

BY-LAWS of the GEOLOGICAL SOCIETY OF THE OREGON COUNTRY
A Corporation - established in 1936

Revised
January 2, 1993
March 1, 1997
July 1, 1998
March 1, 2003
March 1, 2020
March 1, 2021
March 1, 2023

ARTICLE I
Name, Location, Objectives

Section 1. The name of this corporation shall be THE GEOLOGICAL SOCIETY OF THE OREGON COUNTRY (GSOC).

Section 2. The offices of the Society shall be located in the City of Portland, Oregon. (At present: P. O. Box 907, Portland, Oregon 97207-0907).

Section 3. The objectives of the Society shall be:

- (1) To provide facilities and leadership for members of the Society to study geology, particularly the geology of the Oregon Country.
- (2) To establish and maintain a library of geological publications.
- (3) To support and promote geologic study and research, and to designate, preserve and interpret the important geologic features of the Oregon Country.
- (4) To comply with the State of Oregon Revised Statutes, Chapter 61 as a non-profit Corporation in accordance with the following definitions:
 - (A) "Articles of Incorporation" includes the original or restated articles of incorporation, special laws or charters and all amendments.
 - (B) "Board of Directors" means the group of persons vested with the management of the affairs of the corporation irrespective of the name by which such group is designated.
 - (C) "By-laws" means the code or codes of rules adopted for the regulation or management of the affairs of the corporation irrespective of the name or names by which such rules are designated.
 - (D) "Corporation" means a non-profit corporation.
 - (E) "Member" means one having membership rights in a corporation in accordance with the provisions of its Articles of Incorporation or By-laws.
 - (F) "Non-profit corporation" means a corporation no part of the income of which is distributable to its members, directors or officers.

ARTICLE II
Membership

Section 1. The Society shall be composed of members who, by declared interest and honorable standing, are qualified to advance the objectives of the Society. Members shall be divided into three classes, as follows: Family Member, Individual Member and Student Member.

Section 2. In addition to the general qualifications stipulated in Section 1 above, each class of membership shall have its own special qualifications as listed below:

- (1) Family Memberships shall consist of a minimum of 1 adult and a maximum of 2 adults and their dependents, and each adult will have a vote.

- (2) An Individual Member shall be a person of 18 years of age or older and have one vote.
- (3) A Student Member shall be a person over 18 years of age enrolled in college, and may vote and hold elective office.

Section 3. Membership Benefits. Members in good standing shall:

- (1) Receive communications for Society lectures, field trips, and other events.
- (2) Be eligible to attend all Society field trips and events.
- (3) Have access to the membership directory.
- (4) Have voting rights as defined above.
- (5) Be able to hold office in the Society.

ARTICLE III Honors to Members

Section 1. A Fellow is a member who has made significant contributions to the objectives and welfare of the Society. All presidents, in view of their services to the Society, are awarded Fellowship status upon completion of their term of office if not already a Fellow. Election of any other members to Fellowship status must be by unanimous vote of the Board of Directors.

Section 2. A life membership can be conferred on members who have consistently made contributions to the objectives and welfare of the Society over a period of many years, including serving on the Board of Directors 3 or more years, leading field trips, or adding value to the Society in ways that promote the mission of the Society. Life members shall not be required to pay dues to receive their membership benefits. Election of any members to Life Membership status must be by unanimous vote of the Board of Directors.

Section 3. Cumulative donations by a member to the Society's accounts shall entitle classification as follows:

Sponsor	\$ 500.00 or equivalent
Patron	\$1,000.00 or equivalent
Benefactor	\$2,000.00 or equivalent

"Equivalent" may consist of books, useful materials, equipment, etc.. Declared value of the gift must be approved by the Board, and may be used for I.R.S. deduction.

ARTICLE IV Dues

Section 1. The Board of Directors shall have the authority to determine the respective amounts charged for annual dues. The Board shall also have authority in special circumstances to adjust or waive individual dues.

Section 2. The annual dues (categories of memberships) shall be as follows: Family Members; Individual Members; Student Members.

Section 3. Annual dues shall be paid on or before each member's annual renewal date. All applications for membership shall be accompanied by the first year's dues.

Section 4. Any member whose dues are not paid by 4 weeks after their annual renewal date shall be notified of their delinquency, and shall lose their membership benefits.

ARTICLE V Officers

Section 1. The officers of the Society shall be President, Past-President, Secretary and Treasurer. They also shall serve as members of the Board of Directors.

Section 2. All officers except for the Past-President are open for election on a yearly basis. The President serves for up to three years as President and one year as Past-President. Past-Presidents may only run for future office after they have completed this cycle. The terms of the Secretary and Treasurer shall be one year.

ARTICLE VI Board of Directors

Section 1. The Board of Directors shall be composed of the three or four officers listed in Article V, Section 1, five Management Directors as defined in Article VIII below, and two to four Members at Large also as defined in Article VIII below. Only members of the Society may run and hold positions on the Board of Directors. The term of office for each of the Management Directors and Members at Large shall be one year, and they are eligible to be nominated for their positions as long as they are willing to serve.

Section 2. The Board of Directors shall appoint officers and directors to all vacancies as they occur, except that the Past-President may, at his or her discretion, assume the term of the President in case of a vacancy.

Section 3. Members may not be nominated for more than one Board of Directors position. If the nominating committee fails to find a nominee for a position, the incoming President may appoint a willing member to the position. That member may be a Board of Directors member as long as they are only filling one other position on the board and the minimum size for the Board of Directors is eight members.

Section 4. Any member of the Board of Directors may be removed from office with cause by an affirmative vote of seven members of the Board.

ARTICLE VII Management and Duties of Officers

Section 1. The President shall preside at all meetings and shall chair the Board of Directors, have general supervision of the affairs of the Society and shall be ex-officio member of all committees.

Section 2. The Past-President shall assist the new President in familiarizing him or her with the responsibilities of the office. The Past-President shall preside at meetings when requested to do so by the President or in the absence of the President and at such times shall exercise the duties of that office.

Section 3. The Secretary shall help prepare the agenda for all business meetings of the Society and meetings of the Board of Directors, take minutes of these meetings, archive minutes and other important records, summarize minutes for distribution to the membership, track club document templates (such as policies and waivers) and keep these in the archives, fill out applications and other important club communications. Secretary shall distribute and count ballots during elections.

Section 4. The Treasurer shall receive, record and deposit all monies to the Society bank accounts, pay all verified bills and vouchers when authorized to do so by the Board of Directors, keep the financial accounts of the Society, participate in a financial review at the request of the Board of Directors, present a report on the status of the treasury at the annual business meeting, file all annual reports as required by law, and provide a budget at the beginning of each fiscal year.

ARTICLE VIII
Management and Duties of the Board of Directors

Section 1. All powers of the Society shall be vested in the Board of Directors, who shall manage its affairs in accordance with the Articles of Incorporation, the By-Laws, and such statutes as may apply to this corporation.

Section 2. All expenditures of money shall be made on the authorization of the Board of Directors. The signatures of the treasurer and one other officer shall be on record with the banks holding the Society's funds. The monies of the Society shall be disbursed by bank voucher bearing the signature of the treasurer or the other officer on the bank records.

The Board of Directors may make a blanket authorization as set forth in the yearly budget at the beginning of the fiscal year for the payment of routine expenses. Monies to be paid to the treasurer with GSOC funds must be approved in writing by at least one other officer of the Society.

Section 3. Management Directorships: The following directorships shall be included in the Board of Directors and shall be defined as follows:

- (1) Membership Director – Shall serve as the contact for all questions regarding Society membership, record and maintain club membership database and membership directory, collect and archive information regarding Society Honors to Members and volunteer service.
- (2) Programming Director – Shall arrange guest speakers for Society meetings and special Society events, provide and update frequently a calendar of Society meetings to the membership. Shall write announcements for Society meetings for the website and send such announcements to the membership. Shall maintain speaker archive and meeting attendance.
- (3) Field Trip Director – Shall serve as the contact person for field trip planning and budgeting. Shall submit prospective field trip proposals and budgets to the Board of Directors for approval prior to registration. Shall coordinate schedule for Society field trips, provide and update frequently a calendar of Society field trips to the membership. Shall write announcements for Society field trips for the website and send such announcements to the membership. Shall report progress of field trips at the meetings of the Board of Directors, and present ideas for future field trips to the Board of Directors. Archives field trip records.
- (4) Grant and Outreach Director – Shall manage and coordinate the grant programs that the Society sponsors. Shall promote outreach activities for the Society that are consistent with the mission of the Society as stated in these bylaws, such as educational talks about geology to groups, promotion of public awareness of geohazards and information networks related to geohazards, coordinating activities with university groups, other geoscience clubs and other groups that reflect the diversity of the people of the Oregon Country.
- (5) Communications Director – Shall serve as chief webmaster for the Society and provide outreach to social media groups. Shall oversee the presentation of the Society and its events to the world. Shall oversee production of the archive document which summarizes the club activities for each year.

Section 4. Members at Large: The Society shall nominate two to four Members at Large to serve on the Board of Directors. Members at Large shall attend the Board of Directors' meetings and assist the other board members in implementing their tasks as needed.

ARTICLE IX
Meetings

Section 1. Meetings of the Society shall be held at such times and places as fixed by the Board of Directors.

Section 2. The annual business meeting of this Society shall be held during its February meeting. The results of the election of Officers and other members of the Board of Directors and balloting on By-laws revisions shall be announced at that time. Ten percent of the membership shall constitute a quorum at any meeting of the Society.

Section 3. The fiscal year of the Society shall begin with the first day of January of each year and end with the last day of December of the same year.

Section 4. A meeting of the outgoing and incoming Board of Directors shall be held after the annual business meeting, and special meetings of the Board may be held at the call of the President. The President shall be required to call a meeting of the Board within one week after receiving a request for a meeting from a majority of the Board. At all meetings of the Board, six members shall constitute a quorum.

Section 5. Notice of the time and place of the annual business meeting of the Society shall be published two months prior to the meeting.

ARTICLE X Committees

Section 1. The President, with approval of the Board of Directors, may create such committees as may be deemed advisable and appoint the chairs thereof, except as provided in Article XI, Section 1.

Section 2. All committee chairs shall be appointed by the president and approved by the Board of Directors as soon as possible after the annual business meeting.

ARTICLE XI Nomination and Election of Officers and Board of Directors

Section 1. During the month of October, with the approval of the Board of Directors, the President shall appoint three members as a Nominating Committee for the Board of Directors for the following year. The Past President, if available, shall chair the Nominating Committee. In the absence of a Past President, the President will chair the Committee.

The Committee will report its nominees to the Board of Directors for approval in November and to the membership in December. Additional nominations may be made from the floor at the November and December meetings, providing the persons making the nominations have previously secured the consent of the persons being nominated. Nominations shall be closed after the December meeting and the final list of nominations shall be published to the members in January.

If more than one person has been nominated for any position, voting for that office shall be by ballot at the February meeting; otherwise the report of the Nominating Committee may be accepted by motion for adoption. Officers shall be elected by a majority of the members present at the meeting.

Section 2. All persons elected shall take office as of the first of March.

ARTICLE XII Conduct of Meetings

Section 1. The order of business at all business meetings shall be in conformance with Robert's Rules of Order, or with such other rules of order as may have been previously adopted by the Board of Directors.

ARTICLE XIII Seal

Section 1. This Society, as a corporation, shall have a seal, the impression of which shall be as follows:
(Not Reproduced)

Section 2. The president shall be responsible for the seal.

ARTICLE XIV
Publications

Section 1. The official journal of the Society shall be known as THE GEOLOGICAL NEWSLETTER.

Section 2. The Newsletter shall summarize the activities of the Society over the course of each year and shall be made available for publication to the membership.

Section 3. Special publications shall be authorized by the Board of Directors if deemed advisable.

ARTICLE XV
Amendments

Section 1. The Board of Directors may, by two-thirds vote, amend the By-laws provided that the secretary shall have given written notice of such proposed amendment to each member of the Board at least seven days before the meeting at which action thereon is to be taken. All amendments shall be submitted for ratification by the membership at the next succeeding annual business meeting.

Section 2. Amendments proposed by members of the Society must be reduced to writing and signed by not less than ten members in good standing and filed with the secretary, who shall present them to the Board of Directors at its first regular or special meeting. No proposed amendment shall be considered at the regular annual business meeting unless filed with the secretary at least sixty days prior thereto.

At least twenty days prior to the regular annual business meeting, a ballot on the proposed amendment, accompanied by the approval or disapproval of the Board, shall be sent to each member of the Society. If the proposed amendment is filed with the secretary more than ninety days prior to the annual business meeting, a letter ballot may be enclosed with said proposed amendment and sent to all members, which ballot shall be returned to the secretary within fifteen days from the date of mailing by the secretary.

Section 3. If the proposed amendment has been approved by the Board of Directors, an affirmative vote by a majority of all ballots cast shall be necessary for adoption of the amendment. If the proposed amendment has not been approved by the Board, an affirmative vote of two-thirds of all ballots cast shall be necessary for its adoption.

An amendment defeated by letter ballot shall not be resubmitted until the next annual business meeting, as specified in Section 2 above.

Amendments shall become effective immediately upon ratification by the Society membership, and the revised portion of the By-laws shall then be made available to the membership.

ARTICLE XVI
Liability Insurance

Section 1. The Society shall carry a liability insurance policy on behalf of the officers and Board of Directors in the amount of \$500,000.00, covering bodily injury and property damage. This policy indemnifies the Society against liability imposed by law arising out of injuries to the Society or damage to the property of others as a result of the actions of the Society.

Section 2. The Society shall carry fidelity insurance at such time as the cash assets of the Society exceed \$50,000.00. Such insurance is to guarantee the fidelity of the officers and which will indemnify the Society for losses caused by the dishonesty on the part of these persons.

ARTICLE XVII
Dissolution

Section 1. The Society may dissolve in the following manner:

- (1) The Board of Directors shall adopt a resolution recommending the Society be dissolved, and directing such dissolution be submitted to the membership at a special meeting or an annual meeting. Written notice of the special meeting and its purpose shall be sent to all voting members. The resolution to dissolve the Society shall be adopted by at least two-thirds vote of the membership.
- (2) One original and one true copy of the Articles of Dissolution shall be submitted to the State of Oregon, Department of Commerce, Corporate Division. The Commissioner, when all fees have been paid, shall file Articles of Dissolution and return the copy marked "filed" to the sender (usually the Registered Agent of the Society).
- (3) Upon the filing of the Articles of Dissolution, the existence of the Society shall cease.

ARTICLE XVIII
Disposition of Assets

Section 1. The provisions for the distribution of assets on dissolution or final liquidation are as follows:

- (1) All liabilities and obligations of the Society shall be paid, satisfied, and discharged prior to liquidation of assets.
- (2) The Board of Directors shall adopt a resolution recommending disposition of the Society's assets, and shall submit this to the voting members for their approval. Written notice of this resolution shall be submitted to all voting members and shall be adopted by at least two-thirds of members present or represented by proxy at a meeting called for this purpose.
- (3) Assets held by the Society shall be transferred to non-profit fund societies engaged in activities similar to G.S.O.C., which have established tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XIX

Copies of these by-laws shall be available to all members.