

Bylaws of the Carolina Geological Society

ARTICLE I: BOARD OF DIRECTORS

SECTION 1. The management of the Society shall be vested in a Board of Directors composed of six members who shall be elected from a slate proposed by the Nominating Committee at the annual meeting of the members or at any adjourned meeting thereof, except as stated in Article II. Section 3 and said Directors shall serve until the next annual meeting of the members or until their successors are elected and qualified. The Board of Directors shall be composed of four officers (President, Vice-President, Secretary, and Treasurer), the Past-President, and a Director At Large.

SECTION 2. The Board of Directors shall exercise all of the powers of the Society either conferred upon it by law or by its certificate of incorporation except such powers as are by law reserved exclusively to the members.

SECTION 3. The Directors of the Society, subject to the approval of the Board of Directors, may appoint or employ such agents, employees, or representatives as may be necessary to carry on the work of the Society, prescribe their duties, fix their compensation, if any, and dismiss them for or without cause and without previous notice.

SECTION 4: The Directors of the Society shall serve from January 1 until December 31 or until their successors are elected and qualified. Any director of the Society may be removed by the Board of Directors at any time for or without cause.

SECTION 5. The Board of Directors will establish a Code of Conduct and post it on the website. All Directors of the Society, Members, and non-member participants must abide by the guidelines outlined in the Code of Conduct. The Board of Directors has the sole discretion to make interim and final decisions about the steps needed to enforce the Code of Conduct considering what will serve the Society's best interests and commitment to ensuring safe, respectful, inclusive events.

SECTION 6. In case of vacancy on the Board of Directors through death, resignation, disqualification or for other cause, the remaining Directors may elect a successor to hold office until his/her successor shall be elected by the members and qualified.

ARTICLE II: OFFICERS

SECTION 1. The officers of the Society shall be elected by the Board of Directors by a plurality vote and all of the officers shall be elected from the members of the Board of Directors.

SECTION 2: The officers of the Society shall consist of a President, a Vice-President, Secretary, and Treasurer.

SECTION 3. If willing, the Board of Directors who are serving as President, Vice-President, Secretary, and Treasurer shall automatically remain as Directors of the Society for one year immediately following their term of office.

ARTICLE III: DUTIES OF OFFICERS

SECTION 1. The duties of the officers shall be as set forth for the President and Vice-President following Roberts Rules of Order, Revised ed., which manual shall be parliamentary authority for the Society. Other duties relevant to these positions may also be assigned by the Board of Directors.

SECTION 2. Duties of the Treasurer will include monitoring accounts, making payments, creating an annual budget for approval by the Board, presentation of the Treasurer's report at the annual business meeting, and other duties as assigned by the President or Board of Directors relevant to this position. The Treasurer is responsible for providing the documents which serve as the basis for the annual audit of the Society's finances by the Audit Committee. The documents will include bank statements, receipts, invoices, check images, records of purchases and expenses, and records of income, and shall be submitted to the Audit Committee by January 31 of the year following the year that is to be audited.

SECTION 3. Duties of the Secretary will include monitoring the Carolina Geological Society email account, corresponding with membership, maintaining and updating membership information database, creating minutes for Board meetings and maintaining those records, presentation of Secretary's report at the annual business meeting, and other duties as assigned by the President or Board of Directors relevant to this position.

SECTION 4. In case of the death, resignation, disqualification, temporary or permanent absence, or disability of any officer of the Society, her/his duties and powers may be delegated by the Board of Directors to any other officer of the Society or any Director of the Society for a specified time. Unless otherwise decided by the board, the normal order of succession would be Board Member then Secretary then Treasurer then Vice President then President then Past-

President. If the office of President is vacated, the Past President will finish the President's term unless otherwise decided by the Board of Directors.

ARTICLE IV: COMMITTEES

SECTION 1. The President, with approval of the Board of Directors, may appoint a Membership Committee, a Nominating Committee, and a Field trip Committee, and such committees as in the judgment of said Board may be necessary to conduct and transact the business of the Society.

SECTION 2. The Executive Committee shall consist of the President, the Vice-President, the Secretary, and the Treasurer. Three shall constitute a quorum and the Committee may act upon the majority vote of its members. The Executive Committee shall, during the intervals between the meetings of the Board of Directors, possess and may exercise all powers of the Board of Directors in the management of the business and affairs of the Society except as to such matters which the Board has, by resolution, expressly reserved to it. The Executive Committee shall keep full and fair records and accounts of its proceedings and transactions. All action by the Executive Committee shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to revision and alteration by the Board of Directors; provided that no rights of third persons shall be affected by any such revision or alteration.

SECTION 3. The Board of Directors shall appoint an Audit Committee by May 1st. The annual audit will follow the procedures described by the CGS Audit Policy Document. The audit shall be completed before the annual CGS business meeting.

SECTION 4. Each committee shall make such rules and regulations as from time to time it may deem proper for its own government and for the transaction of the business of the Society, subject to the approval of the Board of Directors, and shall make a report of its actions to the Board of Directors at each meeting thereof. Committee meetings shall be held on the call of any member of the committee, but the committee shall be deemed to be in continuous session and, between called meetings, may act upon the vote of its members, taken by email or otherwise.

ARTICLE V: MEMBERSHIP

SECTION 1. Any person having a serious interest in the geosciences shall be eligible for membership.

SECTION 2. Applicants for membership shall follow posted procedures and upon payment of dues to the Treasurer, shall become a member of the Society. Members are responsible for communicating changes to their contact information to the Secretary via email.

SECTION 3. Any member of the Society may resign their membership at any time, by written notice to the Secretary.

SECTION 4. Any member more than one (1) year in arrears in the payment of their dues shall be automatically dropped from the membership rolls.

SECTION 5. The Board of Directors will establish a Code of Conduct and post it on the Society website. All members of the Society and non-member participants must abide by the guidelines outlined in the Code of Conduct. The Board of Directors has the sole discretion to make interim and final decisions about the steps needed to enforce the Code of Conduct considering what will serve the Society's best interests and commitment to ensuring safe, respectful, inclusive events.

SECTION 6. Any membership in the Society may be permanently terminated or temporarily suspended by the Board of Directors, after a hearing or opportunity to be heard, for past or present conduct deemed detrimental to the interests of the Society. The hearing committee will be made up of at least three of the current officers of the Society's Board of Directors. Individuals who have had their Society membership permanently terminated or temporarily suspended due to misconduct will not be permitted to attend Society events, including field trips and meetings.

ARTICLE VI: MEETINGS

SECTION 1. The annual business meeting of the members of the Society shall be held each year during the months of September through December at such time and place as may be designated by the Board of Directors. Notice will be emailed to the membership by the Secretary at least ten days prior to the time of the meeting.

SECTION 2. A meeting of the Board of Directors shall be held in conjunction with the annual meeting of the members.

SECTION 3. Special meetings of the members of the Society shall be called upon the request of the President or the request of ten or more members of the Society, and notice of such special meeting shall be given by email notices of the time, place and purpose of such meetings to each member ten days prior to the date of such meeting.

SECTION 4. Special meetings of the Board of Directors shall be called upon request of the President or upon the request of three or more members of the Board and notices of such

meetings shall be given by email notice of the time, place and purpose of such meetings to each Director at least three days prior to the date of said meeting.

ARTICLE VII: DUES

SECTION 1. The fiscal year of the Society shall coincide with the calendar year.

SECTION 2. Dues shall be payable up to the date of the annual meeting. The cost of dues shall be decided upon by the Board of Directors.

SECTION 3. Members whose dues are in arrears at the time of the annual meeting shall not be considered in good standing and shall not be permitted to vote or hold office.

ARTICLE VIII: FINANCIAL POLICIES

SECTION 1. New officers are installed on January 1 each year, including the Treasurer, which necessitates updating financial records and transferring financial responsibilities. By February 1, the names on the Society bank account should be updated to the current President, Vice President, and Treasurer.

SECTION 2. Recurring charges to the Society bank account should be set up as direct debit via ACH.

SECTION 3. Payments from the Society bank account must be accompanied by receipts or invoices, and should be paid by check or direct debit (ACH). Incidental expenses incurred by members for Society-related items will be reimbursed by check upon submission of receipts to the Treasurer.

SECTION 4. The Treasurer shall organize and save receipts for all purchases and reimbursement, images of checks, and other financial documents to CGS files. These files will be available for future audits.

SECTION 5. Expenses or payments over \$200 require pre-approval by at minimum the Treasurer and two additional Board members. Invoices and receipts for purchases must be saved to CGS files.

ARTICLE IX: NON-PROFIT STATUS

SECTION 1. Non-profit status must be maintained and renewed annually by the Treasurer using Form 990-N (e-Postcard) from IRS.gov

ARTICLE X: CORPORATE SEAL

SECTION 1. The corporate seal shall be circular in form and shall have inscribed thereon the name of the corporation and the year of its founding.

ARTICLE XII: QUORUM

SECTION 1. A simple majority of the Directors shall constitute a quorum at any regular or special meeting of the Board of Directors.

SECTION 2. Ten members of the Society shall constitute a quorum at any regular or special meeting of the membership.

ARTICLE XIII: LIABILITY

SECTION 1. Neither the members, the Directors, nor the officers of the Society shall be liable or responsible for its debts or obligations.

ARTICLE XIV: AMENDMENTS

SECTION 1. These by-laws may be amended or repealed by a majority vote of a quorum present at any meeting of the Board of Directors provided that written notice of the proposed amendments or repeal has been given to all members of the Board of Directors ten days prior to said meeting.

1. As adopted April 13, 1985.
2. As amended October 18, 2002.
3. As amended on December 11, 2023.
4. As amended on June 23, 2025.