

BYLAWS
of
CENTRAL OREGON GEOSCIENCE SOCIETY

Article I. Name

The name of this Corporation shall be the Central Oregon Geoscience Society (*“COGS” or “Corporation” herein*)

Article II. Principal Place of Business

The Corporation’s principal place of business shall be located in Deschutes County in the state of Oregon. The Board of Directors may by resolution, at any time, change the location of the Corporation’s principal place of business within Oregon.

Article III. Purpose

This Corporation shall be organized and operated exclusively for charitable, scientific, literary, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this Corporation shall be to engage in any lawful activities, none of which is for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

The primary purpose of the Corporation is the promotion of a greater understanding of the geological sciences through educational outreach, technical presentations, and field trips.

Article IV. Members

Section 1. Eligibility for Membership. Any individual who is interested in the purposes and affairs of COGS shall be eligible for membership, subject to any additional standards and payment of annual dues that may be set from time to time by the Board of Directors. Memberships are nontransferable and will terminate on the death, resignation, non-renewal of membership, or removal of the member.

Section 2. Guests (not Members). At the discretion of the Board, non-members may attend group activities as Guests. Guests must sign the Corporation liability waiver each time they participate in an activity.

Section 3. Dues. Dues are payable on a 12-month anniversary basis, starting from the date of their first dues payment. Membership will end if renewal dues are not received within 30 days after the end of their 12-month anniversary date. The amount of the dues payable annually may be changed by a majority vote of those attending the annual general membership meeting. Such change(s) shall take effect immediately.

Section 4. Memberships. COGS membership shall be divided into two classes: Family Membership and Individual Membership.

Section 5. Membership Classifications. In addition to the general qualifications stipulated in Section 4 above, each class of membership shall have the qualifications listed below:

- (a) "Family Membership" is comprised of at least one adult over the age of 18 years, plus all children living in that adult's family household. Each parent over the age of 18 in the Family Membership shall have one vote, up to a maximum of two votes for each Family Membership. Any person not registered as part of the Family Membership may hold a separate membership as an Individual Membership.
- (b) An Individual Membership shall be a person of 18 years of age or older and shall have one vote.

Section 6. Voting Rights. Vacant positions on the Board of Directors shall be filled by election at the Annual Membership meeting. "Vacant positions" includes Directors whose position has been vacated for any reason, and those Directors whose term ends on the date of the Annual Membership Meeting. Members authorized to vote may cast their vote for one candidate for each vacant position. Family Memberships may cast up to two votes for a candidate for each vacant position, and each of the Family Membership's vote does not have to be for the same candidate.

Section 7. Termination of Membership. The following may be a basis for termination of membership:

- (a) **Nonpayment of Dues.** The membership of any Member shall automatically terminate in the event such member shall fail to pay their annual dues to the Corporation within ninety (90) days from the initial due date thereof.
- (b) **Termination by Board of Directors.** The Board of Directors, upon the affirmative vote of two-thirds (2/3) of all Directors in office at that time, may terminate the membership of a Member with or without cause. The Board shall give the member at least fourteen (14) days written notice by first class or certified mail of the termination and the reasons for the termination. The Board shall give the member an opportunity to be heard, orally or in writing, not less than seven (7) days before the effective date of the termination.

Section 8. Meetings of the Membership.

- (a) **Annual Meeting.** The Annual Meeting of the Corporation shall be held each calendar year at a time and place to be determined by the Board of Directors. Ten (10)

members shall constitute a minimum required quorum to conduct business.

(b) Special Meetings. Special meetings of the membership may be held at the call of the Board of Directors.

(c) Board Meeting Attendance. Members shall be entitled to attend any regular or special meeting of the Board of Directors and shall be entitled to address the Board regarding the governance of the Corporation or other issues directly related to the purposes of the Corporation. However, general members shall not have voting rights on any matters, other than the election of Board members at the Annual Meeting or a special meeting called for the purposes of electing members of the Board of Directors.

(d) Notice of Meetings. Notice of all meetings of the membership shall be sent to each member at the most recent email address of record at least fourteen (14) but not more than thirty (30) days before the meeting. The notice shall include the date, time, place, and purposes of the meeting. All meeting membership and Board meeting information shall also be posted on any website of the Corporation that may be in use at the time meetings are scheduled

Section 9. Referendum or Action by Members without a Meeting. Upon initiation of the Board of Directors or a petition to the Board signed by twenty-five (25) members, certain business of the Society may be decided by means of a referendum by mail ballot at any time. Ballots shall be mailed or e-mailed to all members on the Members List by the Secretary. For a membership vote to be valid, a quorum of ten (10) members must participate by returning completed ballots to the Secretary within the time allowed in this section. To be counted as votes, ballots must be returned to the Secretary within thirty (30) days of the date the notice is mailed. A proposal shall be approved by a two thirds (2/3) majority of member votes received. The Secretary shall certify the vote to the Board of Directors.

Section 10. Date. The record date to determine the members entitled to notice of a members' meeting, to demand a special meeting, to vote, or to take any other lawful action, will be as follows:

(a) The record date to determine the members entitled to notice of a members' meeting will be thirty (30) days before the day that notice is first mailed or otherwise transmitted to members in accordance with Section 6(d).

(b) The record date to determine the members entitled to demand a special meeting will be the date the first member signs the demand.

(c) The record date to determine the members entitled to vote at a members' meeting will be thirty (30) days before the date of the meeting.

(d) The record date to determine the members entitled to exercise any rights with respect to any other lawful action will be the day on which the Board of Directors adopts the resolution relating thereto or the 60th day before the date of such other action, whichever is later.

Article V. Board of Directors

Section 1. General Powers. The business and affairs of this Corporation shall be

governed by its Board of Directors.

Section 2. Number of Directors. The number of Directors of this Corporation shall consist of no less than five (5) and no more than eleven (11) Directors.

Section 3. Qualifications. Membership on the Board of Directors shall be open to all Members with a demonstrated commitment to advancing the purposes of the Corporation and will not be restricted on the basis of race, color, sex, sexual orientation, religion, creed, marital status, national origin, disability, or political belief. The Board of Director's shall strive to select a slate of candidates for the Board of Directors that is broadly representative of the overall membership.

Section 4. Nomination and Election. The current Board of Directors shall be responsible for identifying prospective candidates for election to the Board of Directors. No later than fourteen (14) days before the Annual Meeting, the Board of Director shall present to the Members a slate of candidates proposed for the Board of Directors and the term for which each is nominated. Relevant biographical and professional information about each candidate shall be sent to the Members along with the notice of the Annual Meeting.

Section 5. Terms. The term of office of each initial Director elected or appointed at the Organizational Meeting shall be one, two, or three years. One third of the initial Directors shall serve for an initial term of one year; one third shall serve an initial term of two years, and one third shall serve an initial term of three years. One third of the Directors shall be replaced at each annual meeting of members. Successive terms are for a period of three years. Directors may be elected to successive terms of office. Despite the expiration of a Director's term, the Director will continue to serve until the Director's successor is elected and qualifies, or until there is a decrease in the number of Directors.

Section 6. Removal. Any Director may be removed, with or without cause, by a vote of two-thirds (2/3) of the Directors then in office.

Section 7. Vacancies. Vacancies on the Board of Directors shall be filled by an affirmative vote of a majority of the Directors then in office at a regular or special meeting of the Board called for that purpose. A successor Director shall serve for the unexpired term of the predecessor.

Section 8. Quorum and Action. At any meeting of the Board of Directors a majority of the Directors then in office shall constitute a quorum. If a quorum is present, action may be taken by a majority vote of the Directors present.

Section 9. Meeting Procedures. All regular and special meetings of the Board of Directors and the Annual Meeting or other general membership meetings shall be conducted using procedures described in *Robert's Rules of Order*, 11th Edition (or whichever edition is most recent at the time the meeting is held).

Section 10. Annual Meeting and Regular Meetings. The Board of Directors shall hold an annual meeting immediately following the Annual Membership Meeting. No notice is required for the Annual Meeting of the Board of Directors. At the Annual Meeting of the Board of Directors, the Board of Directors shall appoint Officers of the Corporation for the following year. Regular meetings of the Board of Directors shall be held at a time and place as shall be determined by resolution of the Board of Directors. No notice of Regular meetings established by resolution of the Board of Directors is required.

Section 11. Special Meetings. Special meetings of the Board may be called by the President of the Board or by written notice filed with the Secretary of the Board by one-third (1/3) of the Directors then in office. Notice of special meetings of the Board of Directors shall be delivered to each Director by telephone or by mail or by electronic mail not less than five (5) business days prior to said special meeting. Notice delivered by voice mail messaging is not effective as notice of a meeting.

Section 12. Alternative Meeting Venue. Any regular or special meeting of the Board of Directors may be held by telephone, telecommunications, or electronic means, as long as all Directors in attendance can hear or read each other's communications during the meeting. All participating Directors shall be informed that a meeting is taking place at which official business may be transacted.

Section 13. No Salary. Directors shall not receive salaries for their Board services but may be reimbursed for authorized expenses specifically approved by the Board.

Section 14. Expenditures. No expenditure shall be made of Corporation funds unless authorized by a majority vote of the Board. Votes may be done via email. Expenditures authorized by a current budget approved by the Board do not require further Board approval.

Section 15. Budget. A budget for the fiscal year shall be approved by the Board of Directors for the purpose of managing Corporation funds. The budget may be reviewed and revised by the Board at any time during their administration. Copies of the proposed and approved budget shall be available to Corporation Members.

Section 16. Action Without Meeting by Unanimous Written Consent. Any action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board of Directors. The action must be evidenced by one or more written consents describing the action taken, be signed by each Director, and be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Director signs the consent unless the consent specifies an earlier or later effective date. As used in this Section 16, "written" includes a communication that is transmitted or received by electronic means, and "sign" includes an electronic signature. A consent under this section has the effect of a meeting vote and may be

described as such in any document.

Section 17. Waiver of Notice. A Director may at any time waive any notice required by these bylaws. Except as provided in the following sentence, any waiver must be in writing, must be signed by the Director entitled to the notice, must specify the meeting for which the notice is waived, and must be filed with the minutes or the corporate records. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director, at the beginning of the meeting or promptly on the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

Article VI. Committees

Section 1. Designation of Committees. The Board may designate committees to research issues and advise the Board on all matters of interest to the Corporation. Committee membership may include Board members or general members of the Corporation.

Section 2. Committee Members. The Board shall approve all committee members and may designate a chair of the committee.

Section 3. Terms. The term of a committee chair and committee members shall be one year. Chairs and members may be appointed to successive terms.

Section 4. Limitations on the Powers of Committees. Any committee appointed by the Board shall be advisory and may not commit the organization to any specific action or payment of monies without specific approval of the Board.

Section 5. Committee Meeting Minutes. All committees so appointed shall report all actions to the Board of Directors.

Article VII. Officers

Section 1. Titles. The officers of this Corporation shall consist of a President, Vice President, Treasurer, Secretary, and other such officers as the Board may appoint. All officers of the Corporation shall be selected from the Board of Directors and must be members of the Board of Directors.

Section 2. Nomination and Election. Officers shall be elected or re-elected at the first Board meeting following the Annual Meeting by a majority vote of a quorum of the Board

Section 3. Terms. Officers shall serve for a term of one year or until their successors are duly elected. Officers may be elected for successive terms. Terms of office begin immediately upon election.

Section 4. Vacancy. A vacancy in any office shall be filled by the Board of Directors not later than the first regular meeting of the Board of Directors following the meeting at which the vacancy was reported.

Section 5. Other Officers. The Board of Directors may elect or appoint such other officers and agents as it shall deem necessary or desirable. They shall hold their offices for such terms and shall have such authority and perform such duties as shall be determined by resolution of the Board of Directors.

Section 6. Removal. Any person elected or appointed as an officer by the Board may be removed from office by a vote of a majority of the Board members then serving on the Board.

Section 7. President. The President will preside at meetings of the Board of Directors, will ensure that the Board of Directors is advised on all significant matters of the corporation's business, will act as a principal spokesperson and representative of the corporation, will be the chief executive officer of the corporation, will have the general powers and duties of management usually vested in a chief executive officer, and will have other powers and duties that may be prescribed by resolution of the board of directors or these bylaws.

Section 8. Vice- President: In the absence of the President or in the event of her/his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of the President. The Vice-President shall perform such other duties as from time to time may be assigned by the Board of Directors.

Section 9. Secretary. The Secretary shall have overall responsibility for all record keeping of the Board of Directors. The Secretary shall perform, or cause to be performed, the following duties:

- (a) **Board meeting minutes.** Official recording of the minutes of all proceedings of regular and special meetings of the Board of Directors.
- (b) **Membership meeting minutes.** Official recording of the minutes of all proceedings of the Annual Meeting.
- (c) **Preside.** Preside at meetings of the Board of Directors in the absence of the President and Vice-President.
- (d) **Records.** Retain all records of the Corporation.
- (e) **Membership list.** The membership list will be kept current by the Secretary. Members may request that any personal information, such as address and phone number, not be made available to the general membership. No list provided to a member may be distributed to any entity outside of COGS.
- (f) Any other duties, as may be prescribed by resolution of the Board of Directors.

Section 10. Treasurer. The Treasurer shall have overall responsibility for all Corporation funds. The Treasurer shall perform, or cause to be performed, the

following duties:

- (a) Financial records.** Keeping of full and accurate accounts of all the financial records of the Corporation.
- (b) Banking.** The deposit of all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by resolution of the Board of Directors.
- (c) Disbursements.** The disbursement of all funds for all expenditures authorized by resolution of the Board of Directors; Withdrawals from the Corporation account for amounts greater than \$250 shall be made only with joint signatures of two (2) of the elected officers, unless such expenses are authorized by a current budget approved by the Board, in which case the Treasurer may disperse budgeted funds without a second signature.
- (d) Financial reports.** The making of financial reports as to the financial condition of the Corporation to the Board of Directors at regular Board meetings and at the Annual Meeting of the general membership.
- (e) Governmental reports.** Prepare and file all required governmental reports.
- (f)** Any other duties as may be prescribed by resolution of the Board of Directors.

Article VIII. Non-Discrimination Policy

It shall be the operational policy of this Corporation not to discriminate against any person on the basis of race, color, sex, sexual orientation, religion, creed, marital status, national origin, disability, or political belief.

Article IX. Corporate Indemnity

This Corporation will indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a Director or Officer of this Corporation. This Corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification substantively, procedurally, and otherwise.

Article X. Prohibited Activity

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, Directors, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article XI. Dissolution

The Corporation may dissolve in the following manner: (1) The Board of Directors shall adopt a resolution recommending the Corporation be dissolved, and directing such dissolution be submitted to the membership at a special meeting or an annual meeting. Written notice of the special meeting and its purpose shall be sent to all voting members. The resolution to dissolve the Corporation shall be adopted by at least two-thirds vote of the membership.

No member is entitled to share in the distribution of any of the corporate assets upon dissolution of COGS. In such case, after payment of all liabilities, all remaining assets shall be distributed by the Board for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XII. General Provisions

Section 1. Amendment of Bylaws.

- (a) The Board of Directors may amend the bylaws by a 2/3rds super majority vote.
- (b) Whenever an amendment or a new bylaw is adopted, it will be copied in the minute book with the original bylaws in the appropriate place. If any bylaw is repealed, the fact of repeal and the date on which the repeal occurred will be stated in that book and place.

Section 2. Inspection of Books and Records. All books, records, and accounts of the corporation will be open to inspection by the directors in the manner and to the extent required by law.

Section 3. Checks, Drafts, etc. All checks, drafts, and other orders for payment of money, notes, or other evidence of indebtedness issued in the name of or payable to the Corporation must be signed or endorsed by the person or persons and in such manner that may be determined from time to time by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed must be deposited to the credit of the Corporation in those banks, trust companies, or other depositories as the board of Directors or officers of the Corporation designated by the Board of Directors select or be invested as authorized by the Board of Directors.

Section 5. Loans or Guarantees. The Corporation may not borrow money and no evidence of indebtedness may be issued in its name unless authorized by the Board of Directors. This authority may be general or confined to specific instances. Except as explicitly permitted by ORS 65.364(1), the Corporation may not make a loan, guarantee an obligation, or modify a preexisting loan or guarantee to or for the benefit of a Director or officer of the corporation.

Section 6. Execution of Documents. The Board of Directors may, except as otherwise provided in these bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. This authority may be general or confined to specific instances. Unless authorized by the Board of Directors, no officer, agent, or employee will have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

Section 7. Insurance. The Corporation may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a Director, officer, employee, or agent of the Corporation, or who, while a Director, officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise; however, the Corporation may not purchase or maintain such insurance to indemnify any Director, officer, or agent of the Corporation in connection with any proceeding charging improper personal benefit to the Director, officer, or agent in which the Director, officer, or agent was adjudged liable on the basis that personal benefit was improperly received by the Director, officer, or agent.

Section 8. Fiscal Year. The fiscal year of the corporation will begin on the first day of January and end on the last day of December in each year.

Section 9. Severability. A determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective will not affect or invalidate any other provision of these bylaws.

The undersigned, being all of the directors of COGS hereby approve and consent to the bylaws attached hereto as the Bylaws of COGS.

Name

Date

Daniele McKay

Derek Loeb

Fred Tanis

John Stockham

Steven Goldberg

George Lemagie

Scott Robinson

Inge Frylund

Robert Timmer

Hal Wershow

Sage Reuter
