

**BYLAWS  
OF  
ROCKY MOUNTAIN ASSOCIATION OF GEOLOGISTS (RMAG)**

**(A Colorado Nonprofit Corporation)**

**ARTICLE I  
Offices**

The principal office of Rocky Mountain Association of Geologists (RMAG) (the “Corporation”) shall be located in Denver, Colorado. The Board of Directors may from time to time designate another location as the principal office. The Corporation may have other such offices, either within or outside Colorado, as the Board of Directors may designate from time to time. The Corporation shall continuously maintain in Colorado a registered agent and a registered office.

The business objectives and purposes of this corporation are as stated in its Articles of Incorporation:

- To promote interest in geology and allied sciences and their practical application;
- To foster scientific research;
- To encourage fellowship and cooperation among its members;
- Facilitate professional development; and
- Disseminate geologic information.

**ARTICLE II  
Members**

Section 1. Members. Membership shall be classified as follows:

(1) Members; (2) Honorary Members; (3) Student Members; (4) Associate Members.

Membership in the Corporation shall be a voting membership and each Member and Honorary Member shall be entitled to one vote on all matters on which members are entitled to vote. Additional members may be admitted to RMAG upon meeting the requirements specified below.

Section 2. Qualification of Members, Honorary Members, Student Members and Association Members.

- **MEMBER:** Any person holding a degree in geology, geophysics, geochemistry, paleontology, petroleum engineering or other allied earth sciences may apply for membership. The Board of Directors may, by majority vote, make exceptions to accept for full membership a qualified geological scientist who does not meet the above requirements.

- **HONORARY MEMBERS:** Honorary Members shall be elected from time to time by unanimous vote of the Board of Directors from those persons who have made outstanding contribution to geology or to the Association.
- **STUDENT MEMBER:** Any person actively engaged in the pursuit of a degree in geology, geophysics, geochemistry, paleontology, engineering or other allied earth sciences at a college of acceptable academic standards may apply for Student Membership. Student Members shall not be entitled to vote or hold elective office in the Association.
- **ASSOCIATE MEMBER:** Any person who is not qualified for full or student membership and who is a graduate of a college of acceptable academic standards, and has a minimum of twelve (12) months of geologically related experience, may apply for election as an Associate Member. Applicants shall be approved for membership by majority vote of the Board of Directors. The Board may waive degree requirements if, in its judgment, an applicant has adequate professional experience. Associate members shall not be entitled to vote or hold elective office in the Association.

Section 3. Dues. The annual dues of a Member or Associate Member shall be determined by the Board of Directors and shall be payable on December first. No dues shall be levied on Honorary Members. A dues increase of over five (5) percent per year shall be referred to a vote of the membership at any regular meeting and a majority of those voting shall be required to pass such an increase.

Section 4. Resignation; Interest Not Transferable. A Member may resign at any time. No Member may transfer his or her membership interest or any associated right.

Section 5. Annual Meeting. The annual meeting shall be held each year in January at a date, time, and place selected by the Board of Directors, for the purpose of inducting Directors and for the transaction of such other matters as may come before the meeting.

Section 6. Elections. The Officers and Counselor shall be elected annually by a secret mailed ballot distributed in the following manner:

More than twelve weeks before the annual meeting, the Board of Directors shall appoint a Nominating Committee and a Ballot Committee, both consisting of at least five Members. The Ballot Committee will not include any current members of the Board of Directors or Nominating

Committee members. The Nominating Committee will include the Past President, President-elect and current President. The Committee shall select two or more candidates for each office and shall submit this slate for approval to the Board of Directors. The President shall announce these candidates at the Board of Directors meeting at least eight weeks prior to the annual meeting. Additional nominations may be made by petition in writing by twenty-five (25) or more Members, and filed with the Secretary of the Board of Directors at the Association office within one week thereafter (7 weeks prior to the Annual Meeting). At least four weeks before the annual meeting, the Board of Directors shall distribute, either through the postal service or electronic methods, the notice of the annual meeting and one ballot, listing all candidates nominated for each office to each Member in good standing and to each Honorary Member. All ballots mailed or electronically returned to a designated office shall be counted if received before 4:00 p.m. on the day before "ballot deadline" which will be prior to the annual meeting, and designated by the Board of Directors. Email is an acceptable form of communication and should be treated as form of mail for the purposes stated here. Email ballots are considered returned immediately. Ballots received by the deadline shall be turned over, unopened, to the Ballot Committee. The Ballot Committee shall meet and count the votes. If the number of ballots returned is less than the number required to elect the Directors under Colorado Law, then the Board of Directors shall elect the Officers voting in accordance with a majority of the ballots returned. In each case of a tie vote, the Board of Directors prior to the annual meeting shall cast one additional deciding vote. The Ballot Committee shall inform the candidates within twenty-four (24) hours of the results of the election. The Ballot Committee shall present the results of the election to the membership at the Annual meeting.

Section 7. Special Meetings. Special meetings of the membership may be called for any purpose by the Board of Directors.

Section 8. Place of Meeting. The Board of Directors may designate any place, as the place for any Annual or Special Meeting.

Section 9. Quorum and Manner of Acting. A majority of the Members, represented in person or by proxy, shall constitute a quorum at a meeting of Members. If a quorum exists, action on a matter is approved if the votes cast by the Members favoring the action exceed the votes cast opposing the action, unless a greater number of affirmative votes is required by law.

Section 10. Informal Action of Members. Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if the Members unanimously agree and consent to such action.

Section 11. Annual Meeting Notice. Subject to the requirements of the Colorado Revised Nonprofit Corporation Act, a notice stating the place, day and hour of the meeting shall be given not less than ten nor more than sixty days before the date of the meeting. Notice may be given by telephone, by email, or by mail to each member of the Corporation. If mailed, such notice shall be deemed to be given when deposited in the United States mail, addressed to the member at his or her address as it appears in the Corporation's current record of members, with

postage thereon prepaid. If notice is given by email, such notice shall be deemed to be given when the email is shown as delivered to the receiving party.

Section 12. Meetings by Telecommunications. Any or all of the members may participate in any meeting of the members by or the meeting may be conducted through the use of, any means of communication by which all persons participating in the meeting may hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.

### **ARTICLE III** **Board of Directors**

Section 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors consisting of nine (10) Directors, except as otherwise provided by law or by the Articles of Incorporation. The Directors shall be the Officers of the Association. Each Director's term of office shall be two years beginning January first, of the year following their election, The President-Elect will serve for two years, and will perform the duties as President starting January first of the following year. Treasurer-elect will be Treasurer starting January first of the second year of office. Directors will hold office until their successors have been elected or appointed and accept office. Directors may serve more than one term.

The Board of Directors shall control the affairs and management of the Association; shall direct the investment of Association funds; shall appoint the Nominating Committee, Ballot Committee, and the Finance Committee, and may establish and fill other such committees as it deems necessary to carry on the purpose of the Association; and shall fill vacancies occurring in any office except that of the President, to which office the President-Elect automatically succeeds.

Section 2. Performance of Duties. A Director of the Corporation shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board of Directors upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in paragraphs A, B and C of the Section 2; but he or she shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs his or her duties shall not have any liability by reason of being or having been a Director of the Corporation. Those persons and groups on whose information, opinions, reports, and statements a Director is entitled to rely upon are:

- A. One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- B. Counsel, public accountants, or other persons as to matters which the Director reasonably believes to be within such persons' professional or expert competence; or
- C. A committee of the Board of Directors upon which he or she does not serve, which committee the Director reasonably believes merits confidence.

Section 3. Number, Tenure and Qualifications. The number of Directors of the Corporation shall be fixed from time to time by the Board of Directors, provided that the number of Directors not be less than two (2), nor more than nine (10). Within the limits above specified, the number of Directors shall be determined by resolution of the Board of Directors. Each Director shall be elected by the membership as stated in Article II, Section 6 and shall hold office until the next annual meeting of the membership and until his or her successor shall have been elected and qualified. Directors shall be twenty-one years of age or older, but need not be residents of the State of Colorado. Directors may be removed in the manner provided by the Colorado Revised Nonprofit Corporation Act.

Section 4. Regular Board of Director Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this Bylaw after the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

Meetings of the Board of Directors shall be held from time to time as called by the President, but in any event there shall be a minimum of two meetings a year. Any three members of the Board of Directors may call a meeting of the Board of Directors. At least three days notice shall be given for each meeting of the Board of Directors.

Section 5. Regular Luncheon Meetings for all members may be held throughout the year at dates, times and places selected by the Board of Directors, with coordination of the 2<sup>nd</sup> Vice President and Chair of Continuing Education. Business of the Association may be transacted at regular luncheon meetings, provided that the notice requirements in these Bylaws shall not be waived or altered in transacting business at luncheon meetings. The number of Members and Honorary Members present at any such meeting shall constitute a quorum.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by, or at the request of, the President or any two Directors. If there are two or fewer Directors, any Director may call a special meeting of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

Section 7. Notice. Reasonable notice of any special meeting (which need not in any event exceed two days) shall be given by mail, email, or telephone to each Director at his or

her last known business or residence address. If mailed, such notice is effective at the earliest of: (1) the date received; or (2) five days after mailing. If notice is given electronically, such notice shall be deemed to be given when it is shown as delivered to the receiving party. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the meeting because it is not lawfully called or convened. The purpose of any regular or special meeting of the Board of Directors need not be specified in the notice of such meeting.

Section 8. Quorum and Manner of Acting. A majority of the number of Directors fixed in accordance with Section 3 of this Article III shall constitute a quorum of the Board of Directors. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 9. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless at the beginning of the meeting or promptly upon his or her later arrival, the Director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting.

Section 10. Committees. The Board of Directors may, by resolution adopted by a majority of the number of Directors fixed in accordance with Section 3 of this Article III, designate from among its members an executive committee and one or more other committees.

The Board of Directors may create and abolish committees as needed to conduct the business of the organization. Regular meetings of any such committee may be held without notice at such times and places as the committee may fix from time to time by resolution. Special meetings of any such committee may be called by any member thereof with not less than one day's notice stating the place, date and hour of the meeting; such notice may be given by mail, email, or telephone to each Director.

Section 11. Meetings by Telecommunication. Any Director may participate in a regular or special meeting by, or the Board of Directors may conduct the meeting through the use of, any means of communication by which all Directors participating may hear each other during the meeting. A Director participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 12. Informal Action by Directors. Any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if a consent in writing, or counterparts thereof, setting forth the action so taken, shall be signed by all of the Directors or all of the committee entitled to vote with respect to the subject matter thereof.

Section 13. Resignation and Vacancies. Any Director may resign at any time by giving written notice to the President or Secretary of the Corporation. Such resignation shall take effect when the notice is received by the Corporation, unless the notice specifies a later effective date; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, regardless of whether the Directors remaining in office constitute less than a quorum of the Board of Directors. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the affirmative vote of a majority of the Directors then in office at a regular meeting or at a special meeting called for that purpose. A Director chosen to fill a vacancy or a newly created Directorship shall hold office until the next annual meeting of the members and until his or her successor shall have been elected and qualified.

Section 14. Option to Maintain Office. The Board of Directors may choose to establish or close an office, and may employ an office staff to conduct the routine business of RMAG as needed.

#### **ARTICLE IV** **Officers**

Section 1. Officers. The officers of the Corporation shall be a President, First Vice President, Second Vice President, Secretary, Treasurer, Treasurer-Elect, one Counselor, Second Vice President-Elect, First Vice President-Elect, and President-Elect. The officers shall be persons twenty-one years of age or older. These officers shall be elected bi-annually by the members. Each term of office shall be two years beginning January first, but officers may hold office until their successors have been elected or appointed and accept office. Officers may serve more than one term. The Board of Directors or an officer or officers authorized by the Board of Directors may appoint such other officers or assistant officers as they may consider necessary. Each officer shall hold office until the first of the following to occur: the time at which his or her successor shall have been duly elected and shall have qualified; his or her death; or the time at which his or her resignation or removal is effective.

Section 2. President. Subject to the control of the Board of Directors, the President shall have general charge and control of all of the affairs of the Corporation and shall perform all duties incident to the office of President. He or she shall preside at all Board of Directors meetings. The President shall appoint all committees except as herein otherwise provided. He or she shall have such powers and perform such other duties as from time to time may be determined by the Board of Directors.

Section 3. First Vice President. The First Vice President shall perform the duties of the President in the absence of the President and President-Elect. He or she shall serve as a member of the Publications Committee and shall serve as chairman of the Publications Committee following his or her year as First Vice President.

Section 4. Second Vice President. The Second Vice President shall perform the duties of the President in the absence of the President, President-Elect, and the first Vice President. He or she shall arrange for the Luncheon Meetings in coordination with the Continuing Education Committee. The Second Vice President will also coordinate with the AAPG Distinguished Lecture Chairman to arrange presentations on the speaker dates of presenters at the RMAG luncheons. The Second Vice President shall serve as a member of the Continuing Education Committee and shall serve as a co-chairman of the Continuing Education Committee following his or her year as Second Vice President.

Section 5. Secretary. The Secretary shall (i) prepare and maintain as permanent records the minutes of the proceedings of the Board of Directors, a record of all actions taken by the Board of Directors without a meeting, a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation and a record of all waivers of notice of meetings of the Board of Directors or any committee thereof and (ii) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors. The Board of Directors may designate a person other than the Secretary or an assistant secretary to keep the minutes of their respective meetings.

The Secretary shall keep the official role of membership and shall keep the official record of all meetings of the Association and the Board of Directors. The Secretary shall oversee the maintenance of and be custodian of the seal and of all significant records of the Association business other than financial. The Secretary shall be the custodian of the Corporate Seal. The Secretary shall assume the duties of the Treasurer in the absence of the Treasurer-Elect and the Treasurer.

Section 6. Treasurer. The Treasurer shall (i) have custody of, and when proper may pay out, disburse or otherwise dispose of, all funds and securities of the Corporation which may have come into his or her hands; (ii) receive and give receipts for moneys due and payable to the Corporation, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; (iii) enter or cause to be entered regularly in the books of the Corporation kept for that purpose full and accurate accounts of all moneys received or paid or otherwise disposed of by him or her; and (iv) in general perform all duties incident to the office of Treasurer and such other duties as may be assigned to him or her from time to time by the Board of Directors or the President.

The Treasurer shall keep the financial records of the Association. He or she shall monitor the collections of dues, receive all payments due the Association and make disbursements. The Executive Director, Treasurer or staff, under Treasurer's direction, will maintain the

bank accounts of the Association under the direction of the Treasurer. Checks may be signed by the Treasurer, Treasurer-Elect, President, President-Elect, or the Executive Director in the Treasurer's absence. Jointly with the President, the Treasurer shall be custodian of all financial assets and property of the Association. The Treasurer shall submit the books and records for an annual accounting review. An audit by a Certified Public Accountant shall be taken no less than every three (3) years. The Association shall pay the audit expense. At the discretion of the Board, the audit cycle may be temporarily suspended or postponed as needs warrant.

The annual accounting review and Auditor's report shall be presented to the Board of Directors. A financial report shall be presented to the membership at the annual meeting by the Treasurer. During office, the Treasurer shall be bonded with a bonding company selected in an amount set by the Board of Directors. All premiums on such bonds shall be paid by the Corporation.

Section 7. President-Elect. The President-Elect shall assist the President in the activities to ensure the effectiveness and continuity of this Association. He or she shall serve for one (1) year as President-Elect and in the following year shall assume the office of President. The President-Elect shall perform the duties of the President in the absence of the President.

Section 8. Treasurer-Elect. The Treasurer-Elect shall assist the Treasurer in his or her duties to ensure the effectiveness and continuity of this Association. He or she shall serve for one (1) year as Treasurer-Elect and in the following year shall assume the office of Treasurer. The Treasurer-Elect shall assume duties of the Treasurer in the absence of the Treasurer.

Section 9. Counselor. The Counselor will serve a two-year term. No duties are specified for the Counselor other than to serve on the Board of Directors. Their role shall be to assist other Board of Directors as directed by the President.

Section 10. Additional Officers. The Corporation shall have such other officers, including, but not limited to, a Chairman of the Board, one or more Vice-Presidents, Vice-Chairman, assistant Treasurers, and assistant Secretaries, as the Board of Directors may from time to time deem advisable. Unless otherwise specified by the Board of Directors, all such officers shall be elected and shall hold office in accordance with Section 1 of this Article IV. Such officers shall perform all the duties normally incident to their office and shall perform such other duties as may be assigned from time to time by the Board of Directors or the President.

**ARTICLE V**  
**Checks and Deposits**

Section 1. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 2. Deposits. All funds of the Corporation not otherwise employed may be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the board of Directors may select.

The Association's bookkeeping will be organized and conducted in conformance with Internal Revenue Service rules and regulations for nonprofit organizations.

**ARTICLE VI**  
**Indemnification**

Section 1. Directors. The Corporation shall indemnify Directors and officers of the Corporation in their capacities as Directors and officers pursuant to the procedures set forth in, and to the fullest extent authorized by, Colorado law as the same exists or may hereafter be amended. The right to indemnification provided herein shall be a contract right and shall include the right to be paid by the Corporation in accordance with Colorado law for expenses incurred in advance of any proceeding's final disposition.

Section 2. Insurance. The Corporation may purchase and maintain insurance for itself and on behalf of any person who is or was a Director or officer of the Corporation or who, while a Director or officer of the Corporation, is or was serving at the request of the Corporation as a Director, officer, partner, trustee, employee, fiduciary, or agent of another foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise, other person, or employee benefit plan against any liability asserted against or incurred by him or her in any such capacity or arising from his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.

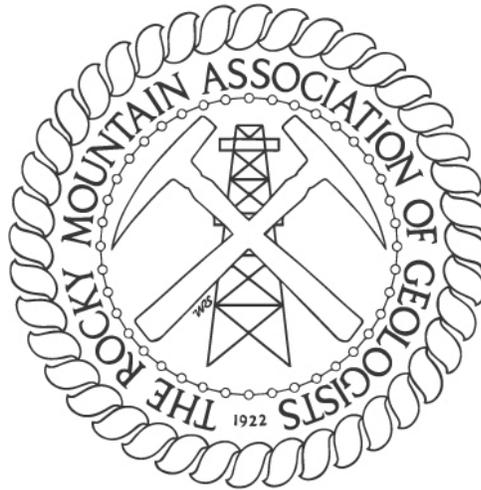
Section 3. Non-Exclusivity of Rights. The foregoing rights of indemnification and insurance shall not be exclusive of, or in any manner limit, other rights to which any Director or officer may be entitled as a matter of law, or to the extent not prohibited by law, by a contract approved by the Board of Directors.

**ARTICLE VII**  
**Miscellaneous**

Section 1. Waiver of Notice. Whenever notice is required by law, by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before, at or after the time stated therein, shall be deemed the equivalent of giving such notice.

Section 2. Seal. The corporate seal of the Corporation shall be in such form as the Board of Directors shall prescribe. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

The corporate seal of this corporation shall be an embossed derrick with crossed geologists' picks superimposed, surrounded by a circle and the words, "The Rocky Mountain Association of Geologists \*1922\*," an impression of which is attached illustrated below hereto.



The Rocky Mountain Association of Geologists Corporate Seal

Section 3. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of December and end on the last day of the next November, unless otherwise determined by resolution of the Board of Directors.

**ARTICLE VIII**  
**Amendments**

Section 1. Articles of Incorporation. The Articles of Incorporation may be amended or a plan of merger, consolidation or dissolution may be approved by the affirmative vote of the majority of the Members and Honorary Members present at any regular meeting of the Association. The notice of the meeting, setting out and explaining the proposed amendment or plan, having been given by mail or email to the membership at least one month previously. The number of Members and Honorary Members present at any such meeting shall constitute a quorum.

Section 2. Bylaws. These Bylaws may be amended by ballot provided a written notice setting out and explaining the proposed amendment is sent to the Members and Honorary Members at least 14 days prior to the distribution of the ballot. The Notice of Bylaw amendments and the ballot shall be distributed either through the postal service, or electronic means. In the interval between written notification of the proposed change and the distribution of the ballot, the President shall declare part or all of a regular luncheon meeting open for discussion of the proposed amendment, or he may call a special meeting may be called for this purpose. The highest number of the votes returned to the Secretary by the 14<sup>th</sup> day after the ballots have been distributed to the membership will carry or defeat the amendment.

**CERTIFICATE**

I hereby certify that the foregoing Bylaws, consisting of twelve (12) pages, including this page, constitute the Bylaws of the Rocky Mountain Association of Geologists, adopted by the Board of Directors of the Corporation as of 10/10/2017

  
\_\_\_\_\_, Secretary

Jennifer A. Jones  
\_\_\_\_\_, Secretary