
THE COLORADO SCIENTIFIC SOCIETY

CONSTITUTION AND BYLAWS

Adopted November 16, 1948

Amended 1963

Amended 1976

Amended 1978

Amended 1985

Amended 1988

Amended 1992

Amended 2001

CONSTITUTION

Article I. NAME AND PURPOSE

Section 1. This association is incorporated as a nonprofit organization under the laws of the State of Colorado; its corporate name is THE COLORADO SCIENTIFIC SOCIETY. The headquarters of the Society shall be located in the County of Jefferson, Colorado.

Section 2. This Society is organized exclusively for scientific and educational purposes solely within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, United States Department of the Treasury.

Section 3. Among the means of attaining these purposes, but not to the exclusion of other possible means, there shall be periodic meetings of the Society, the presentation of papers, the discussion of scientific subjects, and the investigation into scientific matters of public concern.

Article II. MEMBERSHIP

Section 1. Any person who by knowledge and experience has a general interest in science shall be eligible for membership. The membership of the Society shall comprise four classes: regular members, student members, corresponding members, and honorary members.

- (a) Regular members shall be persons who are interested in the purposes of the Society and are desirous of aiding in accomplishing such purposes.
- (b) Student members shall be bona fide students who are interested in science and are desirous of aiding in accomplishing the purposes of the Society.
- (c) Corresponding members shall be persons who reside outside a radius of 160 km from the Society headquarters, who are interested in science, who wish to keep informed of the Society's activities, and who petition the Council for this class of membership.
- (d) Honorary members shall be persons of special distinction elected for life by the Council of the Society.

Section 2.

- (a) Regular members, honorary members, and student members shall be entitled to all the privileges of the Society, except those pertaining to student members and noted in Article V, Section 1, and in the Bylaws, Article I, Section 5.

- (b) Corresponding members shall receive notices of activities of the Society, but shall not have voting rights or receive such other publications as the Society might release.

Article III. OFFICERS

Section 1. The officers of the Society shall be a President, a President-elect, a Secretary, and a Treasurer.

Section 2. The President shall hold office for one year. The President-elect shall serve for one year after election by the Society and shall become President for the following year. The terms of office of the President and President-elect shall continue until the adjournment of the meeting as which the succeeding President-elect is elected.

Section 3. The Secretary and the Treasurer shall be elected by the regular and honorary members of the Society. The term of office is one year, but may be extended each year through reelection.

Section 4. There shall be a Council in which the government of the Society shall be vested. The Council shall consist of the President, the current past-President, the President-elect, the Secretary, the Treasurer, and six Councilors.

Section 5. The term of office of the six Councilors shall be three years, two being elected each year by the Society.

Section 6. A vacancy or disability occurring in an office of Councilor shall be filled by majority vote of the Council, the person so selected to hold office only until the next annual general election, at which time his or her successor shall be elected by the Society for the remainder of the un-expired term.

Article IV. ANNUAL MEETING

Section 1. The Society shall hold an annual business meeting. The Society shall notify the entire membership of the exact date, time, and place of the meeting. At this meeting, the President shall deliver his or her presidential address. Officers' and selected committee chairperson's reports to the Society shall be presented, and officers and councilors of the Society for the ensuing year shall be elected.

Article V. AMENDMENTS

Sections 1. Proposals to amend this Constitution may be made by resolution of the Council or by written petition to the Council signed by at least ten members. The proposed amendment(s) shall be submitted to regular members and honorary members of the Society, but not to student and corresponding members, in writing for acceptance or rejection by letter ballot. Signed ballots shall be returned to the Secretary within thirty days of the posted date. The President shall appoint two tellers who, with the Secretary,

shall count the ballots and certify the result to the Society at the next meeting. An affirmative vote by a two-thirds majority of the ballots cast shall be required for the adoption of any proposed amendment.

Amendment(s) so adopted shall be effective at the meeting at which the announcement of its passage is made; provided, however, that the officer of the Society at the time any amendment is adopted shall continue in office until the next annual election.

Article VI. DISSOLUTION

Section 1. Dissolution of the Society shall be by vote of the membership. This vote shall be taken by ballot at a meeting expressly called to dissolve the Society and attended by at least half the members in good standing. An affirmative vote by a two-thirds majority of the ballots cast shall be required for dissolution.

Section 2. In the event that the Society shall be dissolved by its members, all assets of the Society, except the Memorial Funds, shall pass to the Library of the City and County of Denver, Colorado, to be used only for the purchase of scientific and technical books and journals. The Memorial Funds shall pass to one or more custodians (an organization, such as the Geological Society of America) as recommended by the Memorial Funds Committee and approved by a two-thirds majority of the Council.

BYLAWS

Article I. ADMISSIONS, RESIGNATIONS, AND EXPULSIONS OF MEMBERS

Section 1. Application for membership in the Society shall be on a form prescribed by the Council. New members shall submit completed application form to the Society. Remittance for the amount of dues for the current calendar year shall accompany the application or, if the application is received during November or December, the remittance shall be for dues for the following year.

Section 2. Students enrolled in college-level science courses may be awarded a complimentary one-year membership in recognition of outstanding achievement, as determined by the Council.

Section 3. Membership in the Society may be resigned by written request of the holder thereof.

Section 4. Membership in the Society may be terminated for nonpayment of dues by July 31 of the year for which dues are payable.

Article II. DUES

Section 1. There shall be no entrance fee for admission to the Society.

Section 2.

(a) The annual dues of members shall be established by the Council in an amount necessary to defray the cost of transacting Society business, prorated on a member basis. Dues are payable March 31 of each calendar year.

1. The annual dues of student members shall be established by the Council and shall be less than regular members' dues and payable before March 31 of each calendar year.

(b) The annual dues for corresponding members shall be established by the Council in an amount approximating the cost of notifying these persons of Society meetings and affairs.

Section 3. A regular member in arrears shall not hold office nor have the right to vote at the annual meeting nor be entitled to the publications of the Society.

Section 4. The Council shall regulate the payment of dues and the discipline for nonpayment thereof. The Council may, with justification, grant extensions in or exemptions from the payment of dues.

Article III. DUTIES AND AUTHORITY OF COUNCIL AND OFFICERS

Section 1. The Council shall manage the affairs of the Society in conformity with the Constitution and Bylaws. The Council shall direct the investment and care of funds, make appropriations for specific purposes, authorize publications, control expenditures, act as trustee of all physical property of the Society and, in general, undertake any action deemed to be in the best interest of the Society.

Section 2. No part of the net earnings of the Society shall inure to the benefit of, or be distributed to, its members, councilors, officers, or other private persons, except that the Society 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 Article I, Section 2 of the Constitution of the Society. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, nor intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Society shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Service Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 3. The Council shall hold at least three meetings during the year, preferably in January, May, and October, and, at the discretion of the President, may hold additional meetings.

Section 4. Five members of the Council shall constitute a quorum for the transaction of business.

Section 5. The Council may delegate to any standing or temporary committee as much of its powers as it deems advisable or expedient.

Section 6. The President shall administer the affairs of the Society and execute all the findings and decisions of the Council. The President shall preside at meetings of the Society and of the Council, may call special meetings of the Council as the need arises, and appoint such committees as are required for the purposes of the Society. The President shall be an ex officio member of all committees except the auditing and nominating committees. The President shall deliver a Presidential address at the annual meeting of the Society.

Section 7. The President-elect shall preside at meetings in absence of the President and shall assume presidential duties and authority in case of the absence or disability of the President. The President-elect shall select the S.F. Emmons Lecturer with the consent of the Council.

Section 8. The Secretary shall keep the records of the Society and shall issue notices of meetings, nominations of officers, and proposed changes in the Constitution and Bylaws and prepare and distribute minutes of Council meetings. If unable to attend Council meetings, the Secretary shall designate a substitute. He or she shall serve as Secretary of the Council, keep all records thereof, and if appropriate, make a report at the annual meeting on the activities of the Society during the current year. The Secretary shall assume the duties of the President in the case of the absence of both the President and President-elect.

Section 9. The Treasurer shall see that all moneys due the Society are collected and deposited in the name of the Society. He or she shall have charge of the books of account of the Society and shall furnish to the Council, as often as required, a statement of receipts and expenditures and also a statement of balances.

The Treasurer shall pay all bills authorized by the Council when certified by the President or the Secretary and shall keep full records thereof. He or she shall report upon the state of funds as required by the Society. The accounts of the Treasurer shall be audited by a committee of three members (not Council members) who are to be appointed by the President at least two weeks prior to the annual meeting. The report of the auditing committee shall be made at the annual meeting.

Article IV. AGENT OF THE SOCIETY

Section 1. The agent of the society, in the meaning of the Colorado Nonprofit Corporation Act, shall be designated by the Council. The agent shall act under the authority of the Council in matters prescribed by the Council and by the laws of the State of Colorado.

Article V. NOMINATION AND ELECTION OF OFFICERS AND COUNCILORS

Section 1. The President shall annually appoint, at least eight weeks before the annual meeting, a committee of at least three members of the society, whose duty it shall be to propose the names of one or more candidates for each elective office of the society. Nominations shall be published in the November newsletter and sent to each regular and honorary member of the Society. Regular and honorary members may submit additional nominations at the December meeting. Voting will take place at the December meeting. Regular and honorary members, who are unable to attend the annual meeting, may return their signed ballots by mail to the Secretary at least one week before the annual meeting.

Section 2. The election of officers of the Society for the ensuing year shall be held at the annual meeting when nominees shall be voted on. A majority of votes cast by mail or otherwise recorded shall be necessary for an election, except in the case of councilors, where a plurality of votes shall be necessary.

Article VI. MEETINGS

Section 1. Meetings for the transaction of business and the presentation and discussion of papers shall be held regularly each month, provided that the December meeting is combined with the annual meeting and provided further that Council uses its authority to cancel monthly meetings during the months of June, July, and August.

Special meetings of the Society, such as the S.F. Emmons Lecture, the presentation and discussion of papers, the transaction of business, or for any purposes, may be called at any time and place by the council or the Executive Committee.

Section 2. A majority vote of regular and honorary members present shall be decisive at any regular or special meeting, except as otherwise herein required and provided that at least twelve qualified members constitute a quorum for decisive action.

Article VII. MEMORIAL FUNDS

Section 1. The Council may establish Memorial Funds from time to time in honor of deceased distinguished members of the Society, based on criteria developed by the Memorial Funds Committee. The purpose of such funds shall be to award grants in support of earth science research, primarily for masters and doctoral thesis research in support of the scientific interests of the distinguished earth scientist for whom a particular fund is named.

Section 2. Contributions to the Memorial Funds shall accrue as principal for prudent investment by the Memorial Funds Committee and not be spent, granted, or otherwise obligated except to accrue interest for grant awards. Award grants may not exceed interest earned and need not be issued annually. Not all invested interest need be awarded in order that the Memorial Funds may grow at a pace equal to, or exceeding, the annual inflation rate.

Article VIII. COMMITTEES

Section 1. There shall be the following standing committees: Executive Committee, Memorial Funds Committee, and Program Committee.

The President shall appoint committee the chairpersons of the Executive and Program Committees and shall exercise the right to approve those members selected by a chairperson to serve on his or her committee. The current past-President shall chair the Memorial Funds Committee.

The President shall also appoint, with the approval and authorization of the Council, such other chairpersons to head ad hoc committees for terms as deemed necessary. The President also shall exercise the right to approve members selected by chairpersons to serve on each ad hoc committee.

Section 2. The Executive Committee shall act for the Council in the affairs of the Society in case of emergencies between regular meetings of the Council. This committee shall consist of the President as Chairman, the President-elect, the Secretary, and one Councilor selected by the Council.

Section 3. The Program Committee shall be charged with the duty of arranging programs to be presented at the meetings of the Society. The Committee shall consist of three or more members appointed annually.

Section 4. The Memorial Funds Committee shall administer the investments of the Memorial Funds, solicit applications for research grants, evaluate the merits of each application, select the winning applications, and distribute the amount of interest from the Memorial Funds that it may choose to award each year in accordance with the objectives of each fund. The Committee shall consist of four members in addition to the current past-President as chairperson, who shall appoint two new members annually, retaining two member appointed by the previous chairperson.

Article IX. AMENDMENTS

Section 1. These Bylaws may be amended by the same procedure and vote of the Society as provided for amending its Constitution.