

## **CONSTITUTION OF THE PROFESSIONAL GEOLOGISTS OF INDIANA, INC.**

- I. The name of this organization shall be the Professional Geologists of Indiana, Inc. (PGI), and PGI will be a not-for-profit corporation within the State of Indiana.
  
- II. The purpose of Professional Geologists of Indiana, Inc. is to advance the profession of geology, and the careers of Certified Professional Geologists within the State of Indiana. PGI will:
  1. Adopt and promote a high standard of professional conduct and ethics.
  2. Support and promote the Indiana Certified Professional Geologist (CPG) program.
  3. Encourage academic geoscience education and research programs.
  4. Advocate the need for continuing education in the geosciences.
  5. Enhance and increase the professional recognition of CPG's, including geologic review and certification of appropriate documents by Indiana Certified Professional Geologists.
  6. Participate in legislative and administrative activities, especially as they relate to the science and business of Geology.
  
- III. Board of Directors
  - A. PGI shall be governed by a nine-member Board of Directors, all of whom shall be full PGI members. Indiana Certified Professional Geologists must constitute at least 8 of the 9 members on the Board and may constitute the entire Board. The Board of Directors shall be elected by a majority of PGI membership present, including proxies, during elections finalized at the Annual Meeting. Ballots and proxies shall be mailed at least three weeks prior to the Annual Meeting. Officers of the Board shall be elected by the Directors at the first Board meeting following the adjournment of the Annual Meeting. Officers of the Board must be Indiana Certified Professional Geologists.

The following Board officers shall be elected annually by the Board of Directors.

    1. President
    2. Vice President
    3. Secretary
    4. Treasurer
  - B. The Board of Directors shall normally be elected by those voting PGI members present at the Annual Meeting from nominations received in advance, and those nominated from the floor. Proxies may be used if the Board determines that these are needed, or if a mail ballot method is used in part. Candidates will be expected to submit a biographical summary to the Board of Directors six weeks prior to the

Annual Meeting. The initial 1993-1994 Board of Directors shall be the Steering Committee consisting of: John Barnhart, Noel Daniel, Eric Fry, David Gelhausen, Richard Hockett, James Nowacki, Thomas Partin, Audrey Smith, and Kevin Strunk. Jeff Doty shall serve as non-voting Counsel.

The first Board may draw lots at the first Board Meeting to determine the initial terms, or otherwise determine amongst themselves the initial terms, with five two-year terms, and four one-year terms required. Succeeding Board terms shall replace the expired terms as needed.

- C. Each Director is expected to serve as the chair of a standing committee representing or interfacing with the following disciplines and entities: petroleum, coal, aggregates, groundwater resources, environmental, engineering geology, regulatory agencies, universities, the Indiana Geological Survey, and others as may be needed, in addition to possibly serving on other committees as needed.
- D. The Board of Directors shall manage the business of PGI, formulate by-laws and policies, raise funds, and perform all other necessary functions.
- E. Decisions and actions of the Board of Directors may be overruled by a two-thirds vote of PGI members.

#### IV. Meetings

- A. Board of Directors meetings and annual membership meetings shall be held at such times and places as are determined by the Board of Directors.
- B. A petition signed by two-thirds of PGI membership shall be mandatory upon the Board of Directors to call a special Board or membership meeting for the purpose stated in the petition.
- C. Robert's Rules of Order, as revised, shall govern all procedural questions not specifically answered in the Constitution or By-laws.

#### V. Membership

- A.. Full (voting) membership is open to any individual who is employed as a geologist or geoscientist; or has a degree in geology or the geosciences; or who has retired from a career as a geologist or geoscientist; or who is a Certified Professional Geologist in Indiana. All full members must join as individuals. All non-CPGs desiring full membership in PGI must petition the Board of Directors on an approved application form. Individuals must be sponsored by 2 CPG members of PGI.
- B. Associate (non-voting) membership is available to anyone with an interest in the profession of geology, or in the geological sciences, but who does not satisfy the requirements for full membership in PGI specified in Item V.A.
- C. Student (non-voting) membership shall be available to those geology students who are not Indiana CPG's.

- D. Corporate Membership is available to those corporations involved in, or allied to the professional of geology. Corporate membership does not include any other membership, and does not have voting rights.
- E. Membership is on a non-prorated, annualized basis from March through the following February.
- F. Dues are payable before March 1 of each year, with membership termination possible for non-payment.

VI. The Constitution and By-laws of Professional Geologists of Indiana, Inc. (PGI) shall be binding upon PGI. Any action inconsistent therewith shall be null and void.

VII. Amendments to this constitution shall be made by a two-thirds favorable vote of full members and proxies present at any meeting of PGI called by the Board of Directors for that purpose, or by consent of a majority of the total membership of PGI present at the Annual Meeting.

Constitution approved by the Professional Geologists of Indiana, Inc. Board of Directors: November 7, 1993.

Constitution amended by membership of Professional Geologists of Indiana, Inc. November 7, 1998.

**BYLAWS OF THE PROFESSIONAL GEOLOGISTS OF INDIANA, INC.****I. Election of Officers**

- A. Elections of the members of the Board of Directors shall be held at the Annual Meeting following the completion of other business on the agenda. Elections will consist of the counting of proxies and other written ballots received prior to the meeting, and the counting of other votes presented during the formal election conducted during the Annual Meeting. The Board of Directors shall be elected by a majority of voting PGI membership present, including proxies, during elections finalized at the Annual Meeting. The Board of Directors will also establish a nominations process whereby members can be nominated prior to the Annual Meeting, and also be nominated from the floor at the Annual Meeting.

Board of Directors members shall take office at the Annual Meeting, immediately following the election. Directors shall serve for two year terms. These terms will be staggered as initiated at the first meeting of the 1994 Board of Directors. The first Board may draw lots at the first Board Meeting to determine the initial terms, or otherwise determine amongst themselves the initial terms, with five two-year terms, and four one-year terms required. Succeeding Board terms shall replace the expired terms as needed.

- B. Officers shall be elected at the first Board of Directors meeting following the Annual Meeting. The outgoing President shall preside over the Annual Meeting, his final act being meeting adjournment. For the purposes of conducting the business of the first Annual Meeting, the founding Steering Committee will appoint an individual to preside over the meeting.
- C. No Director shall hold the same elected office of the Board of Directors for more than two consecutive years. No Director shall be elected to the Board of Directors for more than two consecutive terms. The only exceptions shall be the 1993 charter Steering Committee and Board members who serve until the 1994 Annual Meeting, and who may then serve two additional consecutive terms.
- D. Officers shall be as listed in the Constitution and shall be elected by a majority vote of the Board of Directors. For the purpose of establishing a majority vote, abstentions and blank votes shall not be counted. Only the Board will vote on officers.
- E. Elected members of the Board of Directors shall be full voting PGI members.
- F. Voluntary or Board-mandated vacancies of a Board position shall be filled by appointment by the Board of Directors. The position so appointed shall perform the duties of the position for the remainder of the term. The consecutive term ruling shall not apply to such a term unless it exceeds six months.
- G. The President shall appoint other staff as are necessary for the operation of PGI, unless a majority of the Board of Directors later objects.
- H. Appointed staff may have any type of PGI membership.
- I. Procedure for the removal of a Board of Directors member following a petition of a full PGI member shall be as follows:
1. A regular motion, in writing, shall be presented and voted upon at a Board of Directors meeting.

2. Notice in writing of this motion shall be made to the membership at least one week prior to balloting by those requesting the removal.
  3. The motion shall be held over until the next regular Board of Directors meeting, at which time it shall be read again and voted upon. A two-thirds favorable vote of the Board of Directors membership present shall be required for the motion to pass.
- J. A Board member may be removed from the Board, by the Board, if said Board member has missed three consecutive meetings, by a simple majority vote of the Board members present at a subsequent Board meeting. Following a timely notification to the Board Member by the President of the pending dismissal, the Board Member may offer mitigating reasons to the President for full consideration.

## II. Duties of Officers

### A. President

1. Preside over meetings and organize agendas as submitted by Directors and members.
2. Appoint committees and committee chairs.
3. Serve on committees at his option.
4. Call meetings of the Board of Directors.
5. Responsible for timely submission of all legal documents.
6. Reappoint committees and chairs as needed to maintain committee functions and continuity.
7. Represent PGI on a public and private basis as needed and requested, or so appoint others.

### B. Vice-President

1. Perform all duties of the President in the President's absence or request.
2. Serve as Membership Chair, and assist Treasurer with dues collection and membership notifications.
3. Assist the other members of the Board of Directors when needed.

### C. Secretary

1. Record minutes of all meetings and prepare them for publication in order to be made available at the next Board meeting, or as directed by the Board.
2. Responsible for all correspondence.

### D. Treasurer

1. Process all income, expenses, and dues.

2. Keep an accurate and timely account of receipts and disbursements, and submit a report at each Board meeting, and an Annual Report to the membership.
  3. Prepare Financial Statements as needed.
- E. Board Members at Large
1. Serve as members of the Board of Directors.
  2. Perform other duties necessary for the operation of PGI.

### III. Board of Director and Membership Meetings

- A. Regular Board of Directors and membership meetings shall be held at a meeting place designated by the Board of Directors. The Board of Directors will meet no fewer than four times per year. One of these meetings may be held in conjunction with the Annual Membership Meeting, and one will be a January organizational meeting. The Board may close all or a portion of a Board Meeting to the membership if a majority of the Board feels that an agenda topic is of a confidential nature.
- B. Special Board meetings may be called by the Board of Directors in addition to the four prescribed meetings.
- C. Special membership meetings may be called by a two-thirds vote of voting PGI members following notification of the PGI President that such a meeting is desired. The PGI President will normally preside over such meetings unless those requesting such a meeting specifically request that another Board Member otherwise be appointed by the Board.
- D. In the event that a quorum of Board Member is not present at a Board Meeting, the Board shall nevertheless discuss and address the agenda items. Those present may take advisory votes for later ratification at the next meeting at which a quorum is present.
- E. The agenda of the Board will be mailed to Board Members prior to the meeting on a timely basis. The agenda will be determined by the President from those items carried over from previous meetings, new items placed there by the President at his action or by request of a PGI member, and those items as may become normal aspects of PGI business. A delay in the listing of a suggested topic on the agenda may occur if the agenda for the next meeting is already set, is already very full, or if the President must request clarification from those presenting the item. All PGI members have the right to speak to the Board on any topic, and have the expectation of timeliness.
- F. PGI members may request a copy of the Board agenda from the President, but agendas will not normally be mailed to non- Board members.

### IV. Membership

- A. A person applying to be a Full member must be an Indiana Certified Professional Geologist. A person applying to be an Associate member must have a geology degree from an accredited institution, and preferably will be seeking to become an Indiana Certified Professional Geologist. A person applying to be a Student member must be a geology student at an accredited institution. A Student member may not be a degreed geologist taking part time classes who qualifies for another member class.

- B. In order to be eligible to become a full, associate, or student member, a person must have submitted an application in writing as provided by PGI and must have paid dues. Indiana CPG numbers may be used for internal PGI records for Full members, while the names of non-CPG's may be used for such records.
  - C. All members shall receive a suitable membership certificate. Charter members shall be those in each membership category who join PGI on or before December 31, 1993.
  - D. Honorary Members
    - 1. Honorary members may be accepted by a two-thirds favorable vote of the Board of Directors.
    - 2. Honorary members shall not vote or pay dues.
    - 3. Honorary members may be designated for life or for a certain period of time.
    - 4. No more than five (5) persons may be named as Honorary Members within a calendar year.
  - E. Full members shall be entitled to all the rights and privileges of membership in PGI. Associate members shall be entitled to all rights and privileges except those set forth in Article V, Part B, of the Constitution. Student members shall be entitled to all rights and privileges except those set forth in Article V, Part C, of the Constitution.
  - F. Subscribers
    - 1. Subscribers shall be entitled to receive the **PGI** Newsletter.
    - 2. Subscribers shall not be considered members of PGI.
    - 3. Subscribers may not vote or hold office.
    - 4. Subscribers must pay a subscription rate of \$10 per year, or as otherwise set forth by the Board of Directors. Subscriptions shall end with the December issue.
    - 5. Upon dissolution of PGI, subscribers may forfeit the remaining portion of their current subscription.
  - H. Membership requirements may not be waived by the Board of Directors, except as set out above.
- V. Dues
- A. Membership is on an annualized, non-prorated basis from March 1 to the last day of February of the following year of each year. Annual dues shall be payable on or before March 1 of each year. Dues statements shall be mailed to members by the treasurer no later than February 1 of each year.
  - B. Dues must be paid by the last day of February of each year, or delinquent members shall forfeit all membership rights and privileges until dues are paid in full. The treasurer shall notify the delinquent member of termination of membership.

Any member will be placed in an inactive status for non- payment of PGI dues or CPG fees. Members on inactive status have no rights or privileges, and will be dropped from membership after one year in this status.

- C. PGI dues will not be accepted from any full PGI member unless their Indiana CPG fees are current. PGI members whose CPG fees expire during the year will become associate members until their CPG fees are paid.
- D. Corporate members may join with \$100 dues which shall not include any individual dues or other memberships. They will receive a newsletter.
- E. Dues shall be set by the Board of Directors.
- F. Dues shall be \$30 for Full and Associate members, and \$10 for Student members until changed by the Board of Directors.

#### VI. Expulsion, Suspension, and Reinstatement of Members

- A. Any member may be expelled from PGI in accordance with the following:
  - 1. The expulsion of a PGI member is a serious issue, and any motion to do so should be made only under the most dire circumstances involving a gross professional ethics violation, conviction of a heinous crime, or some other serious charge that can be substantiated by those seeking the expulsion.
  - 2. A regular motion, in writing, shall be made to a board member and allowed at a PGI Board Meeting.
  - 3. Explanation in writing of this motion shall be made to the voting membership, at their expense, by those requesting expulsion at least two weeks prior to balloting at the Annual Meeting.
  - 4. The motion shall be held over from the Board meeting until the next Annual Meeting, at which time it shall be read again and balloted upon. A two-thirds favorable vote of the members present shall be required for the motion to pass.
  - 5. Reinstatement of an expelled member may be allowed by a two-thirds of voting membership present at a subsequent Annual Meeting.
- B. Reinstatement may be obtained by inactive members by payment of the current year's dues.

#### VII. Expenditures

- A. Expenditures between fifty and one hundred dollars can be approved by the officers. Expenditures over one hundred dollars shall be approved by the Board. All checks or drafts signed by an authorized Board member.
- B. Expenditures of fifty dollars (\$50.00) or less shall be approved by the Treasurer, with all checks or drafts signed by an authorized Board member.

- C. The Treasurer may approve, with the knowledge of the President, routine expenditures for the normal production and mailing of the newsletter, which exceed fifty dollars.

#### VIII. Dissolution

- A. Upon the dissolution of PGI, the Board of Directors shall, after paying or making provision for the payment of all liabilities of PGI, dispose of all assets of PGI exclusively for the purposes of PGI in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes or for the purpose of advancing the profession of geology, as the Board of Directors shall determine, or as specified by statute or court order.
- B. Any such assets not so disposed of shall be disposed of by statute or court order, exclusively for such purposes or to such organization or organizations, as said statutes or courts shall allow or determine, which are organized and operated exclusively for such purposes.

#### IX. PGI Sponsored Trips and Activities.

- A. Guests must be invited by a PGI member.
- B. Members are responsible for the conduct of guests.
- C. Written or verbal permission must be obtained from the owner of any property visited on a PGI trip unless after a diligent search the identity of the owner cannot be determined or unless the owner has previously given unlimited access permission.
- D. The Board may limit participation to PGI members.

- XI. Amendments to these bylaws shall be made by a two-thirds favorable vote of full members present at any meeting of PGI called by the Board of Directors for that purpose, or by consent of a majority of the total membership of PGI present at the Annual Meeting, or by proxy.

Approved by the Professional Geologists of Indiana, Inc. Board of Directors November 7, 1993

Revised November 6, 1994