year of the Society shall commence on the 1st day of June and terminate on the 31st day of May *each of the following* year.

**ARTICLE XI**  
**NOTICE**

~~Section 1: Whenever under the provisions of the statutes and these by-laws, notice is required to be given to any director, officer or member, it shall not be construed to mean personal notice unless so stated.~~

~~Section 2: Such notice may be given in writing by depositing the same in the post office or letter box, addressed to such director, officer or member at his or her address as the same appears on the records of the Society with the proper amount of postage affixed; and the time at which same shall be mailed shall be deemed to be the time of giving such notice.~~

~~Section 3: Proper notice under these by-laws shall also be deemed to have been given when publication appears of such notice in any official periodical published by the Society and either mailed or delivered to the director, officer or member's address as the same appears on the records of the Society.~~

**ARTICLE XII**  
**DUES**

~~Section 1: **Setting of Dues.** The annual dues shall be Twenty five (\$25.00) Dollars for Active and Associate members and Ten (\$10.00) Dollars for Student members. *Dues shall be set by a majority vote of the Board of Directors.*~~

~~Section 2: **Dues Exemption.** Honorary members shall not be required to pay dues.~~

~~Section 3: **Dues Payment.** *Each year, a dues statement shall be mailed to every member, except Honorary Members, by May 1, and the dues payment shall be due on June 1. If the dues of any member remain unpaid after October 1, a second dues notice shall be sent to that member.* If the dues of any member remain unpaid *after December 1, for a period of six (6) months after due notice by the Treasurer,* then the name of that member ~~may~~ *shall* be dropped from the rolls of the Society.~~

~~Section 4: **Good Standing.** A member in good standing is a member whose dues have been paid currently.~~

**ARTICLE XIII**  
**COMMITTEES**

The Board of Directors, by resolution adopted by a majority of directors in office, may designate one or more committees consisting of two or more persons, and delegate to any such committee such responsibility and authority as the resolution may provide in the investigation and study of any special project, program or action on behalf of the Society and to report back to the Board the results therefrom with the committee's recommendation, if any, to the Board for action on or in relation to its report. The designation of any such committee, however, shall not operate to relieve the Board of Directors or any *individual Board* member ~~thereof~~ *of* any responsibility imposed upon it or upon him by law.

**ARTICLE XIV**  
**XIII**  
**AMENDMENT OF BY-LAWS**

*Amendments to these by-laws may be proposed at any time by the Board of Directors or by petition signed by at least one-tenth (1/10) of the voting members of the Society. Notice of a proposed amendment must be given (1) at the two regular meetings of the membership immediately prior to distribution of ballots and (2) in writing at least two weeks before ballots are due.* ~~These by laws may be altered, amended or repealed and new by laws~~ *Amendments will be* adopted by the affirmative vote of three-fourths (3/4) of the voting members in good standing that cast written ballots. ~~Notice of the proposed amendment must be given 1) at the last two previous meetings and 2) in writing at least two weeks before balloting.~~

*These by-laws were* ADOPTED AND PROMULGATED at a duly called and regularly held meeting of the members of the Society.