

AMERICAN INSTITUTE OF PROFESSIONAL GEOLOGISTS
BYLAWS OF THE
MINNESOTA SECTION

ARTICLE 1. ORGANIZATION, PURPOSES, AND GENERAL POWERS

1.1 Organization

1.1.1 Name. The name of this organization shall be the Minnesota Section of the American Institute of Professional Geologists.

1.1.2 Status. This Section is established on October 25, 1965 in accordance with the Bylaws of the Institute. It is a self-governing component of the American Institute of Professional Geologists, a not-for-profit membership corporation organized under the laws of the State of Colorado. The Minnesota Section and the Wisconsin Section of the American Institute of Professional Geologists merged on September 24, 1970, to form the Minnesota-Wisconsin Section. The Minnesota-Wisconsin Section split into separate State Sections, effective January 1, 1988.

1.1.3 Territory. The territory within which this Section is authorized to represent and act for and on behalf of the Institute, within the Bylaws and policies of the Institute, is prescribed by the Institute and consists of the state of Minnesota. The territory of the Section may be expanded or decreased by action of the Institute.

1.2 Purposes. The purpose of this Section shall be to further the purposes of the Institute within the territory assigned to it. In furtherance of its purpose as a component of the Institute, this Section shall have the following additional purposes not inconsistent with those of the Institute:

1. to represent the Members of the Institute assigned to this Section through the Section's delegate on the Advisory Board of the Institute;

2. to encourage nonmember geologists within the territory of this Section to obtain the qualifications for and to apply for membership in, or affiliation with, the Institute;
3. to assist in the screening and selection of applicants for membership or affiliation in accordance with the Bylaws, policies, procedures and directives of the Institute;
4. to monitor and influence legislation and regulations affecting the professional activities of geologists within the territory of this Section, in accordance with the legislative and regulatory goals and objectives of the Institute and the Institute's Policy on Advocacy;
5. to promote the professional awareness and technical skills of geologists, the interchange of ideas and the cohesion and fellowship of the profession through professional and educational meetings;
6. to provide liaison between the Members of this Section and the local geological community, the state comprising its territory, and the public;
7. to enhance the image, reputation and awareness of the profession and the Institute through the dissemination of information to governments, schools, civic organizations and the general public;
8. to assist and support the work of the Institute; and
9. to promote professional interaction and mentorship between Section Members and Minnesota geosciences students through the establishment and fostering of Section Student Chapters.

1.3 Powers

1.3.1 Powers Granted. Within the territory assigned to it by the Institute, and in furtherance of the purposes of the Institute and this Section, this Section shall have all the powers and authority necessary to carry out its functions, within the limitations established by the Institute . In particular, this Section shall have the following powers:

1. subject to the approval of the Institute, to adopt and amend these bylaws to govern its organization and affairs;

2. to propose dues for the Members and Adjuncts assigned to it by the Institute;
3. to determine its governance and organizational structure, and to elect the Officers and appoint the committees and others necessary to carry out the purposes of this Section;
4. to raise funds and make expenditures within the budgets and fiscal criteria approved and established by the Institute, which funds shall at all times, however, remain the property of the Institute under the management of this Section; and
5. to establish subsidiary districts and chapters to operate within the territory and under the supervision of this Section.

1.3.2 Limitations. This Section shall take no action which shall. Contravene any Bylaw, policy, procedure or directive of the Institute. In particular, this Section shall have no power to do any of the following:

1. to bind or make statements on behalf of the Institute;
2. to incur any liability or financial obligation in excess of the assets in the custody of the Section;
3. to own any real property;
4. to approve or deny admission to membership in the Institute, or to impose any form of discipline upon a Member of the Institute; or
5. to establish or maintain any category or class of membership or affiliation other than those permitted by the Institute.

ARTICLE 2. MEMBERSHIP

2.1 Section Composition. This Section shall be comprised of all Members and Adjuncts of the Institute, in such categories or classes as have been established by the Institute, who maintain residency or their principal places of business or their retired professional status within the territory of this Section.

- 2.2 Rights and Privileges of Members and Adjuncts. Members and Adjuncts shall have all the rights and privileges in this Section as are afforded to them by the Bylaws of the Institute.
- 2.3 AIPG Code of Ethics. Members of The American Institute of Professional Geologists are dedicated to the highest standards of personal integrity and professional conduct. The Institute's Code of Ethics comprises three parts: the Canons, which are broad principles of conduct; the Ethical Standards, which are goals to which Members aspire; and the Rules of Conduct. Compliance with the Rules of Conduct is mandatory and violation of any Rule will be grounds for disciplinary action by the Institute. Under the Bylaws, the Institute may also impose discipline for legal violations and because of the suspension or revocation of registration or licensure, among other grounds. Disciplinary action may take the form of private admonition, public reprimand, suspension of membership, or termination. The Code of Ethics applies to all professional activities of Members and Adjuncts, wherever and whenever they occur. The title "Member" where used in this Code of Ethics shall include Adjuncts. A Member shall not be relieved of an ethical responsibility by virtue of his or her employment, because the Member has delegated an assignment to a subordinate, or because the Member was not involved in performing services for compensation. The Section requests that all Members review and uphold the "AIPG Code of Ethics" originally adopted on December 11, 1989 and adopted with modification on October 5, 2003.

ARTICLE 3. SECTION MEETINGS

3.1 Annual Meeting

3.1.1 Notice. This Section shall hold an annual membership meeting during the month of either November or December in each year at a location determined by the Executive Committee. The date of the Annual Meeting or any other meeting of this Section shall not conflict with the published date of the Annual Meeting of the Institute. Advance notice of the date, time and location of such meeting shall be provided to each Member and Adjunct of this Section not less than 60 days in advance of the meeting. Such notice may be contained in a regular or special publication of this Section.

3.1.2 Business. The business at the Annual Meeting shall include the announcement of the election of Section Officers as provided in these Bylaws; the delivery of this Section's annual report; and any other business which may properly come before the meeting.

- 3.2 Other Meetings. Other meetings of this Section may be called at any time by the President or by the Executive Committee, upon five days notice. Notice may be provided by publication of a schedule of meeting dates in a regular publication of this Section.
- 3.3 Conduct of Meetings
- 3.3.1 Quorum. A quorum at any meeting of this Section shall be ten (10) percent of the Voting Members, but in no event shall a quorum be fewer than six (6) Members. A Voting Member is defined as a Certified Professional Geologist (CPG) Member, Professional Member, or Young Professional Member.
- 3.3.2 Voting and Decisions. Unless otherwise provided in these Bylaws, all questions, elections and decisions shall be decided by a majority of those voting. Voting by proxy shall not be permitted.
- 3.3.3 Ballot. Any election or item of business that may be decided in this Section may, at the discretion of the Executive Committee, be decided by a mail, online and/or in-person ballot. There shall be one ballot allowed per voting event by each Voting Member in good standing. A Voting Member is defined as a CPG Member, Professional Member, or Young Professional Member.
- 3.3.4 Parliamentary Authority. Meetings shall be conducted in accordance with the most recent edition or revision of "Robert's Rules of Order," to the extent that such rules are practicable and are not superseded by these Bylaws or by other rules or procedures of the Institute or adopted by the Executive Committee.

ARTICLE 4. GOVERNANCE

4.1 Management of the Section

- 4.1.1 Executive Committee. The business and affairs of this Section shall be managed and operated by or under the direction of the Executive Committee composed of the following: the President, the Vice President, the President-Elect, the Secretary, the Treasurer, and at least three Executive Committee Directors. One of the Executive Committee Directors will be the Past President and the other two or more Executive Committee Directors will be selected and approved by majority vote of the Officers of the Section (President, Vice President, President-Elect, Secretary, Treasurer), and the Past President.

4.1.2 Meetings. The Executive Committee shall meet at least four times per year and this minimum number of meetings may include the Annual Meeting. Meetings shall be determined at a time and location by said committee or President. Meetings may also be held by a conference telephone call or online video conference. Any election or item of business that may be decided in the Executive Committee may, at the discretion of the Executive Committee, be decided by a mail, online and/or in-person ballot. Minutes of meetings and decisions of the Executive Committee shall be kept, and all actions shall be reported to the membership in a regular publication of this Section. A majority of the Executive Committee shall constitute a quorum of the Executive Committee.

4.2 Officers and Executive Committee Directors

4.2.1 Officers. The Officers of this Section shall consist of the following and such additional Officers as may be designated by the Executive Committee.

1. the President;
2. the Vice President;
3. the President-Elect;
4. the Secretary; and
5. the Treasurer.

4.2.2 Eligibility. Officer and Executive Committee Director roles shall only be held by Voting Members in good standing. No two Officer roles, except Secretary and Treasurer, may be held by a single person nor can the Past President or an Executive Committee Director hold an additional Officer role while actively serving on the Executive Committee without approval by the Executive Committee.

4.2.3 Term Lengths. All terms of office for new Officers shall begin on January 1st of each year. Officer term lengths shall be as follows:

President – one year

President-Elect – one year

Vice President – one year

Secretary – two years

Treasurer – two years

Executive Committee Director - two years (except for the Past President who shall concurrently serve one year as an Executive Committee Director)

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- 4.2.4 Limitations on Terms. No person shall remain an Officer or serve on the Executive Committee for more than four consecutive years without approval by the Executive Committee.
- 4.2.5 Removal of Officers and Executive Committee Directors. Any Officer or Executive Committee Director may be removed by a simple majority vote of the other members of the Executive Committee for failure to perform with such diligence as is required by the office, or by action of the Institute in accordance with Institute Bylaws.
- 4.2.6 Vacancies. A vacancy in the office of President shall be filled by the Vice President, who shall serve out that term. The President-Elect shall then take over the duties of the Vice-President. If the Vice-President is unable to fill a vacancy of the President office, then the vacancy shall be filled by the President-Elect. Other vacancies shall be filled for the unexpired term by a simple majority vote of the other members of the Executive Committee, except where the Institute has appointed an Officer or Director to succeed one who has been removed by the Institute.
- 4.3 Nomination and Election of Officers
 - 4.3.1 Nominating Committee. The President shall appoint the members of the Nominating Committee recommended by the Past-President each year.
 - 4.3.2 Report of the Nominating Committee. The Nominating Committee shall submit to the President the names of one or more candidates, who are qualified and willing to serve, for each office prior to finalization of the election ballot.
 - 4.3.3 Write-In Candidates. Provision shall be made on the ballots for additional candidates for each office.
 - 4.3.4 Election of Officers. Election shall be by a mail, online and/or in-person ballot. The ballot shall be distributed to all Members no less than four weeks prior to the close of the election. Election shall be by a plurality of all qualified ballots cast. In order to be counted, ballots must be received by the Secretary no less than one week prior to the Annual Meeting.
- 4.4 Duties and Responsibilities of Officers
 - 4.4.1 President. The President shall preside at all meetings of this Section and of its Executive Committee, and shall perform the duties customary to the office. The

President shall be the official spokesperson for this Section and shall execute all appropriate documents and official correspondence of this Section. The President shall appoint the chairs of all committees of this Section. The President shall be responsible for carrying out all of the policies and directives of the Executive Committee, except where such responsibility is specifically assigned to another Officer.

- 4.4.2 Vice-President. The Vice-President shall perform the duties customary to the office, those assigned by these Bylaws or by the Executive Committee and those required of a Vice-President by the Institute. At the direction of the President, the Vice-President shall perform the duties of the President during the absence of the President.
- 4.4.3 President-Elect. The President-Elect shall perform the duties customary to the office, those assigned by these Bylaws or by the Executive Committee, and those required of a President-Elect by the Institute. The President-Elect shall be the default Section Delegate who attends the Institute's Annual Meeting and represents the Section's Members.
- 4.4.4 Secretary. The Secretary shall perform the duties customary to the office, those assigned by these Bylaws or by the Executive Committee, and those required of a Section Secretary by the Institutes. The Secretary shall keep, maintain and have custody of the Bylaws, official documents and correspondence of this Section, the minutes and records of the meetings, and the decisions of this Section and of the Executive Committee. The Secretary shall be responsible for giving all notices required by these Bylaws.
- 4.4.5 Treasurer. The Treasurer shall perform the duties customary to the office, those assigned by these Bylaws or by the Executive Committee, and those required of a Section Treasurer by the Institute. All Section financial resources are the property of the Institute, which are placed in the custody and under the management of the Treasurer under the ultimate authority of the Institute Treasurer. The Treasurer shall keep an accurate accounting of all Section financial transactions and account balances, and shall insure that all funds received are properly deposited and disbursements properly made from the Section's accounts. The Treasurer shall be responsible for preparing and submitting the annual financial statements and reports of this Section, and such other financial reports as may be required by the Executive Committee or the Institute.

ARTICLE 5. COMMITTEES

5.1 General Provisions

5.1.1 Institute-Required Standing Committees. The Executive Committee shall establish the following standing committees as required by the Institute:

1. Screening Committee
2. Nominating Committee
3. Regulations and Legislation
4. Membership

5.1.2 Appointments. Unless otherwise provided in these Bylaws or in the resolution of the Executive Committee establishing a committee, the President shall appoint, and shall have the power to remove, the Chair and members of all Section committees.

5.1.3 Extent and Limitations of Authority. All committees shall be subject to the directions and instructions of the Executive Committee. No committee, nor the Chair or any member of any committee, shall have any authority to make or set policy, to issue any official statements on behalf of this Section, or to act for or bind this Section in any other way, without the express authorization of the Executive Committee.

5.1.4 Reports. Each and every committee of this Section shall file a written report with the Executive Committee not less than once each year, a copy of which shall be kept with the minutes of the Executive Committee.

5.2 Screening Committee

5.2.1 Composition. The Screening Committee shall consist of a Chair, appointed annually by the President, and at least two other assigned members selected by the Chair with the consent of the President. The number and qualifications of the members of the Screening Committee shall be generally representative of the membership of this Section.

5.2.2 Duties and Responsibilities. The Screening Committee's function is to assist the Institute in evaluating the qualifications and credentials of applicants for membership or affiliation in the Institute.

5.2.3 Confidentiality. The Chair and each member of the Screening Committee shall preserve all applications, references, and inquiry material in strict confidence, and shall not disclose such information except as authorized by the Institute. Files relating to the investigation of an applicant shall be kept by the Chair until the final recommendation of the Screening Committee has been made, whereupon the application and all of the inquiry material and supporting data shall be forwarded to Institute Headquarters, and shall not be retained by the Screening Committee or this Section. Applications upon which action has not been completed by the end of the term of office of the Chair will be transmitted to the succeeding Chair.

5.3 Nominating Committee

5.3.1 Composition. The Nominating Committee shall be chaired by the Past-President, and at least two other assigned members selected by the Chair with the consent of the President.

5.3.2 Duties and Responsibilities. The Nominating Committee shall be responsible for identifying and obtaining commitments from Section Members to become candidates for Section Officers.

5.4 Regulations and Legislation Committee

5.4.1 Composition. The Regulations and Legislation Committee shall consist of a Chair, appointed annually by the President, and at least two other assigned members selected by the Chair with the consent of the President.

5.4.2 Duties and Responsibilities. The Regulations and Legislation Committee shall be responsible for tracking and acting upon, as appropriate, legislative, regulatory, and other governmental issues which have the potential to impact the profession of geology.

5.5 Membership Committee

5.5.1 Composition. The Membership Committee shall consist of a Chair, appointed annually by the President, and at least two other assigned members selected by the Chair with the consent of the President.

5.5.2 Duties and Responsibilities. The Membership Committee shall be responsible for assisting the Executive Committee in the recruitment of new Members, Associate Adjuncts and Student Adjuncts via the Section Student Chapters.

5.6 Other Committees

- 5.6.1 Establishment. The Executive Committee shall establish committees of this Section, as may be appropriate, to perform functions comparable to those of committees of the Institute, to maintain liaison with such Institute committees, and to assist in carrying out the purposes and objectives of the Institute and this Section. The name, size, duration, and responsibilities of each Section committee shall be determined by the Executive Committee or President; shall be recorded in the minutes of its proceedings and the records of this Section; and shall be reviewed and kept current by the Executive Committee or President on an annual basis.
- 5.6.2 Term of Existence. The Executive Committee may discharge and dissolve any committee at any time, except those committees required by the Institute. Every committee, other than the standing committees specified herein, shall automatically be discharged following completion of its work and the submission of its report, recommendations or findings. The Secretary shall record such discharge in the minutes of the Executive Committee and remove the committee from the list of Section Committees.
- 5.6.3 Special Committees. The President may establish and appoint any ad hoc or special committee as may be needed for special projects and functions of the Section. Such action shall be reported to the Executive Committee and recorded in the minutes thereof. Unless extended or renewed by affirmative action of the Executive Committee, each such committee shall complete its work within, and shall automatically be discharged at the conclusion of, the term of office of the President. The President may choose to maintain or alter the special committee, as well as keep or change the chair of said committee.

ARTICLE 6. DISTRICTS AND CHAPTERS OF THIS SECTION

- 6.1 Establishment. The Executive Committee may subdivide its territory into two or more districts. The Executive Committee may establish, alter or dissolve subsidiary chapters.
- 6.2 District and Chapter Organization and Operations. Districts and chapters shall be organized by the Executive Committee in accordance with the Institute Bylaws and policies. This Section shall remain responsible to the Institute for the conduct of all of the activities and affairs of such districts and chapters, and for all reports and other responsibilities required by the Institute.

ARTICLE 7. PROPERTY AND FINANCES

- 7.1 Fiscal Year. The fiscal year of this Section shall coincide with the Institute's fiscal year.
- 7.2 Section Funds and Property
- 7.2.1 Property of Institute. The Institute is a single, unified organization, and all property and funds held by a Section are the property and funds of the Institute, entrusted to the Section for its use and benefit in accordance with the purposes of the Institute. Upon dissolution of this Section, or otherwise upon the demand of the Institute, this Section shall transfer all funds and property held by it to the Institute, or as directed by the Institute. This Section shall not permit any lien or encumbrance to be placed on any of the funds or property held by this Section, without the express prior approval of the Institute Executive Committee.
- 7.2.2 Section Accounts. All funds of this Section shall be deposited and maintained in accounts in financial institutions designated by the Executive Committee and approved by or meeting standards established by the Institute Treasurer, and shall bear the name "American Institute of Professional Geologists-Minnesota Section." The Treasurer and the President shall all be authorized signatories on all such accounts. It shall be the responsibility of the Treasurer to obtain all necessary signatures and authorizations required to open and maintain such accounts, and to provide the depository with the Institute tax identification numbers and other data.
- 7.2.3 Section Property. This Section shall hold no real property of any nature, nor any interest in any real property. All personal property of this Section, other than expendables and inventories such as office supplies, shall be held in the name of the American Institute of Professional Geologists-Minnesota Section. This Section shall not acquire any property which would create a financial burden upon the Institute. Any expenditure for property in excess of \$200.00 shall be subject to the approval of the Executive Committee.
- 7.2.4 Expenditures. Funds of this Section shall be disbursed by the Treasurer by through the Section's accounts. Unless specifically approved by the Institute Executive Committee, no expenditure may be made or debt or obligation incurred which exceeds the assets held by this Section. Unless specifically approved by the Executive Committee, no expenditure may be made or debt or obligation incurred which is in excess of the amounts budgeted.

- 7.2.5 Institute Tax Exemption. This Section shall comply with all requirements necessary to maintain the Institute's tax exemption as a professional organization under section 501(c)(6) of the Internal Revenue Code and any similar state or local tax exemptions; shall maintain and produce all records required for the proper reporting by the Institute; and shall not engage in any activity, or collect or disburse any funds which would threaten the tax-exempt status of the Institute or subject the Institute to any fines, penalties, or levies by taxing authorities.
- 7.2.6 Reporting. All financial transactions, including receipts, expenditures, and fund balances, shall be reported to the Institute at such times and in the form and manner required by the Institute.
- 7.3 Section Dues, Assessments and Fundraising
- 7.3.1 Annual Dues. The annual dues of this Section for each category of its membership shall be proposed by the Executive Committee. This Section shall notify the Institute of the proposed amount of this Section's annual dues, upon request of the Institute and no less than annually. Dues rates must be approved by the Institute Executive Committee.
- 7.3.2 Collection of Dues. Section dues shall be collected and remitted to this Section as provided in the Institute Bylaws, in accordance with Institute procedures.

ARTICLE 8. APPROVAL AND AMENDMENTS

- 8.1 Approval by Institute. These Bylaws are subject to the initial approval of the Institute Executive Committee, as evidenced by the signature of an authorized Institute Officer appearing hereon. These Bylaws may not be amended or altered in any manner that will bring them into conflict with the Bylaws, policies, procedures or directives of the Institute. Any amendment of these Bylaws shall be subject to the approval of the Institute Executive Committee. The date of each such amendment, and the Institute Executive Committee's approval thereof, shall be recorded herein.
- 8.2 Amendments
- 8.2.1 Amendments at Meetings of the Members. Subject to the subsequent approval of the Institute Executive Committee, these Bylaws may be amended by an affirmative vote of two-thirds of the Members of this Section present and eligible to vote thereon at any meeting of this Section.

- 8.2.2 Amendments by Mail Ballot. Subject to the subsequent approval of the Institute Executive Committee, these Bylaws may be amended by majority vote of the Members by mail ballot.
- 8.3.3 Amendments by Online Ballot. Subject to the subsequent approval of the Institute Executive Committee, these Bylaws may be amended by majority vote of the Members by online ballot.
- 8.2.4 Submission, Approval and Notice of Amendments. All amendments submitted for approval by the Members of this Section:
1. shall have been approved by the Executive Committee, or set forth in a written petition signed by at least a quorum of the Members of this Section; or
 2. shall have been the subject of not less than 60 days notice to the membership containing the proposed amendment or description thereof.
- 8.2.5 Amendments by Executive Committee. These Bylaws may be amended by a two-thirds vote of the entire Executive Committee where (1) the amendments do not substantially affect the rights, privileges and obligations of the membership of this Section, or (2) such amendments have been recommended (but not required) by the Institute, upon 30 days' notice to the membership describing the proposed amendments. All amendments are subject to approval by the Institute Executive Committee.
- 8.2.6 Amendments Required by the Institute. These Bylaws shall be amended by the Executive Committee as necessary to comply with (1) changes in Institute Bylaws; policies or procedures, (2) a directive from the Institute requiring such amendment, or (3) any laws, regulations, or legal decisions affecting the Institute. Notice of the amendment or amendments shall be given to the membership of this Section as soon as practicable after they have been approved by the Institute Executive Committee. Any directive of the Institute requiring amendment of these Bylaws shall have the same force and effect as an amendment, and shall supersede and take precedence over any provisions of these Bylaws which are in conflict or are inconsistent therewith.

RECORD OF ESTABLISHMENT, ADOPTION, APPROVAL AND AMENDMENT

1. This Section was originally established on October 25, 1965 under the name Minnesota Section of the American Institute of Professional Geologists.
2. The formation of this Section was formally approved by the Institute on October 25, 1965.
3. These Bylaws were initially adopted on _____, pursuant to [action by the Executive Committee] [a membership meeting] [mail ballot of the members] of [this Section] [the _____ Section of the American Institute of Professional Geologists].
4. These Bylaws were approved by the Institute for conformity and consistency with Institute Bylaws, policies and procedures, pursuant to written notice dated December 27, 1991, and signed by Larry R. Rhodes, Institute Secretary, a copy of which is, attached hereto.

The following amendments to the provisions of these Bylaws have been made and approved as set forth below:

<u>Provision</u>	<u>Date Adopted by Section</u>	<u>Date Approved by Institute Executive Committee</u>	<u>Initials of Secretary</u>
Complete Revision of Bylaws		October 15, 1991	LRR