

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

### **Article I. Name**

The name of this organization will be the Professional Geologists of Indiana, Inc. (PGI), and PGI will be a not-for-profit corporation within the State of Indiana.

### **Article II. Purposes**

The purposes of Professional Geologists of Indiana, Inc. will be to promote and advance the profession of geology, and the careers of Licensed 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 Licensed Professional Geologist (LPG) program.
3. Enhance and increase the professional recognition of LPGs, including geologic review and certification of appropriate documents by Indiana Licensed Professional Geologists.
4. Encourage geoscience education and research.
5. Advocate the need for continuing education in the geosciences.
6. Participate in legislative and administrative activities, especially as they relate to the science and business of Geology.

### **Article III. Membership**

1. 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 Licensed Professional Geologist in Indiana. All full members must join as individuals. All non-LPGs desiring full membership in PGI must petition the Board of Directors on an approved application form and must also be sponsored by two (2) LPG members of PGI.
2. 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 Article III.1.
3. Student (non-voting) membership will be available to those geology students who are not Indiana LPGs.
4. 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 who is taking part-time classes and who qualifies for another membership class.
5. To become eligible for full, associate, or student membership, a person must submit an application in writing as provided by PGI and must pay dues for the current membership year.

6. Corporate affiliation is available to those corporations involved in, or allied to the profession of geology. Corporate affiliation does not confer any individual memberships for corporate employees. Corporate affiliation does not confer voting rights. Each Corporate affiliate is entitled to receive one (1) newsletter.

#### 7. Honorary Members

- i. Honorary members may be accepted by a two-thirds (2/3) favorable vote of the Board of Directors.
  - ii. Honorary members may vote but are not required to pay dues.
  - iii. Honorary members may be designated for life or for a designated period of time.
  - iv. No more than two (2) persons may be named as honorary members within a calendar year.
8. New members will receive an official membership certificate.

### **Article IV. Dues**

Dues will be collected annually as specified in the Bylaws.

### **Article V. Assembly Meetings**

1. The active members will meet in assembly once each year at a place and time selected by the Board of Directors. The meeting should be held on or around the first week of November. Additionally, special Assembly Meetings may be called at other times by a majority vote of the Board of Directors or by receipt of a petition signed by two-thirds (2/3) of the full members of PGI. Only those matters contained in the notice for such a special meeting may be acted upon at the meeting. Written notice will be mailed to all members at least three (3) weeks prior to all Assembly Meetings.
2. The outgoing President will preside over the Annual meeting, the final act of office being to adjourn the meeting.
3. No specific quorum is required for an Assembly Meeting provided that rules of notification as stipulated in this Constitution are followed. Proxies are not allowed for the transaction of the business of PGI.
4. The agenda for the annual meeting will include the election of new members to sit on the Board of Directors. Open positions on the Board of Directors will be elected by a majority of full PGI members present and voting at the Annual Assembly Meeting.
5. The Assembly of members will have the following powers and duties:
  - a. to amend this Constitution and/or the Bylaws.
  - b. to elect members of the Board of Directors with open nominations and by secret ballot.
  - c. to adopt statements of policy appropriate to the purposes of PGI.
  - d. to act as the final authority on all matters arising in PGI, for which authority has not been given to some other officer or governance body by this Constitution.

**Article VI. Board of Directors**

1. PGI will be governed by a nine (9)-member Board of Directors, all of whom will be full PGI members. Indiana Licensed Professional Geologists must constitute at least eight (8) of the nine (9) members on the Board and may constitute the entire Board.
2. The Board of Directors will manage the business of PGI, formulate bylaws and policies, raise funds, and perform all other necessary functions.
3. The Board of Directors will be elected by a majority of PGI membership present and voting at the Annual Assembly Meeting. Notice of the election will be mailed by the Secretary at least two (2) weeks prior to the meeting.
4. Officers of the Board will be elected by the Directors at a special Board meeting for that purpose immediately following the adjournment of the Annual Assembly Meeting. Officers of the Board must be Indiana Certified Professional Geologists. For the purpose of establishing a majority vote, abstentions and blank votes will not be counted.
5. The following Board officers will be elected annually by the Board of Directors.
  - i. President
  - ii. Vice-president
  - iii. Secretary
  - iv. Treasurer
6. No Director will hold the same elected office on the Board of Directors for more than two (2) consecutive years. No Director will be elected to the Board of Directors for more than two (2) consecutive terms.
7. Board of Directors members will take office at the close of the Annual Assembly Meeting. Directors will serve two (2)-year terms. These terms will be staggered, with five (5) terms alternating with four (4) terms. The group of five (5) terms will commence immediately after Annual Assembly Meetings which fall in odd-numbered years. The group of four (4) terms will commence immediately after Annual Assembly Meetings which fall in even-numbered years.
8. Voluntary or Board-mandated vacancies of a Board position will be filled by appointment by the Board of Directors. The person so appointed will perform the duties of the position for the remainder of the term. The consecutive term ruling will not apply to such a term unless it exceeds one (1) year.
9. Decisions and actions of the Board of Directors may be overruled by a two-thirds (2/3) vote of PGI members at an Assembly Meeting.
10. Procedure for the removal of a Board of Directors member following a petition of a full PGI member will be as follows:
  - i. A regular motion, in writing, will be presented and voted upon at a Board of Directors meeting.
  - ii. A petition for removal must be signed by ten percent (10%) of active full members.

- iii. Notice in writing of this motion will be made to the membership at least two (2) weeks prior to balloting by those requesting the removal.
  - iv. The motion will be held over until the next regular Board of Directors meeting, at which time it will be read again and voted upon. A two-thirds (2/3) favorable vote of the Board of Directors membership present will be required for the motion to pass.
11. A Board member may be removed from the Board, if said Board member has missed three (3) consecutive Board meetings. In such cases, the Board member may be removed from the Board by a simple majority vote of the Board members present at a subsequent Board meeting.

#### **Article VII. Authority**

The Constitution and Bylaws of Professional Geologists of Indiana, Inc. will be binding upon PGI. Any action inconsistent therewith will be null and void.

#### **Article VIII. Amendments**

Amendments to this Constitution will be made by a two-thirds (2/3) favorable vote of active full members present at the Annual Assembly Meeting or at any Assembly Meeting of PGI called by the Board of Directors for that purpose.

Constitution of Professional Geologists of Indiana, Inc. revised on November 17, 2001, correction December 3, 2002.

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

### **Article I. Elections**

1. The Board of Directors will also solicit nominations for membership on the Board of Directors from the PGI membership in a timely fashion so that nominations can be received and notice given to PGI members at least two (2) weeks prior to the meeting in which the election will be held. The opportunity for nominations from the floor must also be provided at the Annual meeting.
2. Officers will be as listed in the Constitution and will be elected by a majority vote of the Board of Directors. Only the Board will vote on officers.
3. Elected members of the Board of Directors will be full voting PGI members.

### **Article II. Duties of Officers**

1. President
  - a. Preside over meetings and organize agendas as submitted by Directors and members.
  - b. Appoint committees and committee chairs.
  - c. Serve on committees at his option.
  - d. Call meetings of the Board of Directors.
  - e. Responsible for timely submission of all legal documents.
  - f. Represent PGI on a public and private basis as needed and requested, or so appoint others.
2. Vice-president
  - a. Perform all duties of the President in the President's absence or request.
  - b. Serve as membership Chair, and assist in performing the duties of the President.
  - c. Assist the other members of the Board of Directors when necessary.
3. Secretary

Record minutes of all Board or Assembly Meetings and prepare a draft for review and distribution to other Board members not less than three (3) weeks after a meeting is held.
4. Treasurer
  - a. Process all income, expenses, and dues.

- b. 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 at the Annual Assembly Meeting.
- c. Prepare Financial Statements as needed.

### **Article III. Board of Directors and Membership Assembly Meetings**

1. Regular Board of Directors meetings will be held at a place designated by the Board of Directors. The Board of Directors will meet no fewer than four (4) times per year. One of these meetings may be held in conjunction with the Annual Assembly Meeting, which is to be held on or around the first week in November, and one will be held in January to consider public legislative issues. 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 confidential nature.
2. Special Board meetings may be called by the Board of Directors in addition to the four (4) prescribed meetings.
3. Special Assembly Meetings may be called by a two-thirds (2/3) 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 the meeting specifically request that another Board Member be appointed by the Board to serve as meeting Chair
4. At least five (5) Board members must be present at a Board of Directors meeting to conduct business of PGI. If a quorum is not present, the Board will 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.
5. The proposed agenda for Board meetings will be sent to Board members at least one (1) week prior to the meeting. The agenda will be determined by the President from those items carried over from previous meetings, new motions introduced by Board members or by request of a PGI member. A delay in the listing of a requested 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 obtain clarification from those presenting the item. All PGI members have the right to present a motion to the Board of Directors on any topic, and the Board is expected to respond to such motions in a timely manner, in accordance with procedures set out in the Constitution and Bylaws.
6. PGI members may request a copy of the Board agenda from the President, but agendas will not normally be sent to non-Board members.

### **Article IV. Dues**

1. Dues will be \$30 for Full and Associate members, and \$10 for Student members until changed by a majority vote of active full members at a properly advertised Assembly Meeting.
2. The membership year for PGI will extend from January 1 through December 31. Membership dues are payable before March 1 of each year. Dues notices for the upcoming year will be mailed to members by the treasurer no later than October 31 of each year. Members who do not pay their dues by March 1 are delinquent and will be placed on inactive status. Members on inactive status will forfeit all membership rights and privileges until dues are paid in full. The treasurer will notify the delinquent member that he or she has been placed on inactive status for nonpayment of PGI

dues. Delinquent members will be dropped from membership after remaining one (1) year on inactive status.

3. Reinstatement may be obtained by inactive members by payment of the current year's dues.
4. Dues for new members who join PGI during the final calendar quarter will apply to the remainder of that calendar year as well as to entire year following. At the discretion of the Board, this provision may be applied to a greater period of time than the final quarter so as to include events at which PGI will be promoting membership.

#### **Article V. Expulsion and Suspension, for unethical conduct, and subsequent Reinstatement**

1. Any member may be expelled from PGI in accordance with the following:
  - i. 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.
  - ii. A regular motion, in writing, will be made to a Board member and the motion will be heard at a PGI Board meeting.
  - iii. The motion will be held over from the Board meeting until the next Annual meeting, at which time it will be read again, debated, and decided by secret ballot. A two-thirds (2/3) favorable vote of the members present will be required for the motion to pass.
  - iv. Explanation in writing of this motion will be made to the voting membership by those requesting expulsion at least two (2) weeks prior to voting at the Annual Assembly Meeting. Expenses incurred notifying the membership are to be borne by those making the motion.
  - v. Reinstatement of an expelled member may be allowed by a two-thirds (2/3) vote of members present at a subsequent Annual Meeting.

#### **Article VI. Expenditures**

1. Expenditures more than three hundred dollars (\$300) will be approved by the Board. All checks or drafts must be signed by a member so authorized by the Board.
2. Expenditures of three hundred dollars (\$300) or less will be approved by the Treasurer, with all checks or drafts signed by a member so authorized by the Board.
3. The Treasurer may approve, with the knowledge of the President, routine expenditures for the normal production and mailing of the newsletter, which may exceed three hundred dollars (\$300).

#### **Article VII. Dissolution**

Upon the dissolution of PGI, the Board of Directors will, 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 will determine, or as specified by statute or court order.

#### **Article VIII. PGI-Sponsored Trips and Activities**

1. Members are responsible for the conduct of guests.
2. Written or verbal permission must be obtained from the owner of any property visited on a PGI trip.
3. The Board may limit participation to PGI members.

#### **Article IX. Meeting Rules**

Robert's Rules of Order, as revised in *Cannon's Concise Guide to Rules of Order, 2 ed.*, Houghton Mifflin Company, New York, will govern all procedural questions not specifically answered in the Constitution or Bylaws.

#### **Article X. Amendments**

Amendments to these Bylaws will be made by a simple majority vote of full members present at any properly advertised Assembly Meeting of PGI.

Bylaws of Professional Geologists of Indiana, Inc. revised on November 17, 2001, correction December 3, 2002.