

**BYLAWS**  
**of the**  
**WISCONSIN GEOLOGICAL SOCIETY, INC.**  
*As Amended to July 1, 2009 Inclusive*

**BYLAW I. OFFICERS**

**Section 1. TERM OF OFFICE**

The officers of the Society shall be a president, vice president, secretary, treasurer and editor of the Society's official bulletin.

- a. The officers shall be elected for a one year term at the June general membership meeting.
- b. Newly elected president, vice president, secretary and treasurer shall be installed and assume their duties immediately after the election.
- c. The editor shall be installed at the June meeting but not assume the duties until after the publication of the September issue of the Society's official bulletin.

**Section 2. ELECTION OF OFFICERS**

The manner of election shall be as follows:

One or more candidates for each office shall be nominated by a three member nominating committee. This committee will be a permanent committee with each of its three members serving a three-year term that expires in a rotating fashion so that only one member of the committee is elected each year. The senior member of the committee, that is, the committee member serving the third year of their term, shall be the chairperson.

The nominating committee, as part of its responsibility to find qualified members to serve as officer candidates, shall also nominate one nominating committee member each year, to replace the member whose term is expiring. Each term of office will begin on July 1<sup>st</sup> and run for three consecutive years.

It will be the responsibility of the nominating committee to nurture and encourage members to serve as officers and directors of the Society. The nominees for office shall be announced in the June issue of the Society's official bulletin.

Additional nominations from the floor may be made at the June election meeting. All voting for offices, where two or more candidates are nominated, shall be by ballot. Nominations shall be limited to regular members and honorary members.

Nominations can only be made with the consent of the candidates. Limitations of tenure of office for president and vice president shall be three consecutive years.

If a vacancy occurs on the Board of Directors during the year the nominating committee shall find appropriate candidates to recommend to the Board for the open position.

### **Section 3. DUTIES OF THE PRESIDENT**

The President shall be covered by a surety bond paid for by the Society. The duties of the President shall be:

- a. To preside at all meetings of the Society.
- b. To preside at all the meetings of the Board of Directors.
- c. To have general supervision of the affairs of the Society.
- d. To verify permanent committee chairpersons and to appoint chairpersons as needed.
- e. To appoint an audit committee in June. (See BYLAW V, Section 1.f.)

### **Section 4. DUTIES OF THE VICE PRESIDENT**

The duties of the Vice President shall be:

- a. To preside over the meetings of the Society and the Board of Directors in the absence of the President.
- b. To be of direct assistance to the President.
- c. To arrange and provide educational programs in conjunction with the general membership meetings.
- d. To assume the office of the President should that officer become incapacitated or unable to perform the duties of that office.

### **Section 5. DUTIES OF THE SECRETARY**

The duties of the Secretary shall be:

- a. To keep the minutes of the proceedings of all Society general membership meetings and those of the Board of Directors.
- b. To keep a current file of correspondence and communications.
- c. To conduct the correspondence of the Society under the direction of the Board of Directors.
- d. To convey to the Society's Historian, at the end of the Secretary's term of office, all minutes of general membership meetings and Board of Directors' meetings, and all Society related correspondence.
- e. To have available an adequate supply of copies of the current Bylaws.
- f. To perform such duties as may be necessary for the good conduct of the office.

- g. To issue notification to Board of Director members for Board meetings at the direction of the President.

## **Section 6. DUTIES OF THE TREASURER**

The Treasurer shall be covered by a surety bond paid for by the Society. The duties of the Treasurer shall be:

- a. To receive all monies paid to the Society.
- b. To disburse all funds as directed by the Board of Directors.
- c. To keep a proper accounting of all monies received and disbursed.
- d. To require an accounting from all committee chairpersons authorized to make expenditures on the behalf of the Society.
- e. To present to the Society, at all general membership meetings, a current summary of the financial condition of the Society.
- f. To keep current the file of the membership roster by membership classifications and prepare a roster of members for the current year by March 1<sup>st</sup>.
- g. To contact all members who are in arrears in dues.
- h. To provide a membership card to each continuing member.
- i. To pay the annual per capita dues on members to the Midwest Federation of Mineralogical and Geological Societies, based on the January 1<sup>st</sup> membership roster.
- j. To annually order copies of the Midwest Federation Directory and any other earth science materials deemed salable and/or of use to the Society.
- k. To prepare a preliminary annual operating budget for the approval of the Board of Directors at their May meeting.
- l. To invoice and receive payments in November from individuals/institutions for subscriptions to ***The Trilobite***.

## **Section 7. DUTIES OF THE EDITOR**

The duties of the Editor of the Society's official bulletin "***The Trilobite***" shall be:

- a. To prepare "***The Trilobite***" for publication.
- b. To appoint editorial assistants and the publishing staff.
- c. To publish the minutes of the previous month's Board of Directors and general membership meetings as provided by the Secretary.
- d. To publish each month any revisions and/or additions to the membership roster.
- e. To review the list of institutions, other societies and individuals receiving free mailings of "***The Trilobite***" with the Board of Directors at the November meeting and make recommendations.
- f. To submit publication costs at the May Board of Directors' meeting for the previous year to help the Board in establishing the budget for the Society's official bulletin.

## **BYLAW II. BOARD OF DIRECTORS**

### **Section 1. COMPOSITION OF THE BOARD OF DIRECTORS**

The Board of Directors shall consist of eight members: the President, Vice President, Secretary, Treasurer, Editor of the Society's official bulletin and three non-officer Directors. The new Board of Directors shall meet prior to the September general membership meeting.

### **Section 2. ELECTION AND DUTIES OF DIRECTORS**

One Director shall be elected at each annual election meeting in June for a term of three years so that only one of the three non-officer Directors shall be replaced each year. The duties of the Directors include serving in an advisory capacity to the Society officers.

### **Section 3. DUTIES OF THE BOARD OF DIRECTORS**

The Board of Directors shall meet monthly at the call of the President. A quorum of the Board shall consist of three members, one of whom must be a non-officer Director. Special meetings may be called at the request of any two members of the Board.

The Board of Directors' has the following responsibilities:

- a. To fill, by appointment, any vacancy occurring during the year in an elective office as recommended by the nominating committee.
- b. To establish the annual subscription rate for "*The Trilobite*," upon recommendation of the Editor.
- c. To authorize payment of current budgeted expenses.
- d. To evaluate requests for unbudgeted expenditures or expenditures of an unusual nature exceeding \$200.00, for which payment will be required from contingency reserves or other Society funds, and if approved, to recommend such action to the Society membership by publishing such notice in the issue of "*The Trilobite*" immediately preceding the monthly general membership meeting at which the Society vote will be taken. If sufficient time is not available for publication then direct presentation will be made to the floor for voting at the monthly general membership meeting. A majority vote of the members in attendance at this general membership meeting will be required to approve such unbudgeted expenditures.
- e. In an emergency where any officer or board member requires a temporary leave of absence the Board may appoint a temporary replacement at the Board's discretion.

- f. To set an operating budget for the fiscal year. The fiscal year shall run from July 1 through June 30.
- g. One of the Directors shall be appointed by the President to serve as membership chairperson. The duties of this position will include:
  - 1. Notifying membership applicants, in writing, of their acceptance into the Society if they are not present at the general membership meeting at which they are voted in.
  - 2. Providing information on new members to the publisher of "*The Trilobite*."
  - 3. Providing a copy of the bylaws and a current membership roster to each new member.

## **BYLAW III. COMMITTEES**

### **Section 1. DUTIES OF COMMITTEE CHAIRPERSONS**

The duties of committee chairpersons shall be:

- a. To form a committee of Society members to execute the function assigned by the President or to work on a matter brought up by the membership at the regular monthly membership meeting.
- b. To report back to the President, or to the membership at the regular monthly membership meeting.
- c. To request, from the President, or the Board of Directors, an advance of funds when needed to finance such a function.
- d. To keep an accounting and be responsible for all monies involved in an assigned function. Submit an accounting and return any unused and/or accrued funds to the Treasurer when the function is complete.

## **BYLAW IV. MEMBERSHIP**

### **Section 1. REQUIREMENTS FOR MEMBERSHIP**

Membership is open to all persons interested in earth science, lapidary arts and other related subjects. The membership classifications of the Society are as follows: Single, Family and Honorary.

Membership can be obtained by written application only. Such application must be made on forms provided by the Society and be accompanied by the prescribed dues for that membership classification as stated on the dues schedule in effect at the time of the application. The membership dues year is defined to be from December 1st through November 30th. The completed application form and required dues shall be given to the Society's Treasurer, who in turn shall present such application to the Board of Directors at their next meeting. Upon action by the Board of Directors the application shall be presented to the Society, at the

next regular general membership meeting, where a majority vote of the eligible voting members in attendance is required to elect the applicant to membership.

Dues paying membership consists of the following classifications (See Section 3 ASSESSMENT OF DUES for further definition of dues schedule):

- a. Single – defined as one individual.
- b. Family membership – defined as two adults and their children under 18 years of age.

## **Section 2. HONORARY MEMBERSHIP**

Honorary membership status shall be available to one person only per year. After a name has been suggested to the Society for this honor it must be referred to a committee of three members appointed by the President for investigation. The committee shall report its findings to the Board of Directors. If the recommendation is approved, the name shall be presented to the Society at the next general membership meeting to be voted on. A majority vote of the eligible voting members in attendance is necessary for election. Honorary members retain their regular member status, are entitled to vote on all matters and may hold office. However, they shall not be required to pay dues or special assessments.

## **Section 3. ASSESSMENT OF DUES**

The Society reserves the right to establish and assess its members for the payment of annual dues.

- a. Such dues shall be established according to membership classification and become due and payable for the coming year on November 30<sup>th</sup>.
- b. The dues schedule will be printed in each issue of "*The Trilobite*." Any change in the dues assessment must be recommended by the Board of Directors with notice of proposed change printed in the issue of "*The Trilobite*" immediately preceding the monthly membership meeting at which the Society vote will be taken.
- c. For new members applying for membership after May 1<sup>st</sup> the dues shall be prorated.

## **Section 4. MEMBERSHIP CLASSIFICATIONS FOR DUES ASSESSMENT**

The membership classifications for the purposes of dues assessment shall be as follows:

- a. Single – defined as one individual shall be assessed annual dues as published in the current issue of "*The Trilobite*."

b. Family membership – defined as two adults and their children under 18 years of age, residing at a single address wherein dwells a maximum of two adults, with/without children under 18 years of age and to which address a single copy of “*The Trilobite*” is delivered. A Family shall be assessed annual dues as published in the current issue of “*The Trilobite*.”

## **Section 5. CONDITIONS OF MEMBERSHIP**

Each member, upon acceptance into the Society, shall be provided with a current copy of the Amended Articles of Incorporation and Amended Bylaws.

Termination of membership shall be effected by the following:

- a. If the annual dues of the Society are not paid by January 15<sup>th</sup>, the membership shall be terminated. If the terminated member, or members, wish to be reinstated during the current year, dues must be paid for the full year.
- b. Any member may resign at any time.
- c. Any member can be expelled from the Society for unethical, improper or disloyal conduct or action in Society affairs. Charges for such action shall be presented to the Board of Directors. The President shall investigate the charges and make a written report to the Board of Directors. The member who has been accused of unethical, improper or disloyal conduct will then be requested to appear at the next Board meeting to hear the charges and be given the opportunity to answer them. The accused member must appear before the Board in person, but also has the right to be accompanied by witnesses who can testify as to the defense the accused member shall give. The Board will then discuss the matter and make a decision as to whether the member so charged should be expelled. The accused member shall be notified in writing within ten days of the Board’s decision. If the Board has voted to expel, the member has the right for a hearing before the next general membership meeting. At the general membership meeting the investigating committee’s report will be read. The accused will again be given the opportunity to state his/her case, after which he/she shall retire from the room. All members in attendance will then deliberate upon the question and act by ballot vote upon the expulsion. A vote of the majority in favor of the expulsion will uphold it. A vote of the majority in favor of the accused will overturn the expulsion vote of the Board and all charges stemming from this particular case shall be forever dropped.

## **BYLAW V. CONDUCT OF BUSINESS**

### **Section 1. ORDER OF BUSINESS**

General conduct of meetings and order of business shall be as follows:

- a. The Society shall have at least one general membership meeting per month, July and August excepted.
- b. The prescribed order of business for the general membership meetings of the Society shall be:
  - 1. Call the meeting to order,
  - 2. Welcome guests
  - 3. Call for a motion to approve the previous month's meeting minutes as published in "***The Trilobite***,"
  - 4. Read the Treasurer's report,
  - 5. Vote on applications for membership,
  - 6. Read communications,
  - 7. Committee reports
  - 8. Old business,
  - 9. New business, and
  - 10. Adjournment – Program.
- c. This prescribed order of business for the general membership meetings of the Society may be changed at the discretion of the presiding officer.
- d. Robert's Rules of Order, as revised, shall be the guide for the mode of procedure at the Society general membership meetings.
- e. A quorum shall consist of the Regular members present at a general membership meeting.
- f. It shall be the duty of the President to appoint an auditing committee at the June meeting. Said audit committee will make an inventory of all Society property and report on same at the September general membership meeting. A copy of the inventory is to be submitted to the newly elected President. An inventory listing of the physical property of the Society shall be kept current and shall be retained by the Historian. The Treasurer's books shall be audited after the June meeting and a report on same shall be submitted at the September Board of Directors' meeting and the general membership meeting.

## **Section 2. FISCAL YEAR**

The fiscal year for the Society shall be July 1<sup>st</sup> through June 30<sup>th</sup>. The Board of Directors shall be responsible for the determination of a proposed operating budget for the next fiscal year in time for said budget to be presented and approved by the members at the June general membership meeting.

The membership year for the Society shall be December 1<sup>st</sup> through November 30th. Notice of assessed dues for each membership classification shall be published in each issue of "***The Trilobite***."

## **Section 3. PARTICIPATION IN THE MIDWEST FEDERATION**

The Society shall retain active participation in the Midwest Federation of Mineralogical & Geological Societies.

- a. Each year one delegate member plus one alternate member shall be appointed by the President to represent the Society at the Midwest Federation annual convention. The alternate delegate member will represent the Society if the delegate member is unable to fulfill the appointment.
- b. A stipend shall be determined by the Board of Directors in advance of the convention as a contribution toward the expenses of the delegate or alternate for this Society representation.
- c. The delegate or alternate delegate representing the Society shall make a written report to the Board of Directors on the business conducted at the Midwest Federation convention.

#### **Section 4. OFFICIAL BULLETIN**

The Society shall publish an official bulletin, "***The Trilobite***," monthly, July and August excepted, which shall be sent to each Society member except as stated in BYLAW IV, Section 4, item b. It shall contain news of the meetings, news of interest to the Society, articles semi-scientific and scientific, on any phase of geology and lapidary art. The standard of publication of "***The Trilobite***" shall be shared equally by the Editor and Board of Directors.

#### **Section 5. BEQUESTS**

The Society shall accept simple Bequests of a non-contractual nature only.

- a. Bequests made to the Society shall be administered as directed by the donor.
- b. The Treasurer is appointed Trustee, without fee, to administer bequests as intended.
- c. Bequests shall be recorded in a special account identified as "BEQUESTS."

#### **BYLAW VI. WISCONSIN GEOLOGICAL SOCIETY SCHOLARSHIP FUND**

The guidelines for administering the Wisconsin Geological Society Scholarship Fund are contained in the Memorandum of Agreement between the Society and the University of Wisconsin – Milwaukee Foundation, a copy of which is included as an appendix to these Bylaws.

The following Bylaws are in addition to the guidelines in the Memorandum of Agreement.

## **Section 1. ADMINISTRATION OF THE WISCONSIN GEOLOGICAL SOCIETY FUND (THE SOCIETY)**

- a. Society members wanting to apply for a scholarship shall obtain an application form from the Chairperson of the UWM Geosciences Department in March. The completed application must be returned to the Chairperson before the end of March.
- b. With the written permission of the applicants, the Chairperson of the Geosciences Department shall provide the applications for up to three finalists for the scholarship to the Society. The Society Board of Directors will review the applications and state its preferences regarding the scholarship finalists in writing to the Chairperson of the Geosciences Department. The Society understands that UWM shall choose the recipients.
- c. The Society Board of Directors will review the annual report of the Wisconsin Geological Society Scholarship Fund provided by the UWM Foundation. The Board's review will assure guidelines of the Memorandum of Agreement have been followed.

## **Section 2. CONTRIBUTIONS TO THE WISCONSIN GEOLOGICAL SOCIETY FUND**

The UWM Foundation will accept additional contributions and bequests to the Wisconsin Geological Society Scholarship Fund. Checks for these contributions shall be made to the:

UWM Foundations, Inc. – Wisconsin Geological Society Fund

These contributions are tax deductible. See current IRS regulations governing contributions made to organizations exempt from Federal Income Tax under provisions of Section 501 [c] [3] of the Internal Revenue Code of 1986, as amended.

## **Section 3. OLD SCHOLARSHIP FUNDS REPLACED**

This Scholarship Fund Bylaw repeals and replaces any previous motions pertaining to the former Micheal J. Lesniewski Memorial Scholarship Fund.

## **BYLAW VII. AMENDMENT AND DISSOLUTION**

### **Section 1. AMENDMENT**

These Bylaws may be amended by a two-third vote of the membership present at any general membership meeting, providing that notice of the proposed amendments have been published in the official bulletin "*The Trilobite*," issued prior to the meeting.

Upon adoption of these amended Bylaws, the same shall be effective as of July 1, 2009 and all Bylaws heretofore in force are thereupon repealed.

## **Section 2. DISSOLUTION**

In the event of the dissolution of the Society, all assets of the Society will be disposed of in the following manner:

- a. All normal operating expense will be paid.
- b. All library materials and equipment will be sold and the funds obtained from said sale deposited in the bank checking account.
- c. Library materials and equipment not disposed of through sale shall be donated to other non-profit organizations.
- d. All investments, bank accounts, CD's and other liquid assets shall be donated to the UWM Foundation, Inc. – Wisconsin Geological Society Fund at the University of Wisconsin – Milwaukee.
- e. Liquidation papers will be filed with the Secretary of the State of Wisconsin effecting the dissolution of the corporate structure.

# # #

**MEMORANDUM OF AGREEMENT**  
**Permanent Endowment Fund**

**The Wisconsin Geological Society Scholarship Fund**

**Private philanthropic support such as this gift enables the University of Wisconsin-Milwaukee and the UWM Foundation to support the hopes and dreams of our students, our faculty and staff, and our community.**

**1. Parties**

The parties to this Agreement are the Wisconsin Geological Society, Inc. (the “Donor”), a Wisconsin nonprofit corporation, the UWM Foundation, Inc., a Wisconsin nonprofit corporation (“Foundation”), and the Board of Regents of the University of Wisconsin System on behalf of University of Wisconsin-Milwaukee (“UWM”).

**2. Fund Purpose**

The parties seek to establish the Wisconsin Geological Society Scholarship Fund (“Fund”). The primary purpose of the Fund is to provide financial support (“scholarships”) for students enrolled in degree programs of the Department of Geosciences (“Department”) in the College of Letters & Science (“College”). Scholarships may be used for educational expenses including but not limited to: tuition and fees, books, expenses of research (including purchase of equipment), or expenses of travel associated with undertaking or presenting research. Scholarships shall be based upon the following criteria:

Enrollment in a degree program in Geosciences

First priority for students who are (or have been) actively engaged as members of the Wisconsin Geological Society for at least one year, as evidenced by participation in membership functions

Academic merit

*Preference* for graduate students

**3. Fund Administration**

a. A committee comprised of the Chair of the Department (“Chair”), and his/her designee(s), shall choose the recipients of the scholarship, and shall determine the number and value of scholarships awarded each academic year.

b. Prior to UWM’s final selection of recipients, and with the written permission of the applicants, UWM shall provide the Donor with applications for up to three finalists for the scholarship. The Donor may state preferences regarding scholarship finalists, but UWM shall choose the recipients. UWM’s obligation under this paragraph shall cease if the Donor dissolves, or if no Donor representative is available, or if the Donor no longer seeks involvement in the selection process.

**4. Charitable Gift**

The Donor shall make a gift to the Foundation of at least \$32,000 on or before June 30, 2009. The Department shall direct the Foundation to transfer an amount from Foundation Account #5556 to the Fund principal, in order to establish the Fund with a principal account balance of \$40,000. The Fund shall be created at the time the gift is received and the departmental funds have been transferred.

The Foundation may accept additional contributions to the Fund.

The Foundation agrees to use its best efforts to retain its status and qualification as an organization exempt from federal income tax under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended.

**5. Type of Fund: Permanent Endowment**

The Fund shall be created as a permanent endowment. The Foundation shall use accumulated earnings from the Fund, pursuant to the Foundation's Spending Allocation, to fund the scholarships. The first Spending Allocation shall occur in the January following the Fund's existence for one calendar year, anticipated to be in January 2011.

The "Spending Allocation" is currently defined as a percentage of the previous three-year average Fund balance, and the percentage rate is determined annually by the Board of Directors of the Foundation (the "Board").

The Fund shall be subject to the investment, operation and disbursement policies established from time to time by the Board. The current policies include a fee for management of Foundation accounts, which is determined annually by the Board.

**6. Recognition**

UWM and the Foundation shall refer to the Donor as the Wisconsin Geological Society, and shall refer to the scholarship as the Wisconsin Geological Society Scholarship.

UWM reserves the right to publicize the scholarship and its recipients. The Wisconsin Geological Society, founded in 1936, seeks to increase understanding of our planet by creating an interest in the study of geology, providing the means for the development of knowledge in geology, and disseminating information concerning all phases of geology.

**7. Reporting to Donor**

UWM shall cooperate with the Donor in order to present scholarship recipients at one of the Donor's monthly membership meetings. UWM will inform recipients that they are expected to present their research at a meeting of the Donor to be arranged at their mutual convenience. The Foundation shall provide the Donor with an annual report of the Fund and its activities.

**8. Future Changes**

**a. Dissolution of the Donor**

If the Donor dissolves, UWM and the Foundation shall continue to administer the Fund in the manner described in this Agreement, subject to the provisions below.

**b. Geoscience Department Changes**

If the Department's primary teaching and research activities no longer include the study of geology, the parties shall consider the purposes of this Agreement "impossible" under paragraph c. below. Under such circumstances, the Foundation shall consider whether to transfer the Fund to another institution in the UW System with primary teaching and research activities including the study of geology.

**c. Other Changes**

If the purposes of the Fund described in paragraph 2 become impractical, unlawful or impossible, the Foundation may devote the Fund for uses as close to these purposes as the Board shall at such time determine, with the concurrence of the Chair. In determining alternative purposes for the Fund, the Board shall take into account the charitable interests of the Donor, then current and future needs of students for scholarship support, the amount of principal and income available in the Fund, and any other relevant factors.

If any administrative provision of this Agreement becomes impractical, unlawful or undesirable, and a modification of such provision will enable UWM or the Foundation to achieve more effectively the basic charitable purposes of the Donor as described in paragraph 2, UWM and the Foundation may modify the provision, with the concurrence of the Chair.

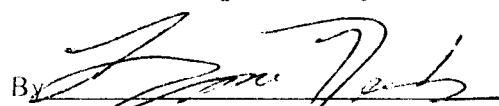
**9. Contract Obligations Only**

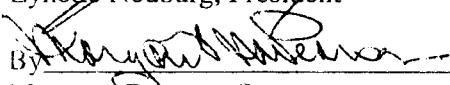
This Agreement imposes only contractual obligations on the use of the Fund and shall not be deemed to impose any additional fiduciary duties or financial responsibilities upon the Foundation, UWM or their officers or employees than otherwise required in this Agreement. This Agreement shall be governed by the laws of the State of Wisconsin.

**10. Effective Date**

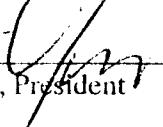
This Agreement shall become effective on the date of full execution by all the parties.

Wisconsin Geological Society, Inc.

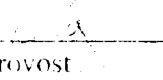
By  19 March 2009  
Lynett Neuburg, President Date

By  19 March 2009  
Margaret Pearson, Secretary Date

The UWM Foundation, Inc.

By  13/1/09  
David Gilbert, President Date

The Board of Regents of the University of Wisconsin System on behalf of  
The University of Wisconsin-Milwaukee

By  1/1/09  
Rita Cheng, Provost Date