

THE ASSOCIATION OF AMERICAN STATE GEOLOGISTS

CONSTITUTION

(As amended at a Special Zoom Meeting, May 14, 2021)

Article I. Name

The name of the Association shall be "The Association of American State Geologists."
This name is abbreviated as "AASG."

Article II. Objectives

Section 1. The objectives of the Association shall be:

- a) To advance the science and practical application of geosciences in the United States and its states, commonwealths, territories, and possessions;
- b) To improve the work of State Geological Surveys through interchange of ideas pertaining to their administrative organization, programs, techniques, and application of programs to the needs of society and the changing economy, and other matters of importance to geological surveys;
- c) To improve methods of assembling data and disseminating the results to stakeholders, including industries, businesses, agricultural concerns, all levels of academia, civic and professional organizations, elected officials, governmental agencies, and the general public;
- d) To ensure that its Members, Honorary Members, Associate Members, and Emeritus Members act in the best interest of the Association and the society that they serve, adhere to the highest ethical standards in all professional activities, comply with all applicable federal and state laws and regulations and adhere to the policies of the Association; and
- e) To achieve effective coordination of activities among Federal and State agencies working in the geosciences and similar or related fields.

Article III. Membership

Section 1. Members of the Association are the Heads of the Geological Survey agencies in the various states, commonwealths, territories, and possessions of the United States, generally understood to be State Geologists or Directors of the Geological Survey agencies. If states, commonwealths, territories, and possessions have no designated Geological Survey, but maintains an organization or agency performing similar functions under a different name, the Head of that organization or agency is entitled to membership. In no case shall there be more than one Member of the Association from a state, commonwealth, territory, or possession.

Section 2. A Member may appoint a designee from the Member's organization with voting power to represent the Member at a meeting of the Association. The Member shall provide the name of his or her designee to the Association President and Secretary prior to the meeting in which the designee will cast a vote or provide the designee with a written proxy to present at the meeting.

Section 3. Members may appoint associate, assistant, or deputy heads of their organization or agency to serve as official Associate Members of the Association. Associate Members shall serve at the pleasure of their appointing Member. The number of Associate Members and their roles of participation shall be set forth in the Bylaws of the Association. The Associate Members are non-voting participants except as provided in Section 2 of this Article.

Section 4. Other staff members of a Member's organization or agency may be extended the privilege of participating in the meetings of the AASG without the right to vote except as provided in Section 2 of this Article.

Honorary, Honorary Associate, and Emeritus Members

Section 5. A former Association Member or Associate Member who served their Geological Survey, or similar organization as defined in Article III, Section 1, for a substantial period of time, generally more than seven years, is eligible for election to an Honorary Member or Honorary Associate Member status in the Association upon retirement or otherwise leaving office. Election to honorary membership or honorary associate status shall be based on substantial participation in, and significant contributions to, the affairs of the Association and is not to be conferred automatically upon retirement or leaving office. Persons considered eligible should be recommended to the Honorary Members Committee by Association Members. Any Association Member retiring or leaving office after at least seven years of service to the Association shall be evaluated by the Honorary Members Committee for election. The Honorary Members Committee shall establish guidelines for Honorary Member and Honorary Associate Member status. These guidelines and amendments to the guidelines shall be adopted at the Annual Meeting by majority vote of the Association Members. Persons considered eligible for Honorary Member or Honorary Associate Member status are recommended by the Honorary Members Committee, and election is by majority vote of the Members at the Annual Meeting, Midyear Meeting, or a Special Business Meeting. Honorary Members and Honorary Associates Members of the Association are non-voting members.

Section 6. A former Association Member who served their Geological Survey, or similar organization as defined in Article III, Section 1, for generally fewer years than required for Honorary Member status as defined in Article III, Section 5, is eligible for election to Emeritus Member status in the Association upon retirement or otherwise leaving office. Persons considered eligible should be recommended to the Honorary Members Committee by Association Members. The Honorary Members Committee shall establish guidelines for Emeritus Member status. These guidelines and amendments to the guidelines shall be adopted at the Annual Meeting by majority vote of the Association Members. Persons considered eligible for Emeritus Member status are recommended by the Honorary Members Committee, and election is by majority vote of the Members at the Annual Meeting, Midyear Meeting, or a Special Business Meeting. Emeritus Members of the Association are non-voting members.

Suspended Members

Section 7. A Member, Associate Member, Honorary Member, or Emeritus Member of the Association may be placed in the category of Suspended Member by the Executive Committee as a result of an ethical violation of the Code of Conduct, Conflict of Interest, Whistleblower, or other policies of AASG. While in Suspended Member status, the member shall not participate in

AASG committees, attend AASG organized events, represent the AASG in any manner, and will have AASG voting rights revoked until such time the member has taken such corrective action as necessary to be removed from the Suspended Member category and to resume full AASG participation.

Article IV. Officers and Their Duties

Officers

Section 1. The elected officers of the Association shall be President-Elect, Vice-President, Secretary, Treasurer, Editor, Historian, and Statistician. The offices of Historian and Statistician may be separate or combined. The President-Elect also subsequently serves as President and Past-President as detailed in Article IV, Section 2 below.

Section 2. The terms of office shall commence on July 1. The offices of Treasurer, Secretary, Editor, Historian, and Statistician will normally be held for more than one year. The term of office for the individual elected as President-Elect is limited to one year in that office. However, the President-Elect, upon expiration of that office term, shall immediately advance to the Office of President for a one-year term and, following the expiration of that term of office, shall immediately become Past-President for a one-year term. The positions of all officers who serve on the Executive Committee are subject to the following limits: President and President-Elect each are limited to one-year terms in those respective positions; the Vice President is limited to serving for two consecutive one-year terms; and the Treasurer and Secretary are limited to serving for three consecutive one-year terms. All officers serving on the Executive Committee shall not be eligible for re-election to the same position beyond their term limits within a five-year period after the expiration of their terms of office; however, notwithstanding Section 3 of this Article, a President-Elect elevated to the presidency for a period of less than nine months through a vacancy or disability may, at the discretion of the Executive Committee, with the President abstaining from the vote, have his/her term extended as President for one additional year. The Executive Committee's action shall be led by the Vice President and take place not more than 30 days following the President-Elect's elevation to the Presidency. The Executive Committee also shall conduct a special election by the Association Membership within 45 days of the Presidency becoming unexpectedly vacant, to elect a new President-Elect who shall serve in that position until the Presidency becomes vacant.

Section 3. Candidates should be nominated at least one month before the Annual Meeting of the Association. A slate of candidates shall be available to the Executive Committee at least one day before the Annual Meeting. Nomination shall be by a Nominating Committee consisting of the three immediate past presidents of the Association who are actively serving as State Geologists, if there are that many, otherwise enough additional members to bring the Nominating Committee up to three members shall be selected by the Executive Committee, the President and President-Elect abstaining. The most recent Past-President who is still active shall serve as chairman of the Nominating Committee. Election shall be by secret ballot vote of the membership. Newly elected officers shall assume office beginning on July 1.

Duties of Officers

Section 4. The President shall preside at all meetings of the Association and of the Executive Committee. The President shall conduct the meetings according to standard parliamentary practice and the Association's affairs in conformity with the Constitution and Bylaws. The President shall call meetings of the Executive Committee. The President shall appoint such committees as are required for the purposes of the Association, except the Nominating Committee, and except as the Association may otherwise decide by majority vote in a meeting having a quorum of Members. The President shall appoint Members, Honorary Members, or Associate Members to represent the Association to serve as delegates to, or to liaison with, other organizations, except as otherwise provided by the Bylaws. The President has the option of serving on and being chairperson of any committee, except the Nominating Committee. The President shall serve as an *ex officio*, nonvoting member of the Association of American State Geologists Foundation Board of Trustees. The President shall preside over investigations as described in the Association's Code of Conduct, Conflict of Interest, Whistleblower, or other policies.

Section 5. The President-Elect shall carry out the responsibilities of that office as a member of the Executive Committee, and shall assume the Office of President in case of a vacancy in that office. The President-Elect shall generally serve as Chairperson of the Liaison Committee. The President-Elect shall perform the duties of President in the case of the absence or disability of the incumbent. In case of vacancy in this office, the Nominating Committee shall submit a new ballot for this office to the membership for voting and election, as outlined in Article IV, Section 2 above.

Section 6. The Vice-President shall carry out the responsibilities of a member of the Executive Committee and shall perform the duties of the President in the absence of both the President and President-Elect. The Vice-President is responsible for organizing exhibits of the Association displayed at various professional and educational meetings. A vacancy in the office of Vice-President shall be filled for the unexpired term by a majority vote of the Executive Committee.

Section 7. The Secretary shall cause minutes of all meetings of the Association to be prepared and distributed to the Members, Honorary Members, and Associate Members within three months after any meeting; cause minutes of all meetings of the Executive Committee to be prepared and distributed to the Executive Committee within three months after any meeting; notify all members and honorary members as to time and place of regularly scheduled meetings; carry out other duties commonly expected of a Secretary; and carry out the responsibilities of the Secretary's office as a member of the Executive Committee. The Secretary shall assume the duties of President in the absence of the President, President-Elect, and Vice-President at any meeting of the Association. A vacancy in the office of the Secretary shall be filled for the unexpired term by a majority vote of the Executive Committee.

Section 8. The Treasurer shall receive and disburse all funds of the Association, shall submit a financial report to the Association at its Annual Meeting, including a proposed annual budget, and shall also carry out the responsibilities of the Treasurer's office as a member of the Executive Committee. The Treasurer shall assume the duties of President in the absence of the President, President-Elect, Vice-President, and Secretary at any meeting of the Association. A vacancy in the office of the Treasurer shall be filled for the unexpired term by a majority vote of the Executive Committee. The Treasurer shall serve as an *ex officio*, nonvoting member of the

Association of American State Geologists Foundation Board of Trustees.

Section 9. The Editor shall be in charge of *The State Geologists Journal* and any special publications and shall perform all the duties commonly pertaining to the work of an Editor. The Editor shall submit an annual report to the Association. A vacancy in the office of Editor shall be filled for the unexpired term by a majority vote of the Executive Committee.

Section 10. The Historian shall be responsible for the Archives of the Association, in which shall be deposited items of historical interest and value, such as a copy of this Constitution, a complete set of publications, minutes of all meetings, and such photographs, clippings, guidebooks, and other materials as may be pertinent to the records of the Association. The Historian shall compile and keep up-to-date a History of the Association. A vacancy in the office of Historian shall be filled for the unexpired term by a majority vote of the Executive Committee.

Section 11. The Statistician shall prepare and distribute to the various State surveys an annual questionnaire covering activities, funds available, personnel, publications, projects, and other matters of general interest. On the basis of the questionnaire, the Statistician shall prepare a comprehensive annual summary of the data for distribution to the membership. A vacancy in the office of Statistician shall be filled for the unexpired term by a majority vote of the Executive Committee.

Article V. Executive Committee

Composition

Section 1. The Executive Committee shall consist of the President, Past-President, President-Elect, Vice-President, Secretary, Treasurer, and a non-voting representative of the Honorary Members. If the immediate Past-President is no longer actively serving as the head of a State Geological Survey or similar organization, as defined in Article III, Section I, the next most recent Past-President who is still actively serving as the head of a State Geological Survey or similar organization shall serve on the Executive Committee. In the event that any of these voting members are absent from a called meeting of the Executive Committee, the following other officers, in the order named, shall replace the absent voting members in the Executive Committee deliberations: Editor, Historian, Statistician.

Section 2. Each year, the AASG Honorary Members Committee will recommend to the Nominating Committee two or more individuals to potentially serve as the Honorary Members Representative to the Executive Committee at least one month prior to the annual meeting. The Nominating Committee will select one representative from the nominees. The Honorary Members Representative serves a one-year term and is limited to serving two consecutive terms. In the event the selected Honorary Members Representative is not able to attend a meeting of the Executive Committee, the AASG President, in consultation with the co-chairs of the Honorary Members Committee, may appoint an alternate Honorary Member to substitute at the subject meeting.

Executive Committee Duties and Meetings

Section 2. The Executive Committee shall meet on the day preceding each Annual Meeting of the Association and prepare an agenda to be brought before the Annual Meeting by the President. The Executive Committee meeting is open to the membership. It shall hold Special Business Meetings at the call of the President. Closed-door Executive Sessions may be called by the President that deal with confidential Association matters.

Section 3. Interim business of the Association shall be conducted by the Executive Committee. All significant actions of the Executive Committee shall be reported to the membership and, except as to action on any item of business for which the membership has specifically authorized the Executive Committee to act, shall be subject to ratification by the membership at the next Annual Meeting or Special Business Meeting.

Section 4. Three members of the Executive Committee shall constitute a quorum.

Section 5. To expedite conducting Association business between the Annual and Special Business meetings, described herein, in a timely, effective and efficient manner, the President and other officers, consistent with their duties, may also use other suitable means and communication technology, e.g., electronic mail, telephone conferencing, fax (facsimile), video-teleconferencing, etc., for said purpose. Issues to be voted on by electronic mail or fax (facsimile) shall be preceded by a two-week notice and comment period. Video and telephone conferencing will be announced with one-week prior notice. The President or his designee will present the tally of results and make it part of the written record of the Association. Conduct of Association business through such means shall conform to the Constitution, Bylaws, applicable parliamentary practice, and procedures and rules of conventional Association business meetings.

Section 6. The Executive Committee, with the President presiding, shall conduct investigations of complaints of violations of the Association's Code of Conduct, Conflict of Interest, Whistleblower, or other policies and determine penalties for violations of these policies, as prescribed in said policies.

Article VI. Covenants

Section 1. The Executive Committee may, on behalf of the Association, enter into appropriate cooperative agreements, memoranda, contracts, grants and other covenants with other parties and receive and disburse income from those arrangements, if such are consistent with the stated objectives of the Association, its status as a not-for-profit organization, its corporate charter, and are accomplished through due process of business conduct established under the Constitution, Bylaws, rules, procedures, customs, and traditions of the Association.

Article VII. Meetings of the Association

Section 1. The business year of the Association shall begin on July 1 and extend through the next June 30th.

Section 2. Sixteen Members shall constitute a quorum for transacting the business of the Association at any meeting of the Association. A quorum may be constituted by either members physically present at the meeting or participating via telephone or electronic means.

Section 3. Each State, commonwealth, territory, and possession shall have only one vote at any meeting of the Association. Votes shall only be cast by a Member or a Member's designee, as provided for in Article III, Section 2.

Annual Meeting

Section 3. One Annual Meeting of the Association shall be held. The place of the Annual Meeting shall be selected by majority vote of the Members present and shall be determined not later than the preceding Annual Meeting or at any earlier Annual Meeting on recommendation of the Future Meetings Committee. The dates of the Annual Meeting shall be between March 1 and June 30 and shall be selected by the host Member in consultation with the President and Secretary. If circumstances dictate that an in-person Annual Meeting cannot be held, the Annual Meeting may be held through electronic means.

Section 4. When possible, the Annual Meeting shall include a conference with the directors, associates, or representatives of Federal and other agencies working in the field of geology or related areas, and when desirable, with other parties who can contribute to the programs of the Association.

Midyear Special Business Meeting and Other Special Business Meetings

Section 5. The President may call a Special Business Meeting for the purpose of carrying out business of the Association. The dates and general agendas for Special Business Meetings shall be established by the President, who shall send notice thereof to the membership at least thirty days before the meeting dates. Generally, the Association will hold a Special Business Meeting, referred to as the Midyear Meeting of the Association, in October or November of each year, usually in conjunction with the Annual Meeting of the Geological Society of America. If circumstances dictate that an in-person Special Business Meeting cannot be held, the Special Business Meeting may be held through electronic means.

Field Meetings

Section 6. Field meetings or trips may be held in connection with the Annual Meeting or special field meetings, or trips may be held at other times and places decided by majority vote of the Members present at any Annual Meeting or by action of the Executive Committee. No business other than necessary routine business shall be conducted during a special field meeting or trip, except as authorized at the preceding Annual Meeting of the Association, or except at the call of the Executive Committee, which shall specify the items of business to be transacted and shall provide to the membership thirty days' notice before the field trip or meeting.

Article VIII. Amendments to the Constitution

Section 1. Any proposed amendment to the Constitution must be submitted in writing at either the Annual Meeting or at a Special Business Meeting.

Section 2. Written copies of all proposed amendments must be sent to the entire membership by the Secretary at least thirty days before the upcoming Annual Meeting or Special Business Meeting at which the proposed amendments shall be taken up for discussion and for such action

as the membership shall decide. Amendments must be approved by a majority vote of the membership. A Member may vote by proxy. If approved, the amendment shall become effective immediately, unless the action specifies another date.

THE ASSOCIATION OF AMERICAN STATE GEOLOGISTS

BYLAWS

(As amended at a Special Zoom Meeting, May 14, 2021)

Article I. Dues and Fees

Section 1. Annual dues shall be recommended by the Treasurer and ratified by the Executive Committee and shall require approval by a majority of Members attending an Annual Meeting where a quorum of the Association is present.

Section 2. Honorary Members, Honorary Associate Members, and Emeritus Members are exempt from payment of dues.

Section 3. Registration and other fees for Honorary Members, Honorary Associate Members, and Emeritus Members and their spouses and guests for the Annual Meeting may be discounted from actual or reasonable costs. The exact rates are left to the discretion of the Annual Meeting host in consultation with the Association President.

Article II. Publications

Section 1. The official publication of the Association shall be called *The State Geologists Journal*. The Journal shall contain information about the organization, facilities, activities, accomplishments, publications, and other research and service activities of the various State Geological Surveys or similar state organizations as defined in the Constitution of the Association.

Section 2. The Journal shall be issued in digital format at least annually or more often on recommendation by the Editor and authorization by the Executive Committee.

Section 3. Other publications may be issued, but only if approved by majority vote of the membership at the Annual Meeting or a Special Business Meeting or by the Executive Committee if timely distribution is deemed important.

Article III. Committees

Section 1. Standing committees shall include the Honorary Members Committee, Liaison Committee, Future Meetings Committee, and other committees as approved by a majority vote of the membership at the Annual Meeting or Special Business Meeting. Special committees for the business of the Annual Meeting shall include Auditing, Balloting, and Resolutions committees, and may include others, as needed. Special committees may also be appointed for purposes other than the business conducted at Annual Meetings. At the conclusion of the Annual Meeting, the incoming President shall appoint the chairpersons and members of the standing committees and special committees for the next business year unless membership otherwise has been decided by majority vote at a previous Annual Meeting or Special Business Meeting of the Association. The terms of standing committee members shall be staggered so that continuity of committee work is

assured. Members, Honorary Members, and Associate Members shall be eligible for appointment to standing and special committees and to serve as chairpersons thereof.

Section 2. The chairpersons of standing and special committees shall prepare annual written reports of progress to be submitted to the President 30 days prior to the Annual Meeting. The annual reports of special committees should include a recommendation on whether the committee charge should be modified and as to whether the committee should be retained. The President, in consultation with the Executive Committee, shall determine which special committee reports will be part of the agenda of the annual meeting. Chairpersons of the standing committees shall make reports to the members at the Annual Meeting.

Article IV. Affiliations

Section 1. The Association shall be represented on the North American Commission on Stratigraphic Nomenclature by three members, who are Members, Honorary Members, or Associate Members, appointed by the President, for terms of three years or less, staggered so that one member rotates off and another is appointed each year, in order to preserve continuity of work. The member serving the longest on the committee shall prepare an annual report to be submitted to the President 30 days prior to the Annual Meeting.

Section 2. The President or designee shall serve as the Association representative to the American Geosciences Institute Member Society Council.

Section 3. The President shall appoint a Member or Honorary Member of the Association to a three-year term as liaison representative to various professional or other organizations as the President deems appropriate and as approved by the Executive Committee. The appointed members shall prepare a written annual report to be submitted to the President 30 days prior to the Annual Meeting.

Article V. AASG Associates and Guests

Section 1. Article III, Section 3 of the Association Constitution provides that each Member may, if he/she chooses, appoint Associate Members. Each State Geologist shall have the opportunity to appoint up to and including not more than three Associates to be non-voting participants in AASG activities. An Associate Member shall serve at the pleasure of the appointing Member. The tenure of each Associate Member terminates with the termination of the tenure of the appointing Member. The succeeding Member may appoint or reappoint Associate Members at their pleasure.

Section 2. Associate and Honorary Associate Members may participate individually in activities of committees at the request of the chairman and upon the concurrence of their Member and the President of the Association. Associate Members may meet among themselves and present suggestions to the Executive Committee for consideration. Associate Members as a group may be given special assignments, such as providing for AASG booth coverage at certain meetings. Some Associate Members may be asked by a Standing Committee or the Executive Committee to conduct limited term projects as members of a group made up of Associate Members or as individuals who are charged to prepare white papers, etc.

Section 3. Attendance of non-members at the Annual Meeting or Special Business Meetings other than staff associates of Members, as provided for in the Constitution, Article III, Section 3, shall be by invitation of the President only.

Section 4. The President may also extend invitations to non-members to attend conferences held in connection with, but separate from, the business meetings of the Association, and may include the directors, designated associates, or representatives of federal or state agencies or other organizations working in the field of geology or related areas.

Article VI. Conduct of Business

Section 1. The conduct of business shall follow Robert's Rules of Order.

Section 2. The order of business at the regular Annual Meeting shall normally be as follows:

1. Call to order.
2. Roll call.
3. Introductory ceremonies.
4. Appointment of Auditing, Balloting, and Resolutions Committees.
5. Reports of standing and special committees.
6. Reports from Association representatives to affiliated organizations.
7. Old business.
8. New business.
9. Reports of Auditing, Balloting, and Resolutions Committees.
10. Memorials.
11. Selection of place and date for next Annual Meeting.
12. Announcements.

This order may be changed at the discretion of the President or by vote of the membership at the meeting.

Section 3. The order of business at Special Business Meetings of the Association shall include items 1, 2, and 3 of Article VI, Section 2, and the special business for which the meeting was duly called as provided in the Constitution, Article VI, Section 5.

Article VII. Operational and Personnel Policies

Section 1. Article 2, Section 1 d) of the Association Constitution calls for its Members, Associate Members, Honorary Members, and Emeritus Members to act in the best interest of the Association and the society that they serve, adhere to high ethical standards in all professional activities, and comply with all applicable federal and state laws and regulations.

Section 2. The President may appoint, as needed, a committee to develop, review, or modify appropriate formal policies and protocols of the Association that deal with matters of personnel, ethics, conduct, conflicts of interest, and various operational aspects of the Association. This may include, but is not limited to, Code of Conduct, Conflicts of Interest, Whistleblower, and Data Retention and Destruction policies.

Section 3. Upon thorough review and endorsement of said policies by the Executive Committee, they will be provided to membership at least 30 days prior to a business meeting of the Association, and then duly voted on by all Members.

Article VIII. Amendments to Bylaws

Section 1. These Bylaws may be amended by majority vote of the Members present and voting at the Annual Meeting or Special Business Meeting of the Association where a quorum is present. A Member may vote by proxy if the Member cannot be present at the time of balloting, but the proxy shall not be counted in determining whether or not a quorum is present.

Section 2. Written copies of all proposed amendments to the Bylaws must be sent to the entire membership by the Secretary at least 30 days before the Annual Meeting or the Special Business Meeting of the Association at which time the amendments shall be taken up for discussion and potential action by the membership.

Article IX. Disposal of Assets

Section 1. Upon dissolution of the Association, the Executive Committee shall, after paying all liabilities of the Association, transfer all assets of the Association to an organization or organizations operated exclusively for charitable, educational, or scientific purposes and that qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).