

**AMENDED AND RESTATED**  
**BYLAWS**  
OF THE  
**OKLAHOMA CITY GEOLOGICAL SOCIETY**

**DEFINITIONS:**

Unless the context clearly requires otherwise, in these bylaws:

“Society” shall mean the Oklahoma City Geological Society.

“Member” shall mean a Member of the Society entitled to vote and receive benefits and shall not include non-voting membership categories.

“Board” shall mean the Board of Directors of the Society.

“Director” shall mean a member of the Board of Directors of the Society.

“Officer” shall mean a Director who is further elected by the Board to fill an office and refers to the person whom at any given time performs the duties of that particular office for the Corporation.

“Bylaws” shall mean these Bylaws as adopted by the Members and includes amendments thereto subsequently adopted by the Members.

“Certificate of Incorporation” shall mean the Certificate of Incorporation of the Society as filed with the Secretary of State of the State of Oklahoma and includes all amendments thereto subsequently adopted by the Members and filed with the Secretary of State of the State of Oklahoma.

**ARTICLE I      SOCIETY DEFINED:**

1.1 Name. The name of the not for profit corporation is Oklahoma City Geological Society.

1.2 Purpose. The purpose of the Society is as follows:

- a) To advance the Geological Sciences and the profession of Geology in general;
- b) To promote high ethical standards of conduct among its members and within the profession of Geology;
- c) To establish standards of education, experience, and professional conduct in the practice of Geology; and,

- d) To monitor activities affecting the Geological Sciences including state and federal activities.
- 1.3 Tax Exempt Status. The Society is a not-for-profit membership corporation, organized under the laws of the State of Oklahoma. As a business league, the Society is exempt from federal and state income tax under Section 501 (c)(6) of the Internal Revenue Code. The Society may do all things and perform all acts permitted a not for profit corporation under the laws of Oklahoma in furtherance of the above purposes within the requirements set forth under Section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE II LOCATION:**

- 2.1 Principal Office. The Society shall locate its Principal Office within Oklahoma County. The Society may change said Principal Office from one location to another, notifying the Internal Revenue Service and the Oklahoma Secretary of State of such change.
- 2.2 Registered Office. The registered office of the Society will be maintained in the state of Oklahoma and may be, but need not be, identical with the Principal Office. A change of the Registered Office shall be filed with the Oklahoma Secretary of State.

**ARTICLE III MEMBERSHIP:**

- 3.1 Membership Classification: There shall be five (5) classes of voting Memberships within the Society. Those individuals desiring to be an Active, Associate or Emeritus Member shall complete the appropriate application process as determined by the Board. Honorary Members must go through a nominations and approval process. The Board, or committee so designated by the Board, shall have the right to grant or reject any Membership Application or Honorary nomination, at the sole discretion of the Board.
- a) Active Members. Individuals who may apply for Active Membership, whom have graduated from an accredited college or university and have received a Bachelor's degree or higher in the science of Geology or similar earth science; and, are principally engaged on a fulltime basis in an active business concern in the science of Geology or similar earth science.
  - b) Associate Members. Associate Members shall be those persons whose work is related to the science of Geology, the petroleum industry, or a related discipline, but who do not meet the requirements set forth for Active Members. At the discretion of the Board, consideration may be given to the application and acceptance of experience in a geological oriented industry or sub-discipline in

lieu of academic training. The decision of the Board in this matter shall be final and not appealable.

- c) Emeritus Members. Individuals who have attained the age of 65 years and have been an Active or Associate Member in good standing with the Society for a period of not less than 10 years prior to attaining that age, may apply for Emeritus Membership.

Once approved, the Emeritus Member shall receive his or her Emeritus Member status, with all of the benefits and honors activated, beginning the following calendar year.

- d) Honorary Members. Any past or present Active, Associate or Emeritus Member may nominate any Active, Associate or Emeritus Member in good standing within the Society for Honorary Member status. Said Member shall formally present the candidate in a written nomination to the Board that clearly details the reason(s) for such nomination. The Board shall provide required qualifications and procedures surrounding the nomination and approval process in the policies of the Society.

Once approved, the Honorary Member shall receive his or her Honorary Member status, with all of the benefits and honors activated, beginning the following calendar year.

- e) Director Members. Any individual who has been elected as a Director of the Society will become a Member of the Society for the length of term of service on the Board regardless of whether such individual meets the requirements of any of the above Membership categories.

Active, Associate, Emeritus, Honorary, and Director Members shall hereafter collectively be referred to as the "Members."

- 3.2 Membership Composition. A majority of the voting Members must be Active or, Emeritus or Honorary Members who have been Active Members at any one point in time. Should this percentage requirement not be met, Associate Members in order of seniority will maintain voting rights while Associate Members with the least amount of seniority will lose voting rights until such percentage requirement is met.

- 3.3 Dues. Membership dues shall be established by the Board. The Membership shall be provided a dues structure either electronically or in writing. Notice of the change will provide enough advance notice to allow time for any twenty-five (25) members to call a special meeting prior to the change in dues to dispute such change and/or remove any Director if so determined by a vote of the Membership.

3.4 Membership Duties.

- a) Elect and/or remove the Directors of the Society; and
- b) Vote by a two-thirds (2/3) majority of the votes cast on the following:
  - i. Amendment(s) to the Certificate of Incorporation;
  - ii. Amendment(s) to these Bylaws;
  - iii. A dissolution;
  - iv. A merger; or,
  - v. The sale of assets other than in the regular course of activities.

All other corporate powers necessary and incidental to taking action and conducting business of the Society shall be exercised by or under the authority of the Board.

3.5 Membership Requirements. The following requirements must be met for Members to be in *good standing* of the Society and be entitled to voting rights and/or other privileges provided to the Members by the Society.

- a) Maintain current dues: Active, Associate and Emeritus Members must maintain current dues as determined by the Board. Honorary Members shall not be required to pay dues in order to meet membership requirements and be in good standing unless determined otherwise by a two-thirds (2/3) vote of the Membership.
- b) Uphold the Code of Ethics adopted by the Board;
- c) Abide by the Bylaws and policies established by the Board; and
- d) Abide by the federal and state laws affecting the Society.

3.6 Membership Term. The Membership Term shall be the same as the Calendar Year. Membership belongs to the individual and is not transferrable or assignable.

3.7 Termination of Membership. Any Member may voluntarily terminate his/her Membership in the Society at any time by submitting a written notice of withdrawal to the Secretary of the Board. Any Member may be terminated with or without cause by a two-thirds (2/3) majority vote of a quorum of the Members at any meeting of the Membership or by a two-thirds (2/3) majority vote of the total number of Directors at any meeting of the Board.

Any Member who is delinquent on dues shall be provided a written notification concerning such delinquency and such Member shall have sixty (60) days from the date of the notification notice to remedy the delinquency. Voting or other benefits shall not be available until the delinquent dues are paid.

A Member may appeal a termination by filing a written request with supporting information to the Board for the Board review. An appeal will not reinstate voting

rights or other benefits. The Board's decision after review of the appeal shall be final with no further appeal process.

- 3.8 Reinstatement of Membership. Any Member may be reinstated by a majority of vote of either the Membership or the Board at any meeting of either the Membership or Board.
- 3.9 Membership List. No Member or individual, with the exception of the Board, shall use the mailing list of the Society without prior approval of the Board. The Membership List may consist of multiple parts including, but not limited to current dues paying Members entitled to voting rights; all prior members which have paid dues in the past but are not current and therefore not entitled to voting rights; all organizations or individuals requesting to be placed on the Society's mailing list; and, all individuals wishing to receive information from the Society.
- 3.10 Non-Voting Membership Categories. By a majority vote of the total number of Directors, the Society may add non-voting membership categories. Non-voting Membership categories and their requirements may be provided for in the policies of the Society. Non-voting membership categories shall not be considered Members for purposes of these Bylaws when determining voting rights.

#### **ARTICLE IV MEETINGS OF THE MEMBERSHIP:**

- 4.1 Meetings. The Annual Meeting and Special Meetings of the Membership shall be held as determined by the President, any two (2) officers or any twenty-five (25) Members. The Annual Meeting shall take place in the third quarter of the Calendar Year to allow for nomination of Directors. The vote for Directors shall take place by ballot in the fourth quarter to allow newly elected Directors to begin their respective terms at the beginning of the following Calendar Year.

The President of Society shall preside over meetings of the Membership unless determined otherwise by a vote of the Members.

- 4.2 Notice of Meetings. All notices may be provided via written electronic transmission, including via the Society's website. Notice of the Annual Meeting shall be sent and/or provided to the Members not less than twenty (20) days prior to the holding of the meeting. Notice of special meetings shall be provided not less than five (5) days prior to the holding of the meeting.

All business brought before the Members may be acted upon at any Annual meeting. However, only business contained in the notice of a special meeting may be acted upon by the Members. If a Member does not receive notice of a meeting, but attends the meeting, he/she shall be deemed to have waived notice of the meeting.

- 4.3 Quorum. A quorum of the Members at meetings of the Membership shall consist of the Members present. Members must be present in person and may not attend meetings via telephonic, electronic transmission or proxy. All business brought before the Membership shall be conducted by a quorum. A majority vote of a quorum shall determine all matters, including elections, brought before the Membership.

However, the duties set forth in Article 3.4(b) must be approved by the Members by two-thirds (2/3) of the votes cast.

- 4.4 Procedures. Conflicts in procedures shall be resolved by the Councilor in accordance with the current edition of *Robert's Rules of Order* as a procedural guide unless determined otherwise in these Bylaws, written policy or state law.
- 4.5 Voting at Meetings. Each Member shall have one vote. Proxies may not be used.
- 4.6 Voting Without a Meeting. When a vote of the Membership is required between meetings, the President, any two (2) officers or any twenty-five (25) Members may call for an electronic transmission vote by written ballot. Ballots may be distributed by electronic transmission, including via email or the Society's website. The Society shall implement reasonable measures to verify that each ballot cast between meetings was from a Member.

For electronic transmission voting to represent an action of the Membership, all of the following conditions must be met:

- a) All Members must have access to a ballot;
- b) The ballot shall set forth each proposed action and provide for a vote for or against each proposed action;
- c) The ballot must state the number or percentage of votes cast required to pass the proposed action;
- d) A quorum of the Members for electronic transmission vote by ballot shall be the number of ballots cast;
- e) When voting on issues set forth in Article 3.4(b) the percentage requirements set forth in Article 3.4(b) must be met;
- f) The ballot must be received within the voting period established on the ballot which shall not be less than ten (10) days and not more than thirty (30) days;
- g) Receipt of a ballot shall be acknowledged by an Officer, or designee;
- h) A ballot must be submitted by a Member;
- i) All ballots shall be made public to the Members and Director for one (1) year following the vote; and,

- j) All ballots results shall be maintained with the corporate records.

## **ARTICLE V            BOARD OF DIRECTORS:**

- 5.1 **Number.** The Board of Directors will consist of not less than seven (7) and not more than fifteen (15) voting members. The Members may increase or decrease the number of Directors, in accordance with range specified above, and are entitled to vote thereon at any annual or special meeting of the Members.
- 5.2 **Duties.** The Board of Directors shall have all powers and authority which may be granted to a Board of Directors of a Corporation under the laws of Oklahoma except for those reserved for the Members in Article 3.4. The duties of the Directors include the following:
  - a) Exercise a duty of obedience to the Society's central purpose in guiding all decisions;
  - b) Exercise due care and act in good faith in all dealings and interests with the Society;
  - c) Exercise a duty of loyalty to the Society by avoiding and/or managing conflicts of interest;
  - d) Develop, approve, periodically review and/or amend organizational policies which may include duties in addition to those designated in these Bylaws;
  - e) Maintain a board manual containing approved policies and contemporaneous minutes and records of all meetings;
  - f) Ensure the Society is adequately funded;
  - g) Submit an annual financial report to the Membership;
  - h) Approve the annual budget and oversee the financial administration of the Society;
  - i) Review Form 990 prior to submission to the IRS or authorize the finance committee to perform such duty.
  - j) Review and approve all contractual agreements or authorize a Director(s) to execute such agreements in accordance with the financial policies and conflict of interest policy;
  - k) Meet the Membership Requirements set forth in Article 3.5;
  - l) Sit on a minimum of one committee unless excused from such duty by a vote of the Board; and,
  - m) Perform such other duties as prescribed by the Board.

- 5.3 Board Composition. The Society shall strive to have Directors with areas of expertise relevant to the needs of the Society. A majority of the Directors must be Active or, Emeritus or Honorary Members who have been Active Members at any one point in time. An employee of the Society may not serve as a voting or non-voting Director.
- 5.4 Nominations. The Board Governance Committee shall prepare a slate of potential candidates for Directors in accordance with Articles 5.1, 5.3 and 7.3. In addition, nominations for any Director or vacant Directorship may be made from the floor at the Annual Meeting of the Membership.
- 5.5 Elections. Directors shall be elected by the Membership. Elections shall be determined by a majority of the ballots cast by the Members; or, in the case of a physical meeting by a majority of the Members present. The Society shall implement reasonable measures to verify that each ballot cast is from a Member. Procedures for elections shall be determined by the Board.

The Annual Meeting shall take place in the third quarter of the Calendar Year to allow for nomination of Directors. The vote for Directors shall take place by ballot in the fourth quarter to allow newly elected Directors to elect Officers and to begin their respective terms at the beginning of the following Calendar Year. The Members may vote to have elections at a specially called physical meeting in the fourth quarter in lieu of the ballot vote.

Each candidate receiving a majority of the votes cast shall become a Director. In the event of a tie, a second election will take place between the top two candidates. Should only two candidates exist, the tie shall be broken by a vote of the Board with the candidate receiving the majority of votes of the Directors being elected.

- 5.6 Term of Office and Term Limits. A Director shall serve for a term of two (2) years. Any Director may serve three (3) consecutive terms. Any individual who has served three (3) consecutive terms, resigned or has been removed may be eligible for re-election as a Director after a period of one (1) year. A Director shall serve no more than a total of six (6) terms. Such term limits shall be waived up to one year to allow the Past President to complete his/her term of office as provided for in Article 8.2.

Upon resignation, removal or vacancy of a Director, the respective successor shall serve the remainder of the term whereby a partial term shall not be considered as a full term when determining term limits. Service of a Director prior to the adoption of these Bylaws shall not be counted toward term limits.

- 5.7 Removal or Resignation. Any Director who misses three (3) consecutive Board meetings may be deemed to have resigned as a member of the Board and cease to be a member thereof on the date of the third absence. At a meeting following the resignation, the Director may be reinstated by a majority vote of a quorum of the Board at the Director's request. A two-thirds (2/3) majority vote of the total



number of Directors or a majority of the votes cast by the Membership may remove any Director at any time with or without cause at any time.

Any Director may resign at any time by giving verbal, written or verifiable electronic notice to the President or to the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A verbal resignation shall be acknowledged by the President and recorded in the minutes. No Director may resign if the Society would then be left without a duly elected Director(s) in charge of its affairs, except upon notice to the Oklahoma Secretary of State and to the Internal Revenue Service.

- 5.8 Vacancies or Newly Created Directorships. The Governance Committee shall present to the Members candidates for vacancies resulting from term limits, resignation, removal, or newly created Directorships. A majority vote of the ballots cast by the Members may elect Directors for such vacancies or newly created directorships at any time.

If, due to such vacancies, the number of Directors is less than seven (7) as stated in Article 5.1, a majority vote of the total number of Directors may elect Directors to fill such vacancies at any meeting of the Board until a ballot vote of the Membership is completed. Those elected by the Board shall assume their positions for the duration of the unexpired term.

- 5.9 Compensation. Directors shall serve without compensation. Directors may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties at the discretion of the Board. Reimbursement of expenses shall be reported to the Membership at the next meeting of the Membership.

## **ARTICLE VI MEETINGS OF THE BOARD:**

- 6.1 Meetings. There shall be a minimum of four (4) meetings of the Board per year. Annual and regular meetings of the Board may be held at such times as shall be determined by the President. Meetings of the Board shall be held at any place within the state of Oklahoma which has been designated by a majority vote of a quorum of the Board. In the absence of such designation, meetings shall be held at the Principal Office of the Society.

Special meetings of the Board for any purpose(s) may be called at any time by the President of the Board, by any three (3) Directors or by any twenty-five (25) Members. No business shall be considered at any special meeting other than the purpose(s) mentioned in the notice of the meeting given to each Director. Special meetings of the Board may be held either at a place so designated within the state of Oklahoma or at the Principal Office.

- 6.2 Notice. Any annual or regular meeting of the Board will require no notice if the time, date and location of such meeting were previously determined by the Board and distributed to the Directors. Directors not in attendance at the meeting setting forth the dates shall be given the dates, time and location of such meetings within ten (10) business days following the meeting. For any annual or regular meeting where the date, time and location was not previously determined, notice shall be sent to the Directors as least ten (10) days but not more than thirty (30) days prior to the holding of the meeting. For any special meeting, notice shall be sent to the Directors not less than twenty-four (24) hours but not more than thirty (30) days, prior to the holding of the meeting.

Directors shall, in writing, provide an electronic address if they wish to receive notice via electronic transmission and any notice of meetings sent to them at such address shall be valid notices thereof. If a Director does not receive notice of a meeting, but attends the meeting, he/she shall be deemed to have waived notice of the meeting.

- 6.3 Quorum. A majority of the total number of Directors shall constitute a quorum. In the absence of a quorum, a majority of the Directors present at any meeting may vote to adjourn the meeting to another place, date or time. Notice of any meeting adjourned and rescheduled in this manner shall be given as set forth in Article 6.2.
- 6.4 Procedures. Conflicts in procedures shall be resolved by the Councilor in accordance with the current edition of *Robert's Rules of Order* as a procedural guide unless determined otherwise in these Bylaws, written policy or state law.
- 6.5 Voting. Each Director shall have one vote. Routine business and elections shall be transacted by a majority vote of a quorum of the Directors, except when the law or these Bylaws require otherwise. Proxies may not be used. In the case of a tie, the President shall cast a second vote to break the tie.
- 6.6 Physical Meetings. At any meeting of the Board, the Directors may vote by voice on all matters either in person or via electronic transmission, where the Director can hear and be heard. The Society shall implement reasonable measures to verify that each person deemed present at the meeting and permitted to vote at a meeting by means of electronic transmission is a Director. However, upon demand by a Director, the Directors shall vote by ballot. In such event, each ballot shall state the name of the Director and such other information as the Board may require under the procedure established for the meeting. Directors present via electronic transmission may send their ballot to the Secretary, or designee, provided that the electronic transmission shall set forth or be submitted with information from which it can be determined that the electronic ballot was authorized by a Director. Ballots may be distributed and returned via email. If proper authorization cannot be determined the Director must mail or fax a signed ballot to the Secretary, or designee.

- 6.7 Electronic Meetings. In the case of an emergency or unusual circumstance, meetings may take place via any form of electronic medium. The Board may vote by voice, email or other electronic medium during electronic meetings. However, the President or any two (2) Officers may call for an electronic vote by written ballot. For electronic ballot voting to represent an action of the Board, all of the following conditions must be met:
- a) All Directors must have access to a ballot;
  - b) The ballot shall set forth each proposed action and provide for a vote for or against each proposed action;
  - c) A majority of the total number of Directors must vote thereby ensuring a quorum of the Board has voted;
  - d) The ballot must be received within the voting period established on the ballot which shall not be less than twenty-four (24) hours and not more than three (3) days;
  - e) Receipt of a ballot shall be acknowledged by an Officer, or designee;
  - f) A ballot must be submitted by a Director;
  - g) All ballots shall be made public to the Board for one (1) year following the vote; and,
  - h) All ballots results shall be maintained with the corporate records.

The Society shall implement reasonable measures to verify that each ballot cast was from a Director. Electronic meetings shall not be used to amend the budget, create or amend the financial policies, or determine employment matters.

- 6.8 Action Taken Without Notice of a Meeting. Any action taken or approved at any meeting of the Board, whether physical or electronic, however called and noticed or wherever held, shall be valid if a quorum was present at such meeting and if either before or after the meeting, a two-thirds (2/3) majority of the total number of Directors sign a written waiver of notice or a written consent to holding such meeting. All such waivers or consents shall be filed with the corporate records or made a part of the minutes of the meeting.

## **ARTICLE VII COMMITTEES OF THE BOARD:**

- 7.1 Committees. The Board shall have the power to create, revoke or modify any committee deemed necessary in addition to the Governance Committees established in Article 7.3.

The Board shall elect Committee Chairs or give the President the power to appoint a Chair of any committee. Each committee shall have a minimum of two (2) members. Committee Chairs shall be members of the Board. Non-Board

members may serve as Committee members at the approval of the Committee Chair and Board President. Committee Chairs shall be Directors but may or may not be Officers of the Society.

All committees shall report to the Board as the Board may require. Should the Board delegate any of its powers to a committee, such committee shall keep contemporaneous minutes of such committee meetings, file such minutes with the corporate records and report all actions to the Board. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws. Each Director must sit on a minimum of one committee unless excused from such duty by a vote of the Board.

- 7.2 Notice of Committee Meetings. Committees shall provide a minimum twenty-four (24) hour notice to the committee members. If a committee member does not receive notice of a committee meeting, but attends the committee meeting, he/she shall be deemed to have received notice of the committee meeting. Notice of such committee meetings may be given verbally or via electronic transmission. Committees with board delegated powers shall provide notice of committee meetings in accordance with Article 6.2.
- 7.3 Governance Committee. The Governance Committee shall be a standing committee of the Society. A Director as determined by the Board shall serve as the Chair of the Governance Committee. The Committee shall include a minimum of three (3) members with a minimum of two (2) members being members of the Board. Directors or Members who are seeking re-election or election shall not serve on the Board Governance Committee unless requested to do so by the Board. The Committee shall:
- a) Research candidates for Directors and Officers prior to placement on a slate for submission to the Members or Board for a vote;
  - b) Provide a slate of Directors to the Membership at the Annual Meeting or other meeting where an election is to take place;
  - c) Accept nominations for Directors from the floor at the Annual Meeting of the Membership;
  - d) Structure the originating board to serve one or two year terms to allow for approximately one-half of the board to be slated for election each year;
  - e) Provide a slate of Officers to the newly elected Board prior to the end of the Calendar Year for an election to take place;
  - f) Review and recommend changes to the Members concerning amendments to the Certificate of Incorporation or these Bylaws;
  - g) Develop and provide orientation and training for all Directors that addresses a Director's responsibilities; the organization's purpose, history, methods of operation, and organization activities; and, information concerning day-to-day operations;

- h) Propose, as appropriate, changes in board structure and operation;
  - i) Provide ongoing counsel to the Board President and other Officers on enhancing board effectiveness;
  - j) Take steps to recruit and prepare future Directors; and
  - k) Have such other duties as determined by the Board.
- 7.4 Advisory Council. The Board may provide for an Advisory Council consisting of individual councilmen/women with extended service and/or expertise to aid the Society. Such councilmen/women shall not have voting rights, be entitled to any other benefit provided to Directors, or be subject to term limitations or meeting requirements of Directors as set forth in these Bylaws. A majority of a quorum of the Directors may remove an Advisory Council Member at any time with or without cause. The Advisory Council shall keep contemporaneous minutes and provide such minutes to the President. The Advisory Council shall also report to the Board as requested by the Board.

#### **ARTICLE VIII                      OFFICERS OF THE BOARD:**

- 8.1 Officers. The Officers shall be selected from the Directors elected by the Members of the Society. Officers shall be a President, a Vice-President, a Secretary, a Treasurer, a Councilor, and an Immediate Past President.
- 8.2 Term of Office. An Officer shall serve for a two (2) year term or until the next succeeding election of Officers. Officers may hold the same office for no more than two (2) consecutive terms. The Directors may, by a two-thirds (2/3) majority vote, request an Officer serve more than two (2) consecutive terms and may extend such term limitations for one (1) additional two (2) year term. Upon resignation, removal or vacancy of an Officer, the respective successor shall serve the remainder of the term whereby a partial term shall not be considered as a full term when determining term limits.
- 8.3 Nominations. The Board Governance Committee shall prepare a slate of potential candidates for Officers in accordance with Articles 8.1, 8.2 and 7.3.
- 8.4 Elections. Officers shall be elected by the newly elected Directors. Procedures for elections shall be determined by the Board. The election(s) shall take place in the fourth quarter to allow newly elected Officers to begin their respective terms at the beginning of the following Calendar Year. Each candidate receiving a majority of the votes of a quorum of the Board shall become an Officer. In the event of a tie, a second election will take place between the top two candidates. Should only two candidates exist, the tie shall be broken by a second vote of the President.
- 8.5 President. The President, or designee, shall have the following duties:

- a) Act as the principal Officer of the Society, subject to the control of the Board;
  - b) Have general supervision and direction of the business and Officers of the Society;
  - c) Set the Board and Membership meeting agendas unless determined otherwise by the Board or Membership;
  - d) Preside at all meetings of the Board and Membership unless determined otherwise by the Board or Membership;
  - e) Sign the minutes of the meetings over which he/she presided;
  - f) Submit a complete report of the operations of the Society's affairs at the Annual Meeting of the Membership;
  - g) Report to the Board and Members all such matters coming to his/her attention and relating to the interest of the Board and Members; and,
  - h) Have such other powers and duties as may be prescribed by the Board or these Bylaws.
- 8.6 Vice-President. The Vice-President shall have the following duties:
- a) In the absence or disability of the President, perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon the President; and,
  - b) Have such other powers and duties as may be prescribed by the Board or these Bylaws.
- 8.7 Secretary. The Secretary, or designee, shall have the following duties:
- a) Give notice of all meetings of the Board and Membership as required by these Bylaws or by law;
  - b) Keep a book of minutes of all meetings of the Board and Membership with the time and place of holding, whether annual, regular or special, and, if special, how authorized, the notice given, the names of those present at the meetings, the number present or represented at meetings, the proceedings thereof and, verification of those present via electronic transmission;
  - c) Sign the minutes of the meetings and ensure such minutes are available for approval at the following meeting of the Board or Membership;
  - d) Exhibit at all reasonable times, upon the request of a Director or Member, these Bylaws, Board Book, and the minutes of the proceedings of the Board or Membership;
  - e) Keep, or cause to be kept, at the principal office all documents required for public inspection by the Internal Revenue Service;

- f) Keep, or cause to be kept, a record of the names of Directors, Officers and Members with the addresses at which such individuals/entities are to receive notice; and,
  - g) Have such other powers and duties as may be prescribed by the Board or these Bylaws.
- 8.8 Treasurer. The Treasurer, or designee, shall have the following duties:
- a) Keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Society;
  - b) Ensure the books of account are open to inspection by any Director or Member at all reasonable times;
  - c) Ensure a financial statement is provided to the Membership at the Annual Meeting;
  - d) Provide a report of the Society's financial affairs at meetings of the Board and/or when requested by a Director or Member;
  - e) Ensure appropriate oversight and implementation of the financial policies and procedures; and,
  - f) Have such other powers and duties as may be prescribed by the Board or these Bylaws.
- 8.9 Councilor. The Councilor must have served on the Board prior to being elected to this Office or must have parliamentary experience. The Councilor shall have the following duties:
- a) Act as parliamentarian and attend all meetings of the Board and Membership unless excused by the President;
  - b) Ensure meetings are held in accordance with the provisions of *Robert's Rules of Order*, and shall be responsible for advising the Board and Membership concerning parliamentary procedure;
  - c) Act as the historian of the Society; and,
  - d) Have such other powers and duties as may be prescribed by the Board or these Bylaws
- 8.10 Immediate Past President. The Immediate Past President shall serve a two (2) year term but shall act as an advisor to the President for only one (1) year immediately following his/her term as President. Such service shall not count toward term limitations provided in Article 5.6. The Immediate Past President shall assume the duties of the President in the absence of the President and Vice-President.

- 8.11 Removal and Resignation. Any Officer may be removed, either with or without cause, by a vote of a majority of the total number of Directors at any annual, regular or special meeting.

Any Officer may resign at any time by giving verbal, written or verifiable electronic notice to the President or to the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A verbal resignation shall be acknowledged by the President and recorded in the minutes.

- 8.12 Vacancies. A vacancy in the office of the President shall be filled by the Vice-President. In the event of a vacancy in any office other than that of the President, such vacancy may be filled temporarily by appointment by the President. A vacancy in an office other than that of the President shall be filled by an election whereby the Governance Committee shall nominate candidates and the Board shall vote to fill such vacancies. Vacancies occurring in offices appointed at the discretion of the Board may or may not be filled as the Board shall determine.

- 8.13 Delegation of Duties. In case of the absence or disability of any Officer of the Society or for any other reason that the Board may deem sufficient, the Board may by a vote, delegate the powers or duties of such Officer to any other Officer, Director or Member with such power of delegation valid for the remainder of the term or until the next election.

#### **ARTICLE IX AMENDMENTS AND CONSTRUCTION:**

- 9.1 Amendments to Bylaws. These Bylaws may be amended, altered, changed or repealed by the following two part process:

First, the Board must approve the proposed amendment, alteration, change or repeal and notice of the proposed amendment, alteration, change or repeal must be given to the Board at least two (2) weeks prior to a vote of the Board. In addition, such proposed alteration, amendment or revision may be further amended at the meeting of the Board upon the affirmative vote of a majority of a quorum of the Board. The proposed amendment, alteration, change or repeal must be approved by the Board by the affirmative vote of a majority of a quorum of the Board.

Second, once approved by the Board, such proposed amendment, alteration, change or repeal must be provided to the Membership for a ballot vote with the ballot and the proposed amendment, alteration, change or repeal being provided either electronically or by mail. Each Member shall have a minimum of thirty (30) days to return his/her ballot. The proposed amendment, alteration, change or repeal must be approved by the Members by the affirmative vote of a majority of

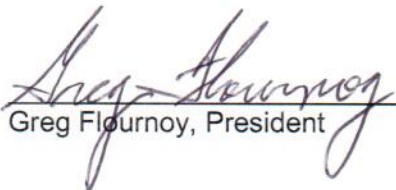



the ballots cast and shall go into effect immediately unless otherwise stated in the amendment, alteration, change or repeal.

9.2 Construction and Terms.

- a) These Bylaws replace all prior bylaws. Therefore, if there is any conflict between the provisions of these Bylaws and any prior adopted bylaws these Bylaws shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1976 as amended from time to time, or to corresponding provisions of any future federal tax code.
- b) Should there be any conflict between the provisions of these Bylaws and any internal policies and procedures, the provisions of these Bylaws shall govern. However, internal policies and procedures approved by the Board may allow for additional or more stringent requirements to be placed on the Directors, Officers, Members and/or committee members.
- c) Should there be any conflict between the provisions of these Bylaws and the Certificate of Incorporation of the Society, the provision of the Certificate of Incorporation shall govern.

**THESE AMENDED AND RESTATED BYLAWS OF OKLAHOMA CITY GEOLOGICAL SOCIETY ARE ADOPTED** this 17 day of December, 2015.

  
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Greg Flournoy, President

  
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Jamilee Poor, Secretary