

COLORADO SCIENTIFIC SOCIETY CONSTITUTION AND BYLAWS

Adopted November 16, 1948
Amended 1963, 1976, 1978, 1985, 1988, 1992, 2001, 2023

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 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, 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, honorary members, and lifetime 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) Honorary members shall be persons of special distinction elected for life by the Council of the Society.
- (d) Lifetime members shall be considered as regular members as defined in (a) extended for the entirety of their lives through a one-time dues payment.

Section 2. Privileges of membership

Regular members, honorary members, student members, and lifetime members shall be entitled to all the privileges of the Society, including voting, receipt of regular newsletters and notification of meetings, field trips, and other activities.

Article III. OFFICERS

Section 1. The officers of the Society shall be a President, a President-elect, the most recent Past-President, 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 after their year as President-elect. This transition shall occur during the annual business meeting of the Society held every December.

Section 3. The Secretary and the Treasurer shall be elected by the voting 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 most recent past-President, the President-elect, the Secretary, the Treasurer, and six Councilors. In addition, the Newsletter Editor, and the Webmaster will be included as Council members.

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 may 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 BUSINESS 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 may be electronically submitted prior to the meeting. Officers and Councilors of the Society for the ensuing year shall be elected.

Article V. AMENDMENTS

Section 1. Unless otherwise specified, any use of "written" refers to either hard-copy or electronically submitted text.

Section 2. 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 in ballot form to the voting membership of the Society (via email or electronic form) for acceptance or rejection. Signed ballots shall be returned to the Society within thirty days of the posted date. The President shall appoint two tellers who, with the Secretary, shall verify, count, and certify the ballots and report 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.

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 either in person or remotely. 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 and Endowment Funds, shall pass to an Earth Sciences archive, as selected by the Council.

The Memorial and Endowment Funds shall pass to one or more custodians (an organization, such as the Geological Society of America) as recommended 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. Membership in the Society may be resigned by written request of the holder thereof.

Article II. DUES

Section 1. There shall be no initiation fee to join 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.
- (b) The annual dues of student members shall be established by the Council and shall be less than regular members' dues.
- (c) The cost for Lifetime membership shall be established by the Council

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 be used in the benefit of, or 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 by a corporation exempt from Federal income tax under Section 501(c)(3) established by the Internal Revenue Code-

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. A voting quorum for the Council will be established by majority, consisting of no fewer than five members, 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 business 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 for the year of their tenure as President 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 business 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 may 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 business meeting. The report of the auditing committee shall be made at the annual business meeting.

Article IV. AGENT OF THE SOCIETY

Section 1. The Treasurer of the Society shall act as the Registered Agent with respect to the meaning of the Colorado Nonprofit Corporation Act. 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. Nominations.

- (a) The Nominating Committee will be a standing committee consisting of at least three officers of the Society including the Secretary, at least one Past President of the Society, and at least two members who were on past years' Nominating Committees.
- (b) The duty of the Nominating Committee shall be to propose the names of one or more candidates for each elective office of the society. Voting members may submit nominations in advance of the December meeting to the Secretary, who will pass those names to the Nominating Committee for consideration.
- (c) Voting members who are unable to attend the annual business meeting, may return their votes by mail or email to the Secretary at least one week before the annual business meeting.

Section 2. Elections. The election of officers of the Society for the ensuing year (*President-Elect, Secretary, Treasurer, and 2 Council members*) shall be held at the annual business meeting when nominees shall be voted on.

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 business 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.

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 Council. 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 advancing the understanding of physical sciences in the Rocky Mountain region.

Section 2. Contributions to the Memorial Funds shall accrue as principal for prudent investment and not be spent, granted, or otherwise obligated except to accrue interest and dividends for the purpose of awarding student research grants. 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, Student Research Grants Committee, Nominations Committee and an optional Program Committee.

The President shall appoint 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 most recent past-President shall chair the Student Research Grants 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 President may choose to form a Program Committee at the request of the President-Elect with the purpose of assisting in the arrangement of lectures to be presented at the meetings of the Society.

Section 4. The Student Research Grants Committee shall 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. The Committee shall consist of three or more members in addition to the - most recent past-President as chairperson, who shall appoint two new members annually, retaining two members from previous years' Student Research Grants Committees.

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.