

AIPG Bylaws (Amended February 9, 2007)

1.0 ORGANIZATION, PURPOSES, AND GENERAL POWERS

1.1 Organization

1.1.1. Name

The name of this organization shall be the American Institute of Professional Geologists, hereinafter referred to as the "Institute."

1.1.2. Status

The Institute is a not-for-profit membership corporation organized under the laws of the State of Colorado.

1.1.3. Sections

The Institute shall be divided into Sections, each of which shall consist of no fewer than ten Members, of whom no fewer than five are Certified Professional Geologists. Sections shall be chartered only upon application to, and approval by, the Executive Committee. By majority vote, the Executive Committee may revoke the charter of a Section.

1.1.4. Seal

The Institute's seal shall be as illustrated in Figure 1.

1.2. Purposes

The purposes of the Institute shall be to:

1. advance the geological sciences and the profession of geology;
2. establish qualifications for professional geologists;
3. certify the qualifications of specific individual Member geologists to the public;
4. promote high standards of ethical conduct among its Members and Adjuncts, and within the profession of geology; and
5. represent, and advocate for, the geological profession before government and the general public.

1.3. Powers

The Institute shall establish standards of education, experience, and professional conduct to protect the public from unprofessional practices, shall monitor governmental and other activities affecting the geological sciences, and shall communicate with the public.

2.0 MEMBERS AND ADJUNCTS

2.1. Composition

The Institute shall consist of individual Members and Adjuncts and Corporate Members who subscribe to the Code of Ethics of the Institute. Members of the Institute shall be geological scientists who meet the Institute's standards of education, experience, and integrity, as each is defined in the Bylaws. Adjuncts of the Institute shall be either students who are pursuing a course of study in the geological sciences or others who have an avocational or general interest in the geological sciences, and corporations.

2.2. Categories of Members and Adjuncts

The categories of Members shall be: Certified Professional Geologist (CPG), Member, Non-Practicing Member, Emeritus Member, and Honorary Member. Certified Professional Geologists and Members shall all have voting rights. Unless otherwise defined, reference to Members within these Bylaws includes the said two categories. In addition to the Members categories, there shall be two categories of Adjuncts, namely Students and Associates. Neither Students nor Associates shall have voting rights within the Institute, except that Students shall have voting rights within their respective Student Chapters. There shall also be a Corporate Member category. Beginning on February 14, 2003, each person who, on the previous day, was categorized as a Certified Professional Geologist shall continue in that category; each person who on the previous day was categorized as a Registered Member shall be categorized as a Member; each person who was categorized as a Candidate for Certification shall be categorized as a Member; and all Certified Professional Geologists, and Members shall be Members of the Institute. Beginning on the same day, requirements for each category of Member shall be as defined herein in Articles 2.3 through 2.3.3, inclusive.

2.2.1. Certified Professional Geologist

Certified Professional Geologists constitute the highest grade of individual membership within the Institute and applicants are screened for required education, experience, and character. Only Certified Professional Geologists can hold designated positions within the Institute.

2.2.2. Honorary or Emeritus Member

A Member may be designated as "Honorary" or "Emeritus" by the Executive Committee upon meeting requirements established by the Executive Committee. The Executive Committee shall have the authority to reduce or waive dues payments for Honorary Members and Emeritus Members, individually or as a category.

2.2.3. Member

Members shall normally hold a baccalaureate or higher degree in a geological science but are not otherwise screened prior to acceptance as Members.

2.2.4. Student Adjuncts

Student Adjunct Members shall be currently enrolled majors in a geoscience program at a college, university, or similar institution.

2.2.5. Associate Adjuncts

Anyone interested in the profession of geology and the aims of the Institute but who is not qualified for another membership category may be an Associate Adjunct Member.

2.2.6. Non-Practicing Member

A Member may be designated "Non-Practicing" upon request at the age of 60 or older, provided that the Member is no longer actively engaged in the practice of geology for financial gain. The Executive Committee shall have the authority to reduce or waive dues payments for Non-Practicing Members, individually or as a category.

2.2.7. Corporate Members

Corporations that are engaged in the practice of geology and geoscience and that meet the application requirements established by the Executive Committee may apply for Corporate Member status. Individuals within the Corporation who are the designated members within the Corporate Membership must qualify for, and, in the case of Certified Professional Geologists, complete the application process for Certification.

2.3. Requirements to be an Individual Member or Adjunct

The requirements to be an individual Member or Adjunct of the Institute shall include education, experience, and a record of personal integrity, as set forth in the following paragraphs. The interpretation and application of such requirements shall be within the sole discretion of the Executive Committee, which may in its judgment (1) adopt and publish higher or additional requirements, and (2) for Member accept licensure or registration as a geologist in a jurisdiction whose requirements are deemed by the Executive Committee to be similar, or equivalent. Any Registered/Certified/Licensed Geologist, or similar designation, granted or recognized by any State or Territory of the United States or of the District of Columbia or a province or Territory of Canada or any other jurisdiction or authority which, at the time, is approved for this purpose by the Executive Committee is eligible to become a Member of AIPG. Each applicant to become a Member or Adjunct shall affirm adherence to the AIPG Code of Ethics and shall provide an endorsement from a Member of the Institute or, in the case of Students, a professor, as designated on the appropriate application form.

2.3.1. Requirements to be a Certified Professional Geologist

Any person whose application for certification as a Certified Professional Geologist was received prior to May 14, 2005 and who has met the requirements for such certification as they existed on the day that such person's application was received shall be categorized as a Certified Professional Geologist upon approval pursuant to the procedures in effect on the day prior to the effective date of these Bylaws.

Beginning on May 14, 2005, the requirements for certification as a Certified Professional Geologist shall be:

1. a baccalaureate or higher degree in a geological science, and a minimum of thirty-six semester hours or fifty-four quarter hours in geological sciences as recognized and approved by the Executive Committee; and at the discretion of the Executive Committee; acceptable continuing education to demonstrate a currency with technical, regulatory, and economic factors affecting the profession, and

2. eight years or ninety-six months of experience in the practice of geology acceptable to the Executive Committee. A master's degree in a geological science shall credit the applicant with one year or 12 months of professional experience, or a doctorate in a geological science shall credit the applicant with three years or thirty-six months of such experience. In lieu of 1 and 2 above, evidence satisfactory to the Executive Committee of the applicant's sound knowledge and proficiency in a field of geological science may be substituted.

Applicants for Certified Professional Geologist shall affirm their adherence to applicable professional and ethical standards and shall provide acceptable references from either (1) at least three professional geologists who have personal knowledge of the applicant's qualifications, integrity, and conduct, at least two of whom are Certified Professional Geologists, or (2) a professional society that is specifically recognized for this purpose by the Executive Committee. In extraordinary circumstances, as an alternative to all or part of the foregoing, the Executive Committee may require acceptable references from no fewer than six professional geologists who have personal knowledge of the applicant's qualifications, integrity and conduct.

2.3.1.1. Continuing Professional Development

A voluntary program for recognizing Continuing Professional Development (CPD) activities by Certified Professional Geologists has been approved by the Executive Committee. Participation in the CPD Program is voluntary for those who initiate the CPG application process prior to July 1, 2006. Applicants who initiate the CPG application process on July 1, 2006 or later must participate in the CPD program upon award of the CPG. Details about this program can be found on the Institute's web site and descriptions of and discussions concerning the CPD have been and will continue to be published in *The Professional Geologist*.

2.3.2. Requirements to be a Member

The requirements to be a Member shall include

1. a baccalaureate or higher degree in a geological science; with
2. a minimum of thirty semester hours or forty-five quarter hours, or the academic equivalent thereof, in one or more of the geological sciences, and, at the discretion of the Executive Committee, acceptable continuing education to demonstrate a currency with technical, regulatory, and economic factors affecting the profession. In lieu of 1 and 2 above, evidence satisfactory to the Executive Committee of the applicant's sound knowledge and proficiency in a field of geological science may be substituted.

2.3.3. Requirements to be an Adjunct

2.3.3.1. Requirements to be a Student Adjunct

To be an AIPG Student, one shall

1. be currently enrolled in an accredited institution of higher learning approved by the Executive Committee;
2. be a declared major, or the equivalent, in a geological science as recognized by the Executive Committee; and
3. affirm adherence to applicable professional and ethical standards and provide an acceptable reference from a member of the faculty who has personal knowledge of the student's qualifications, integrity, and conduct.

2.3.3.2. Requirements to be an Associate Adjunct

There are no educational requirements to be an Associate.

To be an AIPG Associate, one shall

1. have an avocational or general interest in the geological sciences; and
2. affirm adherence to applicable professional and ethical standards and attest to same by affixing the applicant's signature to an affidavit, on the application, which states: "I affirm adherence to applicable professional and ethical standards, have not had a certification, license, or similar qualification suspended or terminated by ethical or disciplinary reasons during my career, nor have I resigned from such designation in anticipation of or in settlement of proposed grievance or disciplinary proceedings."

2.3.4. Requirements to be a Corporate Member

Corporations desiring Institute Membership must:

1. be engaged in the practice of geology and geoscience and submit documentation of the Corporation's professional qualifications;
2. must have a Certified Professional Geologist (CPG) in a position of senior responsibility who is designated as the Corporation's representative and who is responsible for the Corporation's compliance with the Institute's Corporate Membership requirements; and



Figure 1: AIPG seal.

AIPG BYLAWS

3. the Corporation's practice of geology and geoscience at all locations must be conducted under the supervision and review of Certified Professional Geologists.

2.4. Admission

2.4.1. Applications

Applications for each category of Member or Adjunct shall be submitted in writing and in the form prescribed by the Institute, accompanied by a non-refundable application fee, and, if required by the Executive Committee, the first year's Institute and Section dues.

2.4.2. Review of Applications

The Executive Committee shall set the procedures to be used in the review and acceptance of each Member, Adjunct, and other membership category. Such procedures shall be published annually and a copy shall be furnished to each applicant.

2.4.3. Notification of Acceptance

An applicant who has been found to meet the requirements for a category of Member or Adjunct shall be notified promptly of such finding and enrolled in the appropriate category upon payment of applicable dues that are owed.

2.4.4. Rejection

An applicant may be rejected for failure to meet the requirements prescribed for any category of Member or Adjunct or for any reason that would be sufficient for termination. Any applicant who has been rejected shall be given prompt notice thereof, which shall include a statement of the reason for rejection. Any dues paid with the application may be refunded to the applicant promptly, or retained temporarily, pending the disposition of an appeal of rejection.

2.4.5. Appeal of Rejection

Upon written request by an applicant who has been notified of rejection, the Executive Committee shall review the application and any additional information provided by the applicant or others that has a bearing on the applicant's qualifications. Where reasonable grounds exist in the opinion of the Executive Committee, an applicant shall be afforded a hearing at its next regularly scheduled meeting upon written request. The decision of the Executive Committee, based on such review or hearing, shall be final. If the application was rejected pursuant to Disciplinary Procedures described in Article 9.2.1, the appeals process included in the Disciplinary Procedures shall apply and supercede this Article pursuant to Article 9.2.2.

2.4.6. Advancement to Certified Professional Geologist

Members who have attained the qualifications for Certified Professional Geologist may submit an application in writing and in a form prescribed by the Executive Committee accompanied by a non-refundable application fee, and, if required by the Executive Committee, the first year's Institute and Section dues.

2.5. Responsibilities and Rights of Members and Adjuncts

2.5.1. Responsibilities and Obligations

Members and Adjuncts shall:

1. pay annual dues as provided in these Bylaws;
2. comply with the Code of Ethics and encourage others to maintain similarly high standards; and
3. comply with other specific requirements set forth in, or adopted and published pursuant to these Bylaws.

2.5.2. Rights and Privileges of Certified Professional Geologists

In addition to those rights and privileges that accrue to them as Members, all Certified Professional Geologists in good standing shall have the right and privilege to:

1. use the title "Certified Professional Geologist";
2. hold any office in the Institute and its Sections; and
3. announce their membership with the Institute as "Certified Professional Geologist" and use the abbreviation "CPG" in correspondence, on professional cards, and on professional reports;
4. use the official seal of certification of the Institute, in a manner authorized by the Executive Committee.

2.5.3. Rights and Privileges of Members

Members in good standing shall have the right and privilege to:

1. participate in meetings and other activities of the Institute and of any Section to which they are assigned;

2. vote at meetings of the Institute and of any Section to which they are assigned;
3. serve on committees except the Section and National Screening Committees;
4. hold any offices of any Section for which the Section's Bylaws provide, and any offices of the Institute except President, President-elect, Vice President, Secretary, Treasurer, and Editor. These offices must be held by Certified Professional Geologists;
5. announce their membership in the Institute in correspondence and on professional cards as "Member," specifying their membership category; and
6. receive the official publications of the Institute.

2.5.4. Rights and Privileges of Students

Students in good standing shall have the right and privilege to:

1. participate without a vote in meetings and other activities of the Institute and of any Section to which they are assigned;
2. vote, serve on committees, and hold any offices in the Student Chapter to which they are assigned;
3. receive the official publications of the Institute.

Students may not present or promote themselves as geologists or imply through their connection with AIPG that they are capable of practicing geology. However, they may present themselves as AIPG Students.

2.5.5. Rights and Privileges of Associates

Associates in good standing shall have the right and privilege to:

1. participate without a vote in meetings and other activities of the Institute and of any Section to which they are assigned;
2. receive the official publications of the Institute.

Associates may not present or promote themselves as geologists or imply through their connection with AIPG that they are capable of practicing geology. Further, Associates may not use their Adjunct status to imply, directly or indirectly, any endorsement by AIPG of the Associate's products or services. However, they may present themselves as AIPG Associates.

2.5.6. Rights and Privileges of Corporate Members

Corporate Members in good standing shall have the right and privilege to:

1. advertise their status as corporate members;
2. be listed on the AIPG web site and in the AIPG membership directory; and
3. participate in any Institute benefit programs.

2.6. Section Membership

The address of a Member or Adjunct on file on the date of billing normally determines his or her Section assignment. If special circumstances exist, a Member or Adjunct can contact the Institute to request assignment to a different Section.

2.7. Resignation, Suspension, and Termination

2.7.1. Resignation

Any Member or Adjunct may resign by submitting a written resignation to the Institute. The resignation shall be "without prejudice" if all dues and obligations to the Institute are paid. The resignation shall be accepted and the resigning Member or Adjunct shall be advised that the privileges of the Institute have been terminated. "Without prejudice" is defined as a condition under which the former Member or Adjunct has no outstanding obligations to the Institute in any form or manner, and is therefore eligible for readmission upon written request within five years.

2.7.2. Suspension

A Member or Adjunct shall be suspended for failure to pay dues or other amounts owing to the Institute by or within a period of time specified by the Executive Committee after the due date thereof, and shall be notified of the suspension. Upon such notice, all privileges shall be suspended until such obligations have been satisfied. If such obligations have not been satisfied within a period of time fixed by the Executive Committee, a Member or Adjunct may be terminated by the Executive Committee "with prejudice," meaning that the person has not fulfilled the responsibilities and obligations of a Member or Adjunct. Such termination may be recategorized as being "without prejudice" if the individual meets any outstanding obligations, but elects not to remain a Member or Adjunct, within a period of time determined by the Executive Committee.

2.7.3. Termination

A Member or Adjunct may be terminated or other discipline may be imposed, with or without prejudice, by action of the Executive

Committee or of an officer or committee to which such authority has been delegated by the Executive Committee for:

1. failure to pay dues or other obligations; or
2. misrepresentation of the Member's or Adjunct's qualifications, or a change in those qualifications resulting in the failure to continue to qualify as a member or adjunct; or
3. misuse of the Institute's name in a way not consistent with the Institute's principles or misuse of the Institute's seal of certification; or
4. violation of the Code of Ethics, as determined under procedures adopted by the Executive Committee; or
5. conviction of any felony, or of any other offense, that the Executive Committee finds related to the practice of geology or to bear on the Member's or Adjunct's professional ethics, integrity, and competence; or
6. imposition of discipline by any professional licensing or registration board involving the suspension or revocation of the right to practice geology; or
7. a ruling of insanity or mental incompetence by a legally constituted authority; or
8. other grounds specifically stated in these Bylaws. Effective on the day membership is terminated voluntarily or by action of the Executive Committee, all use of AIPG titles and designations must cease.

2.7.3.1. Notice of Prospective Termination

Members or Adjuncts shall be given not less than thirty days written notice of prospective termination, that shall include a statement of the reasons therefore.

2.7.3.2. Appeal of Termination

Upon timely written request of a Member or Adjunct who has been notified of prospective termination (other than termination for default of dues or other obligations or terminations implemented pursuant to the disciplinary procedures adopted by the Executive Committee) made within the notice period, the Executive Committee shall review the case and any additional information provided by the Member or Adjunct or others that has a bearing on the status of the Member or Adjunct. In the absence of such a request, the Member or Adjunct shall be terminated; otherwise, the Executive Committee shall promptly respond to the Member or Adjunct with its findings, confirming, modifying, or rescinding the notice of termination. Following such action and upon timely written request, a Member or Adjunct shall be afforded a hearing at the next regularly scheduled meeting of the Executive Committee. The decision of the Executive Committee, based on such review or hearing, shall be final.

2.7.4. Loss of Rights Granted Members or Adjuncts

Any Member or Adjunct who resigns, whose membership in the Institute is suspended, or who has been terminated shall lose all rights of Institute membership, including the right to claim AIPG certification and use the AIPG seal, if and as applicable.

2.7.5. Reinstatement of Suspended Members or Adjuncts

2.7.5.1. Reinstatement within the Same Calendar Year

Any person who has ceased to be a Member or Adjunct by suspension shall be eligible for reinstatement in the same calendar year upon written request and payment of all outstanding dues and obligations to the Institute and upon providing evidence satisfactory to the Executive Committee that the condition(s) upon which the suspension was based are no longer applicable. The Executive Committee may condition such reinstatement upon the payment of a reasonable reinstatement fee as provided herein in Article 8.2.3.

2.7.5.2. Reinstatement within the Succeeding Four Calendar Years

Any person who has ceased to be a Member or Adjunct by suspension shall be eligible for reinstatement during the four calendar years immediately succeeding the calendar year of such suspension upon written request in the form prescribed by the Institute and payment of current year Institute and Section dues. The Executive Committee may condition such reinstatement on the payment of a reasonable reinstatement fee and other requirements.

2.7.6. Reinstatement of Resigned or Terminated Members or Adjuncts

Any person who has ceased to be a Member or Adjunct by resignation or termination "without prejudice" shall be eligible for reinstatement within five years upon written request by updating his or her professional experience on the form prescribed by the Institute and other Member or Adjunct records and paying current year Institute

and Section dues. The Executive Committee may condition such reinstatement on the payment of a reasonable reinstatement fee. Former Members or Adjuncts who have resigned or have been terminated for more than five calendar years may be readmitted by reapplication, or at the discretion of the Executive Committee. Any Member or Adjunct who has been terminated "with prejudice" may be readmitted only by reapplication.

3.0 MEMBERSHIP MEETINGS

3.1 Annual Meeting

3.1.1 Notice to Members

The annual meeting of the Institute shall be held at a time and place determined by the Executive Committee and shall be announced to all Members and Adjuncts at least one hundred twenty days prior to the date of such meeting by notices mailed or announcements published in the official publications of the Institute.

3.1.2 Business

The business at the annual meeting shall include announcement of the election of officers, delivery of reports, discussion of proposed amendments to these Bylaws and the Code of Ethics, and any other business that may properly come before the meeting.

3.2 Special Meetings

Special meetings of the Institute may be called at any time by the President or by the Executive Committee, provided that not less than ten nor more than fifty days notice, setting forth the purpose of such meeting, is given. The business conducted at a special meeting shall be limited to the matters or purposes stated in the notice.

3.3 Quorum at Institute Meetings

A quorum at meetings of the Institute shall be thirty (30) Members, no fewer than fifteen (15) of whom are Certified Professional Geologists.

3.4 Parliamentary Authority

All meetings shall be conducted in accordance with "Robert's Rules of Order Newly Revised," to the extent that such rules are practicable and are not superseded by these Bylaws or by other rules or procedures adopted by the Executive Committee.

4.0 MANAGEMENT

4.1 Management of the Institute

The affairs of the Institute shall be managed and operated by, or under the direction of, the Executive Committee. For the purposes of applicable laws, the Executive Committee shall be considered the board of directors. The Executive Committee shall be assisted by the Advisory Board, standing and ad hoc committees, and Section officers and committees.

4.2 The Executive Committee

4.2.1 Composition

The national Executive Committee shall consist of eleven Members, including the seven officers designated in these Bylaws, namely the President, Vice President, President-elect, immediate Past-President (Past-President), Secretary, Treasurer, and Editor, and four Representatives elected by the Advisory Board from among its membership. Each member of the Executive Committee shall have an equal vote. The presiding officer shall vote on all matters.

4.2.2 Meetings

The Executive Committee shall meet at least three times each calendar year. One such meeting shall be held in conjunction with the annual meeting of the Institute and one may be held at the Institute Headquarters. A quorum of the Executive Committee shall consist of six of its members, no fewer than half of whom are officers.

4.2.3 Responsibilities

The duties of the Executive Committee shall be to:

1. conduct all the corporate business of the Institute;
2. formulate and adopt Institute policies, which shall be published annually;
3. coordinate the activities of the Sections;
4. heed the recommendations of the Advisory Board; and
5. promote the interests of the Institute.

The incoming Executive Committee shall be convened by the incoming President during or after the annual meeting to establish its procedures for the forthcoming year.

4.3 Executive Director

Executive Committee's policies shall be implemented by the Executive Director, who shall have charge of the Institute Headquarters and staff personnel as authorized by the Executive Committee. The Executive Director shall be the person to whom all official notices to the Institute will be addressed, shall be responsible for the physical custody of all official documents held in repository at Institute Headquarters, shall be under the direction of the President, and shall assist in the work of all committees to ensure the effectiveness of all activities of the Institute. The Executive Director shall be appointed by and serve at the pleasure of the Executive Committee.

4.4 The Advisory Board

4.4.1 Composition

The Advisory Board shall consist of the President-elect, who shall be its presiding officer and who shall vote only in case of tie, and Members of the Institute selected annually from among the Sections of the Institute as provided in these Bylaws.

4.4.2 Section Delegates

The Advisory Board shall include one delegate from each Section of the Institute. Each delegate shall be either the President of the Section or a Member designated by the Section President from the Section Members.

4.4.3 Selection of Advisory Board Delegates

The Delegates to the Advisory Board shall be selected by their respective Sections prior to the Institute's annual meeting to serve on an annual basis beginning with the first day of the first such annual meeting following their selection and ending the last day of the second such annual meeting following their selection.

4.4.4 Responsibilities

It is the duty of the Advisory Board to recommend to the Executive Committee the adoption of policies on any matter affecting the Institute and to elect four of its number to the Executive Committee. It shall also assume such other advisory responsibilities as may be requested by the Executive Committee.

4.4.5 Meetings

The incoming and outgoing Advisory Boards will each meet at the AIPG annual meeting. Meetings of the Advisory Board shall be held upon the call of the President or the President-elect. The President-elect, as presiding officer of the Advisory Board, shall designate one of its members as Secretary of each meeting to record minutes.

4.4.6 Organizational Meeting

The Advisory Board for the succeeding annual period shall be convened by the President-elect at the time of each annual meeting for the purpose of organization and the election of its four representatives on the Executive Committee. Each of the four representatives shall serve a one year term as a member of the Executive Committee. A Section's representative may not be elected as a representative on the Executive Committee for more than two consecutive years. Advisory Board Representatives to the Executive Committee, when elected, must be members of Sections other than those of which incoming or continuing Institute officers are members (c.f. Section 5.1.3).

4.4.7 Weighted Voting

Each Advisory Board Delegate shall have one or more votes based on the membership of the Member's Section as of the first day of the month preceding the month of the annual meeting. Each Section shall be entitled, upon organization, to one vote for its first fifty Members and one additional vote for each one hundred additional Members or major fraction thereof. Accordingly, weighted voting at Advisory Board meetings shall be:

Section Members	Votes
10 - 50	1
51 - 150	2
151 - 250	3
251 - 350	4
351 - 450	5
451 - 550	6

This scale shall be continued for each additional increment of 100 as required.

4.5 Liability, Indemnification, and Insurance

4.5.1 Liability

Directors and officers of the corporation shall conduct themselves in accordance with the standards set forth in applicable law, and to the extent permitted by law, shall not be personally liable for claims

for damages on account of their acts or omissions as directors or officers.

4.5.2 Indemnification

To the greatest extent permitted by law, the Institute shall defend, indemnify, and hold harmless its present and former directors, officers, employees, agents, and others serving in an official capacity on behalf of the Institute, from and against any liability or claims for damages asserted against them by virtue of their positions in the Institute.

4.5.3 Insurance

The Executive Committee is authorized to procure insurance to protect the Institute and any of its present or former directors, officers, employees, agents, or others serving in an official capacity on behalf of the Institute against liability for claims or damages arising out of their errors, omissions, or intentional acts, whether or not the Institute would have the power to indemnify such person.

5.0 OFFICERS

5.1 Officers and Terms of Office

5.1.1 Officers

The officers of the Institute shall be the President, Vice President, President-elect, immediate Past-President (Past-President), Secretary, Treasurer, and Editor. Each shall be a Certified Professional Geologist in good standing; and shall be elected at large by a vote of the Members as provided in these Bylaws.

5.1.2 Duration of Terms

The President shall not be elected directly, but shall succeed to that office from the office of President-elect, and shall serve for a term of one year. The Vice President and President-elect shall be elected annually. The Past-President shall not be elected directly, but shall succeed to that office from the office of President, and shall serve for a term of one year. The Secretary, the Treasurer, and the Editor shall be elected for two-year terms; the Secretary and the Editor in odd-numbered years, and the Treasurer in even-numbered years. Officers shall assume office on the first day of January of the year immediately following their election and shall continue in office until their respective successors have been elected and qualified. The Editor shall continue in office until a successor has been elected and qualified.

5.1.3 Limitations

Excluding partial terms filled by reason of a vacancy in office, no person shall hold the office of President, Vice President, Secretary, or Treasurer for more than one consecutive term. No officer except the Editor shall be a member of the same Section as another officer (c.f. Section 4.4.6).

5.2 Nomination and Election of Officers

5.2.1 Nominating Committee

The President shall appoint the members of the Nominating Committee, which shall be chaired by the immediate past President (see Article 5.3.4).

5.2.2 First Report of Nominating Committee

The Nominating Committee, prior to the first meeting of the Executive Committee after January 1 of each year, shall submit to the Executive Committee names of candidates, who are qualified for each office to be filled in the ensuing year.

5.2.3 Executive Committee Action

From the nominations thus received, the Executive Committee shall designate two primary candidates for each office except for the Editor to be filled in the ensuing year.

5.2.4 Second Report of the Nominating Committee

The Nominating Committee shall determine which of the primary candidates are willing to serve. In the event that one or more is not, the alternates shall be interviewed in their designated order until the slate is filled. The slate shall then be reported to the Executive Committee.

5.2.5 Additional Nominations

Additional nominations may be submitted to the Secretary by any member of the Executive Committee, or by any Member if supported by petitions signed by no fewer than fifty Certified Professional Geologists in good standing and received not less than ninety days before the annual meeting.

5.2.6. Election of Officers

Election of officers shall be by a ballot. The ballot shall be sent to all Members not less than sixty days before the annual meeting. Election shall be by the majority of all qualified ballots cast. In order to be counted, ballots must be received at Institute Headquarters on a date named by the Executive Committee, which date shall be not less than fifteen days before the annual meeting, nor less than forty-five days after the ballots for such election were first sent to Members.

5.3. Duties and Powers of Officers

All of the following named officers shall be members of the Executive Committee.

5.3.1. President

The President shall preside at all meetings of the Institute and of the Executive Committee, and shall perform the duties customary to the office. The President shall be the official spokesperson for and of the Institute, and may authorize others to speak on behalf of the Institute. The President shall appoint all committees and boards of any type and their chairs.

5.3.2. Vice President

In the event of the absence, resignation, death, or disability of the President, the Vice President shall have and assume the powers and duties of the President and such other duties as are required by the Executive Committee. The Vice-President shall maintain liaison between the Executive Committee and the Section Presidents and shall contact each Section President at least once annually to determine the status, condition, problems, and concerns of each Section and to inform the Sections of Executive Committee requests, initiatives, questions, and concerns. The Vice-President shall undertake special projects requested by the President and report periodically thereon.

5.3.3. President-Elect

The President-elect shall serve on the Advisory Board as its presiding officer, shall be responsible for the preparation of the budget for the ensuing fiscal year, and shall undertake special projects requested by the President and report periodically thereon.

5.3.4. Past-President

The Past-President shall act as advisor to the Executive Committee and shall chair the Nominating Committee (see Article 5.2.1).

5.3.5. Secretary

The Secretary shall act as the corporate secretary of the Institute and of the Executive Committee and shall keep the records of their proceedings. The Secretary shall supervise the processing of Member and Adjunct applications, as provided in these Bylaws.

5.3.6. Treasurer

The Treasurer shall supervise the collection and disbursement of all funds of the Institute, which shall be deposited in the name of the Institute. The Treasurer shall keep complete and accurate records of all receipts and disbursements and other financial transactions, and of the funds, securities, and other financial investments of the Institute. The Treasurer shall prepare and submit all reports required by law, an annual financial report reviewed by a Certified Public Accountant and audited in years when a new Treasurer is elected, and such interim financial reports as may be required. Originals or copies of all financial documents shall be maintained at the Institute's Headquarters office.

5.3.7. Editor

The Editor shall be in charge of the publications of the Institute and shall have authority to solicit, edit, accept, or reject material for publication, subject to policy direction by the Executive Committee. The Editor may appoint assistant editors to serve during the term of office, and shall submit an annual report to the Executive Committee.

5.4. Vacancies in Office

In the event of the resignation, death, or inability of any elected officer other than the President or President-elect to complete a term of office, the Executive Committee shall appoint a Certified Professional Geologist to complete the unexpired term of the officer. A vacancy in the office of President shall be filled by the Vice President. In the event of the resignation or inability of the President-elect to complete the term of office, the Executive Committee shall call for a special election by the Members to fill the vacancy.

6.0 COMMITTEES

The Executive Committee may establish and discharge standing committees as needed.

6.1. Standing Committees

Standing Committees shall include Nominating, Screening, Ethics, and Tellers. In addition, the standing committees of the Institute may include, without limitation, committees on Honors and Awards, Membership, Annual Meetings, Bylaws, Academic Education, Continuing Education, Governmental Affairs, Publications, and Member Services. Members of the Screening Committees and the chairmen of other committees must be Certified Professional Geologists. Standing Committees provide a continuing study of problems, perform work required by the Executive Committee, and inform and advise the Executive Committee of developments in their subject areas. The Chairman of each standing committee shall report to the Executive Committee at the annual meeting or at any time designated by the Executive Committee.

6.2. Ad Hoc Committees

The President shall appoint such ad hoc committees as may be needed, each with a sufficient number of Members to study the assignment as directed by the Executive Committee and with instructions to make a report or reports at specific intervals or within a specific time.

6.3. Limitation of Authority

No Member or Adjunct shall have the authority to speak or act for the Institute, except by express delegation of authority from the Executive Committee or the President.

7.0 SECTIONS

7.1. Organization

Each Section shall be organized with the approval of the Executive Committee to include Members and Adjuncts from one state only, except that, where there fewer than ten Members in one state, the Members and Adjuncts in that state may join with Members and Adjuncts in a contiguous state or states to form a Section. The Section will be named for the state, states, or regions from which its membership comes. If a Section has fewer than ten Members, or fails to elect officers as provided in its Bylaws, for two consecutive years, its charter may be revoked by a majority vote of the Executive Committee of the Institute. A Section may establish subsidiary districts and chapters within the territory, and under the supervision, of the Section, subject to the approval of the Executive Committee.

7.2. Authority of Sections

7.2.1. Operations

A Section may conduct its own affairs so long as they are not in conflict with the Bylaws and policies of the Institute. The Bylaws of Sections shall not conflict with those of the Institute and shall, insofar as is practicable, conform to the recommendations of the Executive Committee. Any changes therein shall take effect only upon approval of the Executive Committee of the Institute. No Section shall have the power to bind or make statements on behalf of the Institute by its action without specific written authority from the Executive Committee or the President of the Institute. If a Section fails to elect, or fill vacancies among, its officers, the President of the Institute may appoint such officers to serve until their successors are elected or appointed. In the event of a failure to comply strictly with the Bylaws and policies of the Institute, the Executive Committee may immediately replace the officers of the Section, revoke its charter and invite a reorganization of the Section, or take other corrective action as it may deem appropriate.

7.2.2. Section Offices and Committees Requiring Certified Membership

The President, President-elect, and Vice President of each Section and the members of the Section Screening Committee, and other officers as designated by each Section, shall be Certified Professional Geologists.

7.2.3. Section and Local Meetings

Section and local meetings may be organized to suit local needs, provided such meetings do not conflict with meetings of the Institute.

7.2.4. Fiscal Matters

In order to permit the Institute to comply with applicable legal requirements, Sections shall report all receipts, expenditures, and fund balances to the Executive Committee or the Treasurer in the manner and form required. No Section shall engage in any activity or expend any funds for purposes that could create a significant liability exposure for the Institute, or that could threaten the Institute's status as a tax-exempt organization or that conflict with policies of the Institute or of directives of the Executive Committee. In the event of a failure to comply strictly with these requirements, the Executive

Committee may immediately replace the officers of the Section, revoke its charter and invite a reorganization of the Section, or take other corrective action as it may deem appropriate.

7.2.5. Review of Applications to become a Member or Adjunct

Applications to become a Member or Adjunct will be reviewed and evaluated by the Section according to procedures determined by the Executive Committee of the Institute.

7.2.6. Other Matters

Sections, as parts of the Institute, shall remain subject to the Institute's Bylaws, policies, and procedures, and to the directives of the Executive Committee.

7.3. Affiliated Societies

A Section of the Institute may affiliate with duly organized groups or societies that serve the needs of the Members and Adjuncts of the Institute in local or regional geographically defined areas, and that function in harmony with the purposes of the Institute. Such affiliations are subject to the recommendations and the affirmative vote of the Executive Committee. Participation in such an affiliation shall not place the Section or the Institute in a subservient or subordinate relationship to the groups or societies which thereby become affiliated, nor shall it create a financial liability for the Section or the Institute. Members and Adjuncts who are members of such an Affiliated Society may be organized into a "District" or "Chapter" of the Section in order to provide close liaison between the Affiliated Society and the Section.

7.4. Alliances

A Section of the Institute may participate in alliances composed of organized groups or societies that serve the needs of the Members and Adjuncts of the Institute in geographically defined areas and that function in harmony with the purposes of the Institute. Such alliances are subject to the recommendations and affirmative vote of the Executive Committee. Participation in such an alliance shall not place the Section or the Institute in a subservient or subordinate relationship to either the alliance or any of its other member groups or societies nor shall it create a financial liability for the Section or the Institute. See Article 10.1 for further guidance.

8.0 PROPERTY AND FINANCES

8.1. Fiscal Year

The fiscal year of the Institute and of its Sections shall be the calendar year.

8.2. Dues

8.2.1. Institute Dues

Annual dues are due and payable on the first day of January. The amount of the dues shall be determined by the Executive Committee. If the annual dues of a Member or Adjunct are not received by February 15, that Member or Adjunct shall be suspended and notified thereof in writing.

8.2.2. Section Dues

Annual Section dues shall be due and payable with the annual dues of the Institute. On or before July 1 of each year, each Section that proposes to change its annual dues shall submit written notification of its proposed change to the Executive Committee of the Institute for approval. In the absence of such notification and approval, each Section's dues shall remain unchanged from the preceding year. Section dues will be included in dues statements mailed to each Member and Adjunct of the Institute. Section dues collected by the Institute will be remitted to the respective Sections periodically, but not less than once per calendar year. All dues and other funds placed under the custody and control of a Section shall be kept in accounts in the name of the Institute and the Section. If a Section fails to submit the annual financial accounting as required under Section 7.2.3 of these Bylaws by April 15, the dues collected by National Headquarters on behalf of that Section for the year in which the report is due shall revert to the National Treasury. Dues held by the National Treasury will be retained in trust for two years. Serving officers and/or officers for the previous year of a delinquent section will be notified by certified mail of this delinquency to effect a cure. If there is no response from the section during this two year period, these dues will revert to the National General Account.

8.3. Reinstatement Fees

Any Member or Adjunct seeking reinstatement upon payment of dues in arrears shall be liable for a reinstatement fee in an amount determined by the Executive Committee. For the purpose of

determining any arrearage in dues, Section annual dues shall be considered as being annual dues of the Institute.

8.4. Membership Application Fees

A non-refundable fee shall accompany each application to become a Member or Adjunct. The Executive Committee shall determine the amount of the fee.

8.5. Financial Reviews

The books and accounts of the Institute shall be reviewed and audited as provided in these Bylaws.

9.0 PROFESSIONAL CONDUCT

9.1. Code of Ethics

9.1.1. Applicability

The professional conduct of Members and Adjuncts of the Institute shall be governed by the Code of Ethics, to the extent that such Code does not conflict with applicable laws and regulations.

9.1.2. Adoption and Amendment

The Code of Ethics may be adopted and amended in the same manner as these Bylaws.

9.1.3. Investigation and Enforcement

The Institute shall have the authority to investigate alleged violations of the Code of Ethics by Members, Adjuncts, and applicants, and to enforce the provisions thereof by the imposition of appropriate discipline upon Members and Adjuncts and by the rejection of applicants.

9.2. Disciplinary Procedures

9.2.1. Adoption and Publication

The Executive Committee shall adopt disciplinary procedures governing the investigation and disposition of complaints of violation of the Institute's Code of Ethics, and shall publish such procedures in an official publication of the Institute. Such procedures shall provide for notice of charges against a Member or Adjunct, an opportunity to have such charges heard before discipline is imposed, and the opportunity to appeal the imposition of discipline to the Executive Committee.

9.2.2. Exclusive Authority

The Executive Committee shall have exclusive authority over matters of professional conduct and discipline. No Member, Adjunct, committee, or Section of the Institute shall initiate or conduct any investigation or hearing concerning the professional conduct of a Member, Adjunct or applicant, except as permitted by the disciplinary procedures adopted by the Executive Committee.

9.2.3. Applicants to become a Member or Adjunct

No applicant to become any category of Member or Adjunct shall be rejected on the grounds of unprofessional conduct in the absence of a determination, made in accordance with the Institute's disciplinary procedures or specific procedures concerning applicants for such category, that reasonable grounds for such rejection exist.

9.3. Sanctions of Members and Adjuncts

9.3.1 Private Admonition

A Letter of Private Admonition shall be issued in cases where serious deception, fraud, misrepresentation, or professional misconduct is not charged in the Formal Complaint. A Letter of Private Admonition may be accompanied by requirements for additional actions including resignation of national or section office, requirements for additional training, or other remedial actions. Failure to comply with these additional requirements may result in an additional sanction such as reduction in membership grade or suspension if the additional requirements are not completed in the manner and the time specified. A Letter of Private Admonition is appropriate for cases in which a member was found to have failed to possess a required license but for which no charges were substantiated showing that serious deception, fraud, misrepresentation, or professional misconduct was involved.

9.3.2 Reduction of membership grade

A respondent member other than an adjunct member may have his or her membership grade reduced for a specified period and/or until specified remedial action, including additional training, is taken. An adjunct member (student or associate member) cannot be reduced in grade and, therefore, will be subject to another sanction. Reduction in membership grade will be imposed in cases involving violations of the Code of Ethics that did not involve substantial harm to the public or to the profession. This sanction may be imposed in cases involving a ruling of insanity or mental incompetence by a legally constituted authority or involving repeated or flagrant violations of the provisions of any professional licensing board or other professional organization.

9.3.3 Suspension

Suspension of a Member or Adjunct shall not exceed five years. Suspension can include separation from the Institute or reduction in Member or Adjunct grade. Lifting of a suspension can be made dependent on the suspended Member or Adjunct successfully completing specified education, performance, or review requirements. Suspension is appropriate in cases of more serious or repeated violation(s).

9.3.4 Termination

Termination is intended to be permanent separation from the Institute. In extraordinary cases, a terminated member or adjunct may apply to the Executive Committee for the right to reapply for Institute membership no less than six years after the date of termination. Termination of membership shall be imposed for substantial violations of the Code of Ethics involving substantial harm to the public or the profession including, but not limited to, conviction of felonies or other any other offense related to the practice of geology or to bear on the Member's or Adjunct's professional ethics, integrity, and competence.

10.0 ASSOCIATED SOCIETIES AND CERTIFICATION OF PRACTITIONERS IN RELATED FIELDS

10.1. Associated Societies

The Institute may, by affirmative vote of the Executive Committee, associate or ally with duly organized groups or societies that serve the needs of Members and Adjuncts of the Institute in typically and/or geographically defined areas; and that by objects, aims, con-

stitutions, bylaws, or practice are functioning in harmony with the purposes of the Institute. Such association or alliance shall not place the Institute or any of its Sections in a subservient or subordinate relationship to the groups or societies which thereby become associated or allied, nor shall it create a financial liability for the Institute or any of its Sections.

10.2. Certification of Practitioners in Related Fields

10.2.1. Certification in Related Fields

The Institute may, by affirmative vote of the Executive Committee, establish programs, separate and distinct from that of Certified Professional Geologist, to certify persons who are practitioners in professions related to geology, but who may not meet the requirements for Certified Professional Geologist, including, but not limited to, geophysics, geochemistry, hydrology, and paleontology.

10.2.2. Specialty Certification

The Institute may, by affirmative vote of the Executive Committee, establish programs to grant specialty certification to Certified Professional Geologists who meet such special additional requirements as the Executive Committee shall establish.

11.0 AMENDMENTS

11.1. Amendments by the Membership

These Bylaws may be amended by vote of the Members either by a ballot sent to all members or at an Annual Meeting, except that Articles 2.5.2 and 2.5.3 (the Rights and Privileges of Members and Certified Professional Geologists) may be amended only by a vote of the Certified Professional Geologists.

11.1.1. Amendments by Member Ballot

Subject to the exception set out in Article 11.1 hereof, these Bylaws may be amended by a vote of the Members. Proposed amendments may be submitted by the Executive Committee or in a written petition signed by at least five percent of the Members of the Institute. The Institute shall send each Member a copy of the proposed amendment and an appropriate ballot. An amendment will be adopted if a majority of the ballots received at Institute Headquarters within sixty days after the mailing are marked in favor of the amendment.

11.2. Amendments by Vote at Annual Meeting or Special Meeting

Subject to the exception set out in Article 11.1 hereof, these Bylaws may be amended by a two-thirds majority of those Members present and voting at an Annual Meeting or Special Meeting of the Institute, provided a quorum is present at the time the vote is taken, and further provided that a copy of the proposed amendment has been sent to each Member at least 60 days prior to taking such vote. Publication in The Professional Geologist or its successor Institute publication may serve as this mailing notice.

11.3. Amendments by the Executive Committee

The Executive Committee, by a two-thirds majority vote, may amend any provision of these Bylaws except Articles 2.5.2 and 2.5.3 (the Rights and Privileges of Members and Certified Professional Geologists)

11.4. Effective Date

These Bylaws shall become effective February 9, 2007.