

# Long Island Association of Professional Geologists, Inc.

## By-Laws

### ARTICLE I

#### **Name and Offices**

The name of the organization is the Long Island Association of Professional Geologists, Inc. (LIAPG). The principal office of the LIAPG shall be located within the State of New York as the Board may from time to time determine.

### ARTICLE II

#### **Purpose**

The LIAPG has been formed by mutual agreement between geologists located in the Long Island / Metropolitan New York City area to create a more formal organization dedicated to the professional and business needs of geologists. The LIAPG is a regional association primarily covering, but not limited to, the Counties of Kings, Queens, Nassau and Suffolk, and including the immediately surrounding communities in New York, New Jersey, and Connecticut.

The LIAPG's mission and goals are to:

- Provide a forum for geologists in the Long Island/Metropolitan New York City area to address professional, legal, economic, and social aspects of geological practice.
- Provide input to Federal, State, and local government agencies engaged in the regulation of the practice of geology or professional services affecting the geological professions.
- Support geologic education in primary and secondary schools and in colleges and universities in the LIAPG's coverage area, including providing continuing education opportunities for professional geologists.
- Assist geologists in developing professionally recognized qualifications by supporting professional licensing efforts, instituting professional education and development activities, and upholding the standards of professional practice of recognized national and local geologist organizations.

If the LIAPG should disband or otherwise cease to function, the LIAPG shall be dissolved and any remaining assets shall be donated to a recognized charity or educational institution, including scholarship funds, designated at that time by the Board of Directors.

### ARTICLE III

#### **Members**

Section 1. Membership Classes. Membership classes in LIAPG consists of Professional, Associate, Student, and Retired members. All classes of membership shall have voting privileges unless otherwise stated.

- (a) Professional – A Professional Member must meet the minimum requirements of a professional geologist as set forth by Article 145 of the New York State Education Law.
- (b) Retired Member - A geologist who is no longer actively employed in the profession may become a Retired Member. A retired geologist may engage in occasional or part-time work, such as teaching or consulting, so long as it averages less than 20 hours per week.
- (c) Student Member - A student enrolled in a study program focusing on geology, earth science, or a related field may become a student member.
- (d) Associate Member – An associate member is someone that does not otherwise meet the requirements of the other member definitions.

Section 2. Member Meetings. A meeting of the members shall be held annually at the last meeting of the year for the election of Board Members. Notice will be given to all members at least ten days but not more than fifty days prior to the annual member meeting. Notice may be given by e-mail, addressed to such Board Member at his/her e-mail address as it appears on the records of the President, or by other suitable means. Such notice shall state the time and place where the meeting is to be held.

Each member in good standing (i.e., dues are up to date) registered voting member shall have a single vote. Voting members may provide a written or electronic proxy to another duly registered voting member of the LIAPG to cast a vote on behalf of the non-present member, in addition to the vote of the present member. A proxy is valid only for the meeting at which the proxy is intended to be used and must be signed and dated. Board Members shall be elected by a plurality of the votes cast at a meeting of members.

Section 3. Quorum at Member Meetings. At each meeting of the members, the presence of members and proxies entitled to cast one-tenth of the total number of votes entitled to be cast shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without notice other than by announcement at the meeting, until such a quorum is present.

Section 4. Membership Term and Dues. Membership shall be for one calendar year. Membership dues shall be set by resolution of the Board.

## **ARTICLE IV**

### **Board of Directors**

Section 1. Powers and Numbers. The affairs and property of the LIAPG shall be managed by or under the direction of the Board of Directors (the “Board”) in accordance with the purposes and limitations set forth in the Certificate of Incorporation and in these Bylaws. The number of Board Members shall be at least five but no more than fifteen and the Board shall strive to keep an odd number of Board Members.

Section 2. Election and Term. The initial Board Members shall be the persons identified as serving on the organizing committee at the time of incorporation and shall serve until the first annual meeting of the Board. In the election held by the LIAPG at the first annual meeting of the Board, there shall be Board Members elected. The number of initial Board Members positions open shall correspond to the number of members of the organizing committee at the time of incorporation. To become a Board Member, a person shall volunteer for the position of a Board Member and be elected by a majority of the Board. Board Members shall hold office for a one-year term and each shall continue in office for such term and until such Board Member's successor shall have been elected or qualified, or until such Board Member's death, resignation, or removal.

Section 3. Newly Created Directorships. Newly created Board Memberships resulting from an increase in the authorized number of Board Members and vacancies occurring in the Board for any cause, including any vacancy occurring by reason of the removal of any Board Member from office with or without cause, may be filled by the vote of the majority of the Board Members then in office, even if less than a quorum, or by a sole remaining Board Member. Each Board Member so elected shall serve until the next annual meeting and until such Board Member's successor is elected or appointed and qualified or until such Board Member's earlier death, resignation, or removal.

Section 4. Removal. Any or all of the Board Members may be removed for cause by vote of the members or by vote of the Board Members provided there is a quorum of not less than a majority present at the meeting of Board Members at which such action is taken.

Section 5. Resignation. Any Board Member may resign at any time by giving five days written/emailed notice to the President and Secretary. The resignation shall take effect at the time specified therein, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Meetings. The annual member meeting and regular meetings of the Board shall be held at such times and places as may from time to time be fixed by the Board or may be specified in a notice of meeting. Regular or special meetings of the Board may be held at any time upon the call of the President or any two Board Members.

Section 7. Notice of Meetings. Notice need not be given of regular meetings of the Board if the time and place of such meetings are fixed by the Board. Notice of each special meeting of the Board must be given to each Board Member not less than one week before such meeting. Notice shall be given by e-mail, addressed to such Board Member at his/her e-mail address as it appears on the records of the President, or by other suitable means. Such notice shall state the time and place where the meeting is to be held and to the extent possible, the purpose(s) for which the meeting is called. Notice of any adjournment of a meeting of the Board to another time or place shall be given to any Board Members who were not present at the time of the adjournment. Notice of a regular or special meeting need not be given to a Board Member who

submits a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to him or her.

Section 8. Quorum. At each meeting of the Board, the presence of at least one-third of the total number of Board Members shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Board, a majority of the Board Members present may adjourn the meeting from time to time without notice other than by announcement at the meeting, until such a quorum is present.

Section 9. Manner of Acting. The vote of a majority of the Board Members present at any meeting at which there is a quorum shall be the act of the Board.

Section 10. Meeting by Telephone Conference. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a telephone conference or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 11. Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if a majority of members of the Board consent in writing or electronically to the adoption of a resolution authorizing the action. The resolution and written consents thereto by the members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Section 12. Compensation of Board Members. The Board Members of the LIAPG shall receive no compensation for carrying out their duties as Board Members.

## **ARTICLE VI**

### **COMMITTEES**

Section 1. Nominating Committee. By resolution of the Board, a Nominating Committee may be appointed consisting of three Board Members, who shall be elected by a plurality of the votes cast by the Board Members of the LIAPG at each Annual Meeting and shall serve until the next Annual Meeting. The Nominating Committee shall present a slate of nominees for the members at the next Annual Meeting following its election.

Section 2. Other Standing Committees. The Board, by resolution adopted by a majority of the entire Board, may designate from among its members other standing committees consisting of three or more members including one Board Member. The standing committees shall have such authority as the Board shall by resolution provide, except that no such committee shall have authority as to the following matters:

- (a) The submission to members of any action requiring members' approval.
- (b) The filling of vacancies in the Board or in any committee.
- (c) The fixing of compensation of the Board Members for serving on the Board or on any committee.
- (d) The amendment or repeal of the Bylaws, or the adoption of new Bylaws.
- (e) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

Section 3. Special Committees. The Board may designate special committees, each of which shall consist of such persons and shall have such authority as is provided in the resolution designating the committee, except that such authority shall not exceed the authority conferred on the Standing Committees by Section 2 of this Article VI.

Section 4. Meetings. Meetings of committees shall be held at such time and place as shall be fixed by the President of the LIAPG or the chair of the committee or by vote of a majority of all of the members of the committee.

Section 5. Quorum and Manner of Acting. Unless otherwise provided by resolution of the Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee. The procedures and manner of acting of the committees of the Board shall be subject at all times to the directions of the Board.

Section 6. Tenure of Members of Committees of the Board. Each committee of the Board and every member thereof shall serve at the pleasure of the Board.

Section 7. Alternate Members. The Board may designate one or more Board Members as alternate members of any standing committee of the Board who may replace any absent member or members at any meeting of such committee.

## **ARTICLE VII**

### **Officers**

Section 1. Officers. The officers of the LIAPG shall at least consist of a President, a Vice President, a Secretary, and a Treasurer, and such other officers, if any, as the Board may from time to time appoint in lieu of President and Vice-President, two Co-Presidents may be elected. All officers shall be chosen by and shall serve at the pleasure of the Board and are ex-officio members of the Board of Directors.

Section 2. Election, Term of Office, and Qualifications. The officers of the LIAPG shall be elected annually by a majority vote of the Board following the election of Board members at the annual meeting of the Board, and each officer shall hold office until such officer's successor is elected and qualified or until such officer's earlier death, resignation, or

removal. One person may not hold more than one office at a time. All officers shall be subject to the supervision and direction of the Board.

Section 3. Removal. Any officer elected or appointed by the Board may be removed at any time, with or without cause, at any meeting by a majority of the entire Board at which a majority of the Board Members is present or by action in writing signed by a majority of the entire Board.

Section 4. Resignations. Any officer may resign at any time by giving five days written or electronic mail notice to the President and Secretary. The resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for regular appointment to such office.

Section 6. President. The President shall:

- (a) preside at all meetings of the Board;
- (b) exercise general charge and supervision of the affairs of the LIAPG and shall do and perform such duties as the Board may assign to the President;
- (c) keep the Board fully informed about the activities of the LIAPG;
- (d) have the power to sign and execute alone in the name of the LIAPG all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature.

Section 7. Vice President. At the request of the President, or in the event of the President's absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President, and the Vice President shall have such other powers and perform such other duties as the Board may assign to the Vice President.

Section 8. Secretary. The Secretary shall:

- (a) record and keep the minutes of all meetings of the Board in books or electronically to be kept for that purpose;
- (b) see that all notices and reports are duly given or filed in accordance with these Bylaws or as required by law;
- (c) be custodian of the records (other than financial) and have documents whose execution on behalf of the LIAPG is required by law or duly authorized in accordance with these Bylaws; and
- (d) in general, perform all duties incident to the office of Secretary and such other duties as the Chair of the Board may from time to time assign to the Secretary.

Records may be kept in written form or in any other form capable of being converted into written form within a reasonable time.

Section 9. Treasurer. The Treasurer shall:

- (a) have charge and custody of, and be responsible for, all funds and securities of the LIAPG and deposit all such funds in the name of the LIAPG in such depositories as shall be designated by the Board;
- (b) exhibit at all reasonable times the LIAPG's books of account and records to any of the Board Members of the LIAPG within three days upon application;
- (c) render a statement of the condition of the finances of the LIAPG at each regularly scheduled meeting of the Board;
- (d) complete and submit required financial filings with regulatory agencies;
- (e) receive, and give receipt for, amounts due and payable to the LIAPG from any source whatsoever and, subject to the direction of the Board, authorizing the disbursement of funds of the LIAPG; and
- (f) in general, perform all the duties incident to the office of Treasurer, and such other duties as the Board may from time to time assign to the Treasurer.

Section 10. Employees and Other Agents. The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as a majority of the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities and duties.

Section 11. Compensation. Any Board Member of the LIAPG shall receive no compensation for carrying out their duties as Board Members of the LIAPG.

## **ARTICLE VIII**

### **Execution of Instruments**

Section 1. Contracts and Instruments. The Board, subject to the provisions of Article XI, may authorize any Officer or agent of the LIAPG to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the LIAPG. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one Officer may be signed by one person in more than one capacity.

Section 2. Deposits. Funds of the LIAPG may be deposited from time to time to the credit of the LIAPG with the depositories that are selected by the Board.

Section 3. Orders for the Payment of Money and Endorsed for Deposit.

- (a) All checks, drafts, or other orders for the payment of money, notes, or acceptances issued in the name of the LIAPG shall be signed by the Officer(s) or agent(s) of the LIAPG authorized, and in the manner determined from time to time, by resolution of the Board.

(b) Endorsements for deposits to the credit of the LIAPG in any of its authorized depositors may be made, without countersignature, by any Officer of the LIAPG.

## **ARTICLE IX**

### **Indemnification**

Section 1. Indemnification. LIAPG, Inc. shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to:

(a) any matter as to which he or she shall have been finally adjudicated in any proceeding that his or her acts were committed in bad faith, willful negligence, or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding;

(b) he or she personally gained in fact a financial profit or other advantage to which he was not legally entitled; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

Section 2. Insurance. The LIAPG shall have the power to purchase and maintain insurance to indemnify the LIAPG for any obligation which it incurs as a result of its indemnification of Board Members and officers pursuant to Section 1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 1 above.

## **ARTICLE X**

### **General Provisions**

Section 1. Fiscal Year. The fiscal year of the LIAPG shall operate from January 1<sup>st</sup> through December 31<sup>st</sup>.

Section 2. Books and Records. The LIAPG shall keep correct and complete books and records of the activities and transactions of the LIAPG, including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, all resolutions of the Board, and all minutes of meetings of the Board and committees thereof. Records may be kept in written form or in any other form capable of being converted into written form within a reasonable time.

## **ARTICLE XI**

### **Conflicts of Interest**

Section 1. Purpose. The purpose of the conflict of interest policy is to protect the LIAPG's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Board Member of



the LIAPG or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## Section 2. Definitions.

1. Interested Person: Any Board Member, or member of a committee, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - a) An ownership or investment interest in any entity with which the LIAPG has a transaction or arrangement;
  - b) A compensation arrangement with the LIAPG or with any entity or individual with which the LIAPG has a transaction or arrangement; or
  - c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the LIAPG is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3, subsection 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## Section 3. Procedures.

1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board Members or committee members considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest: An interested person may make a presentation at the board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - a. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - b. After exercising due diligence, the board or committee shall determine whether the LIAPG can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

- c. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board or committee shall determine by a majority vote of the disinterested Board Members whether the transaction or arrangement is in the LIAPG's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflicts of Interest Policy: If the board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  - a. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the board and all committees with board delegated powers shall contain: The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed; and the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Annual Statements. Prior to the initial election or appointment of any officer, Board Member, or member of a committee, and annually thereafter, each Board Member, officer, or member of a committee shall complete, sign, and submit to the Secretary of the LIAPG a written statement identifying, to the best of that person's knowledge, any entity of which such Board Member is an officer, Board Member, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which the LIAPG has a relationship, and any transaction in which the corporation is a participant and in which the person might have a conflicting interest. The Secretary shall provide a copy of all completed statements to the President of the Board.

## **ARTICLE XII**

### **Amendments**

These Bylaws may be amended or repealed by the affirmative vote of a simple majority of the entire Board present at any meeting of the Board at which a quorum is present. Such action is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth herein.

### **ARTICLE XIII**

#### **Non-Discrimination**

In all of its dealings, neither the LIAPG nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, or mental or physical handicap.

### **ARTICLE XIV**

#### **Reference to Certificate of Incorporation**

References in these Bylaws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excluded.

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