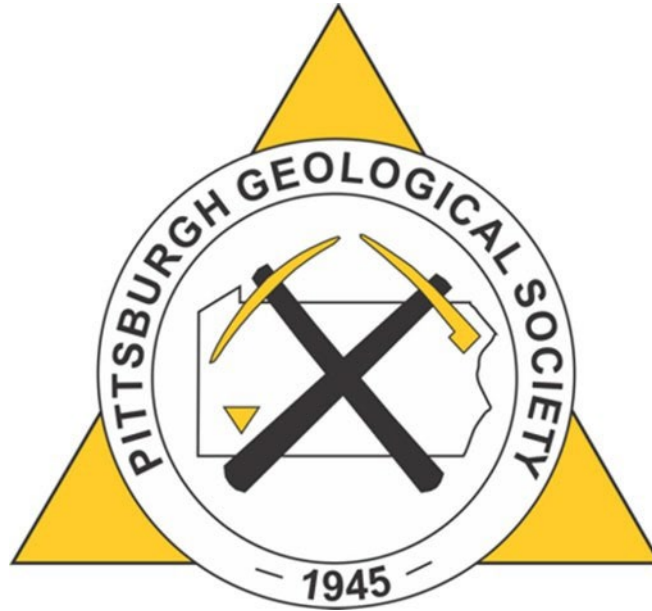


CONSTITUTION AND BYLAWS PITTSBURGH GEOLOGICAL SOCIETY, INC.



Revised and approved by the Board of Directors
September 20, 2023

Ad Hoc Committee for Revision of the Constitution and Bylaws:

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ARTICLE I. NAME AND PURPOSE

Section 1. The name of this Not-for-Profit Corporation is the PITTSBURGH GEOLOGICAL SOCIETY, INC., hereafter, the Society.

Section 2. The purpose of this Society is to stimulate geologic thought, to advance and disseminate geologic knowledge, and to provide a forum for geologic problems in the service of humankind.

ARTICLE II. MEMBERSHIP

Section 1. The Society shall consist of the following classes of membership:

- a) MEMBER - Any person who by education, experience, or interest, who supports the purpose of the Society, is eligible to be a member.
- b) HONORARY MEMBER – A member, recommended by the Awards Committee and approved by the Board of Directors, who has been actively involved with the Society for a substantial number of years. Honorary Membership may be conferred at any time.
- c) CORPORATE MEMBER – Any corporation or organization who has sponsored at a level set forth by the Board of Directors whose activities and interests concern earth and environmental science and the advancement of the purpose of the Society. A Corporate Member may designate one (1) representative who will have all rights and privileges of a member for a minimum of the duration of the sponsorship.
- d) STUDENT MEMBER – Any full-time undergraduate or graduate college student who supports the purpose of the Society is eligible to be a Student Member.
- e) RECENT GRADUATE MEMBER – A student member choosing to maintain membership after graduation may qualify for the student member rate for up to one year after the degree conferral date. A new member, joining within the first year after degree conferral will also be eligible. Verification of student or recent graduate status may be requested by PGS of the student's university faculty or administration.

Section 2. Members, Honorary Members, and representatives of Corporate Members, in good standing, shall be eligible to hold office and vote. Student Members shall enjoy all privileges of the Society except they shall not hold office or vote.

Section 3. The Board of Directors from time to time shall establish the amount of dues for all classes of membership. Dues are waived for Honorary Members and Corporate Members. Dues are payable on or before October 1 of each year. Any member who fails to pay dues by December 31 of that year shall be declared in arrears and so notified. Any person who joins the Society as a new member and pays annual dues on or after April 1 shall be considered

paid in full for the remainder of the current fiscal year and for the following fiscal year beginning September 1.

Section 4. For admission to the Society, each candidate shall submit to the Chair of the Membership Committee, a formal application in the form prescribed by the Board of Directors. A majority vote from the Board of Directors is required to refuse any applicant.

ARTICLE III. MEETINGS

Section 1. The Society shall conduct monthly membership meetings, either in-person or virtually, except during June, July, and August. The May meeting of the Society shall include the election of officers and directors-at-large. Any vote brought to the membership at any meeting of the Society, in which the members shall be transacting business, fifteen (15) voting members of the society present shall constitute a quorum.

Section 2. The President shall preside over meetings of the membership and Board of Directors. This duty shall be performed by the Vice-President in the President's absence. In case both the President and Vice-President cannot attend, the replacement presiding officer shall be in the following order: immediate past President, Secretary, and Treasurer.

Section 3. The September meeting shall be designated as the Walter R. (Dick) Wagner, Jr. Memorial Meeting and shall be devoted to Appalachian geology of Pennsylvania and adjacent states.

Section 4. All meetings shall be held at such time and place as the Board of Directors shall determine. The President or Board of Directors may call special meetings of the Society at any time. Special meetings may be held in lieu of, or in addition to, regular meetings.

Section 5. Regular or special meetings may be held jointly with other societies or associations at the discretion of the Board of Directors when such meetings will further the purpose of the Society.

Section 6. Meetings of the Board of Directors are open to the membership.

ARTICLE IV. OFFICERS

Section 1. The officers of the Society shall be a President, a Vice-President, a Secretary and a Treasurer, who shall be elected for one-year terms by prior ballot and announced at the May meeting of the membership. Officers may succeed themselves, if nominated and elected.

In the case of a vacancy, the officers and the Board of Directors shall fill any vacancy in any of the offices except for the Presidency which shall be filled by the Vice-President. A majority of the Board of Directors is required for appointment.

Newly elected officers and directors shall take office at a Changeover Meeting of outgoing and incoming officers and directors each year, and prior to the start of the next program year, except that the Treasurer's term shall coincide with the Society's fiscal year: September 1 to August 31.

Section 2. The President shall:

- a) preside at all meetings of the Board of Directors and of the membership;
- b) have the general and active management of the business of the Society during the summer recess of the Board of Directors;
- c) see that all orders and resolutions of the Board of Directors are carried out;
- d) have the general supervision and direction of all officers of the Society;
- e) submit a report of the operations of the Society to the Board of Directors at the completion of the President's term;
- f) organize the annual changeover meeting;
- g) be an ex-officio member of all committees.

Section 3. The Vice-President shall:

- a) be vested with all of the powers and shall perform all of the duties of the President should that office become vacant or in the President's absence;
- b) have such duties as may from time to time be determined by the Board of Directors. The Vice-President may act as Chair of the Program Committee.

Section 4. The Secretary shall:

- a) keep minutes of all Board meetings and present a written report at the monthly Board meetings;
- b) maintain the society seal.

Section 5. The Treasurer shall:

- a) account for all funds belonging to the Society;
- b) ensure that all funds are deposited to the credit of the Society;
- c) ensure that all debts are paid by the Society in such manner as may be determined by the Board;
- d) ensure that all non-routine expenditures are approved by the Board;
- e) prepare a report for each monthly Board of Director's meeting;
- f) make a complete and accurate written report of the finances of the Society to the Board and the membership as soon as possible after the close of the fiscal year;
- g) make financial records available to the members of the Board;
- h) furnish no bond unless the Board of Directors otherwise directs.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Business, property and affairs of the Society shall be managed and controlled by a Board of Directors. The Board is composed of the following members:

- a) Immediate Past President of the Society;
- b) Four elected officers of the Society (President, Vice-President, Treasurer, Secretary);

- c) Six directors-at-large, elected from the membership, for two-year terms in a staggered fashion so that three directors are elected each year;
- d) One or more Counselors who shall serve at the discretion of the Board of Directors. A Counselor shall have a long record of service to the Society and have a principal function of offering advice to the Board of Directors;
- e) Those members serving the posts of Newsletter Committee Chair, Webmaster, Student Representative, Archivist, and American Association of Petroleum Geologists (AAPG) Delegate(s) are encouraged to participate in Board meetings as non-voting members.

Section 2. At all meetings of the Board of Directors, seven (7) directors in good standing shall constitute a quorum.

Section 3. The entire Board of Directors shall vote on constitutional or policy issues. These issues shall require a majority of the vote to pass. The issue to be voted upon shall be announced and explained to the Board in advance. Any vote(s) shall be sent to the President not less than 24 hours in advance of the Board vote.

In matters requiring an immediate vote by the Board, but a formal meeting is impractical, the President may designate the use of alternate means of communication such as email, virtual meeting, or telephone.

Section 4. Members of the Board of Directors shall receive no compensation for their service except for reimbursement for authorized expenses.

Section 5. An officer or director may be removed from the Board by a majority vote of the Board of Directors.

ARTICLE VI. ELECTION PROCEDURES

Section 1. The Nominating and Elections Committee shall produce a slate of candidates for Board approval at the March Board of Directors' meeting.

Section 2. The Board will instruct the Newsletter Editor to publish this slate of candidates in the April newsletter and also to solicit other nominations from the general membership.

Section 3. At the April meeting, the President will orally solicit further nominations and then declare the nominations closed.

Section 4. If there are additional candidates proposed by the end of the April meeting and closure of nominations, the nominations committee chair will construct a ballot listing positions and all nominees. The membership chair will distribute this ballot with the May newsletter with instructions to the membership to email or mail the completed ballot to the Membership Chair prior to the May meeting.

Section 5. The membership chair (or proxy) who is not a candidate for election will keep track of all ballots and present the results to the nominations and elections committee chair. The President will announce the results of the election at the May presentation.

ARTICLE VII. COMMITTEES AND OTHER POSTS

Section 1. Selection and staffing of Committees:

- a) The Board of Directors will select a chair for each standing committee at the Changeover Meeting. The chairs in turn, with Board approval, will select one or more committee members.
- b) Chairs of all committees shall prepare a written report that summarizes activities for the year for presentation at the Changeover Meeting. These annual reports will be provided to future chairs for their guidance.
- c) The Board of Directors may institute *Ad Hoc* committees comprised of members appointed by the Board of Directors. When the assignment is complete, the chair or members shall submit a brief report to the President of the Society describing the results. The committee may then be disbanded at the discretion of the Board.
- d) The President of the Society shall be an *ex-officio* member of all committees.

Section 2. Standing Committees include the following:

- a) Nominating and Elections Committee – The duty of this committee is to develop a slate of candidates for four officers and three directors-at-large annually. This slate is to be presented to the Board of Directors for their approval at the March meeting. This committee is responsible for insuring the proper execution of election procedures.
- b) Program Committee – The duties of this committee shall be to plan, organize, and carry out, with approval of the Board of Directors, all meetings of the Society. A completed tentative program for all nine regular meetings of the Society shall be submitted, at the latest, by the December meeting. The Program Committee is also responsible for maintenance and storage of all audio/visual needs for the Society.
- c) Membership Committee – In addition to promoting membership in the Society, duties of the Membership Committee shall include maintaining a database of all current members, processing membership applications and renewals, notifying members who are in arrears in their dues, responding to questions about membership, and distributing society information to the membership via email.
- d) Communications Committee – The duties of this committee shall communicate to the local community matters involving public information, education, and public relations. This committee shall, with Board approval, engage in activities that (1) promote geology and related sciences, (2) provide

information about the PGS and the profession, (3) act as a resource for the general public, and (4) manage social media accounts.

- e) Awards Committee – The duties of this committee shall be to (1) implement criteria and procedures for all awards and honors given by the Society, (2) recommend awards and honors given by other organizations with which our Society is affiliated, and (3) provide information for special awards and honors bestowed upon members of the Society.

The Walt Skinner Award in honor of exemplary service to the Society and geologic community at large is subject to Board approval. The award shall be given annually if a suitable nominee exists but may be omitted if no person has been deemed deserving and eligible.

- f) Audit Committee – The duties of this committee are to examine the fiscal records of the Society and their management annually, and provide a written report to the Board of Directors by the December meeting. The committee shall be composed of a chair and such others as are deemed necessary.
- g) Continuing Education Committee – The duties of the committee shall (1) keep the membership informed of matters involving Professional Geologic Licensure in Pennsylvania, (2) maintain a record of members that have requested Professional Development Hours (PDHs) and attended qualifying events including monthly PGS meetings, symposiums, short courses, and/or field trips, and (3) provide justification of qualifying events to the State Licensing Board as necessary.
- h) Finance Committee – The Board of Directors established an Endowment Fund through the Armstrong County Foundation on May 8, 2014. The duties of the Committee are to provide oversight on the status of the Fund, report to the Board as needed, and provide an annual financial report at the Changeover meeting. The Committee will also process additions and/or withdrawals from the Fund arising from Board action and encourage the Society membership to make contributions through gifts, bequests, or memorials. Membership of the Committee shall include the Treasurer of the Society plus a minimum of two other voting members of the Society.
- i) Newsletter Committee – The Newsletter Committee shall produce, in a timely fashion, nine monthly newsletters, one for each month of the program year. The newsletter shall announce the date, time, location, and reservation cost of forthcoming meetings. The newsletter shall also include a an abstract of the presentation, speaker biography, a list of Board members, a list of Corporate Members, and any other relevant information supplied from the membership or Board of Directors.

Section 3. Other Positions

- a) Archives – The Archivist shall be selected by the Board and serve at its discretion. The Archivist shall have access to all Society files and provide archived information to the Board upon request. The Archivist shall also collect and store pertinent Society records for the archives including meeting minutes, treasurer’s reports, audits, monthly newsletters, news articles, year-end reports, and any other records the Board deems necessary to keep. Archived records will be securely maintained in physical or digital storage.
- b) Webmaster – The Webmaster will update the PGS website, renew subscription to web-hosting company, and renew domain names. The Webmaster will also maintain all relevant digital subscription services for the Society. The Webmaster will submit a report at the Changeover meeting covering website usage and other relevant matters.
- c) AAPG Delegates – In an election run by AAPG, one or more delegates are selected by popular vote for a 3-year term by AAPG members in the local region, including those in PGS, which is an affiliated society. Each delegate will represent PGS in the AAPG House of Delegates and at national and Eastern Section meetings of AAPG. This person will inform the PGS Board regarding the Association’s policies and program of activities.
- d) Student Representative – One outstanding student may be chosen via election by the Board of Directors to act as a liaison between the Board of Directors and student membership. The Student Representative is encouraged to attend all Board meetings.

ARTICLE VIII. DISSOLUTION

This Society may be dissolved by a vote of the majority of all of the members of the Board of Directors at a meeting duly called and held for that purpose. In the event of the dissolution of this Society, 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 one or more Not-for-Profit charitable or educational organizations, aligned with the mission of the Society. None of the assets of the Society shall be paid to or inure to the benefit of any member.

ARTICLE IX. INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Society shall indemnify every present and former director or officer, their heirs, executors and administrators against expenses and liabilities reasonably incurred by them in connection with any action, suit or proceeding to which they may be made a party by reason of their being or having been a director or officer of this Society, or of any other Society or organization, in which capacity they were serving at the request of the Society, except in relation to matters as to which they 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 counsel 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 X. AMENDMENTS

This Constitution and Bylaws may be altered, amended, or repealed by a vote of the majority of the members of the Board of Directors. All Board-approved changes to the Constitution and Bylaws will be announced to the membership.

ARTICLE XI. MISCELLANEOUS

Roberts Rules of Order shall govern in all questions not covered by the Constitution and Bylaws.

ARTICLE XII. SOCIETY SEAL

The seal of the Society shall be a specially designed symbol approved by the Board of Directors used to verify or seal official documents.