

**BUFFALO GEOLOGICAL SOCIETY, Inc.**  
**UPDATED AND REVISED: FEBRUARY 14, 2020**  
**BY THE BUFFALO GEOLOGICAL SOCIETY EXECUTIVE BOARD**

**CONSTITUTION**

**ARTICLE I: NAME**

This organization shall be known as the Buffalo Geological Society, Inc. It is an affiliate of the Buffalo Society of Natural Sciences, Inc.

**ARTICLE II: HISTORY**

A mineral club has existed in one form or another since the inception of the Buffalo Society of Natural Sciences on February 2, 1938 and later incorporated on June 27, 1960. The Geological Section changed its name to the Buffalo Geological Society, Inc. on December 14, 1982.

**ARTICLE III: PURPOSE**

The purpose of this Society shall be to engage in and encourage the study of the Geological Sciences, the Lapidary Arts, the collection of fossils, minerals and rocks, and to promote, exhibit and sponsor excursions and field trips for the aforementioned purposes.

**ARTICLE IV: NON-PROFIT STATUS**

The Buffalo Geological Society, Inc. is a non-profit organization. No member of this Society shall have any right or interest in the property or assets of this Society. In the event of the dissolution of this Society, any assets remaining after the satisfaction of all liabilities shall be distributed for charitable or educational means as provided for under Section 1005 of the Not-for-Profit Corporation Law of the State of New York.

**ARTICLE V: PARLIAMENTARY AUTHORITY**

Robert's Rules of Order shall govern the proceedings of all meetings of this Society unless different provisions are found in the By-laws, in which case such provisions shall prevail.

**ARTICLE VI: GOVERNMENT & MANAGEMENT**

The government and management of this Society, except as otherwise provided by law or in the By-laws of this Society, shall be vested in the Executive Board (which consists of the Officers and Directors) of this Society. Any authority of government, management or control not otherwise specified in either the Constitution or By-laws of this Society shall be reserved to the Executive Board, and the Executive Board shall be vested with full power and authority to put in effect the laws, resolutions and decisions of this Society.

## **BY-LAWS**

### **ARTICLE I: PURPOSE**

The purpose of this Society shall be to engage in and encourage the study of the Geological Sciences, the Lapidary Arts, the collection of fossils, minerals and rocks, and to promote, exhibit and sponsor excursions and field trips for the aforementioned purposes.

### **ARTICLE II: MEMBERSHIP**

Membership categories are as follows: Individual, Family, Honorary Life and Gift. Any person wishing to participate in Field trips must be a member of the Society. Any person under 18 years of age wishing to participate in Field trips must be accompanied by their parent.

Individual membership shall consist of any individual person, 18 years or older.

Family membership shall consist of one or two adults at any one address, who shall be considered regular members with all the rights and privileges of membership, all children under age 18, and children who are students regardless of age. Any person under 18 years of age shall be included in a Family membership.

An Honorary Life membership may be awarded to a member based upon outstanding service to the Buffalo Geological Society (hereafter the Society) upon receiving unanimous approval of a quorum of members of the Executive Board (hereafter the Board) during a regularly scheduled meeting. An Honorary Life member shall have all the rights and privileges of regular members, but shall not be required to pay dues for the duration of Honorary Membership. The Board upon determining that an Honorary Life Member has violated the constitution or by-laws of the Society may revoke Honorary Life Membership following a unanimous vote by the Board.

A Gift membership not exceeding one year in duration may be awarded to any individual or family at the discretion of the Board and upon unanimous approval by that Board.

### **ARTICLE III: DUES**

Annual membership fees shall be due and payable on or before April 30<sup>th</sup> each year. The membership dues cover the standard Society year which begins on May 1<sup>st</sup> and ends on April 30<sup>th</sup> of the following calendar year. When a new member joins after January 1<sup>st</sup> their membership dues will be extended to April 30<sup>th</sup> of the following year.

Those members whose annual dues are in arrears will not be accorded the benefits and privileges afforded members in good standing of the Society.

## **ARTICLE IV: MEETINGS**

Regular meetings of members shall be held on the first Friday of each month from October to May unless the Board changes the date due to Holidays or special occasions.

The September meeting will be the Annual Picnic, the time and place to be determined by the Board.

The May meeting shall be a Banquet at which new or continuing Officers and Directors will be installed and member achievements are recognized. The place, date and time of the Banquet will be determined by the Board.

The Board shall meet on the Thursday following the Regular Member monthly meeting from September through May. The President may reschedule or cancel any Board meeting due to special circumstances, such as bad weather.

Special meetings may be called at any time by the President or any duly elected Board member, or upon submission of a written request to the Board signed by ten or more members. The President or any Officer may preside at a special meeting. A notice shall be conveyed to each member in good standing via electronic mail or for those members without electronic mail via conventional mail at least five days prior to the date of any special meeting.

## **ARTICLE V: OFFICERS AND DIRECTORS**

### **SECTION I: OFFICERS**

Officers of the Society shall include a President, Vice President, Secretary and a Treasurer.

Directors may serve as Officers of the Buffalo Geological Society provided that they officially agree to do so. No director is ever required to serve as an Officer.

Elected Officers shall serve one-year terms. The term of office shall begin on the date of installation at the annual Banquet in May and continues until the date of the next official Banquet the following May.

Any elected office or appointed position that becomes vacant for any reason whatsoever may be filled by the President subject to the unanimous approval of the Board.

#### **a. The President**

The President shall preside over all regular meetings of the Society and the Board and shall appoint all committee Chairpersons. At the end of his or her term of office the outgoing President will become the Immediate Past President and will serve in an ex-officio non-voting capacity for not more than two years. When necessary, the President shall appoint delegates who will represent the Society at meetings or

events of affiliated organizations. The President is also the custodian of all active Society records.

b. The Vice President

The Vice President shall fulfill the duties of the President when the latter is unavailable or unable to carry out his or her duties and responsibilities. Should the Vice President be unavailable to fulfill these duties the Board shall appoint someone to serve, pro tem, in their place. All such appointments expire upon return of the President to duty or the last designated date of office whichever comes first.

c. The Secretary

The Secretary shall prepare the Minutes of all meetings.

d. The Treasurer

The Treasurer shall be responsible for and have custody of the funds of the Society and shall disburse such funds only with the approval of the Board, or in the case of an emergency, by approval of the President and at least two members of the Board of the Society. He or she shall provide all materials and information necessary for a Board approved Accounting Firm to perform required functions to maintain the fiscal integrity of the Society.

## SECTION II: PAST PRESIDENTS

The immediate past President, or an earlier elected President who serves in no other elected capacity, shall serve as a non-voting counsellor to the incoming President for a term not to exceed two years.

## SECTION III: DIRECTORS

Directors of the Society shall include not more than nine members. They shall be elected to a two-year term with their terms of office following a staggered schedule of dates so as not to deplete the institutional memory of the Society.

Any director position becoming vacant for any reason whatsoever may be filled by appointment of the President provided such appointment is unanimously approved by the Board. That appointment shall continue for the duration of the original director's unexpired term.

## SECTION IV: EXECUTIVE BOARD

The Board shall consist of all elected Officers and Directors. Each individual shall have only one vote. Any Board member that absents themselves for three consecutive board meetings, without just cause as determined by the Board, may be asked to resign. Any Board member may be removed for just cause by the Board provided there is two thirds voting majority supporting such action.

## **ARTICLE VI: QUORUM**

To conduct regular Society business at Board meetings, a quorum must be present. A quorum shall consist of a simple majority of the members of the Board.

## **ARTICLE VII: COMMITTEES**

All Committee actions must be approved by the Board.

A Committee Chairperson, who is not a member of the Board, does not have the right to vote at Board meetings.

Standing committees of the Society shall be as follows:

a. ANNUAL GEM, MINERAL AND FOSSIL SHOW COMMITTEE

The President shall appoint a Show Committee Chairperson. It shall be the responsibility of this Committee to plan the annual Gem, Mineral and Fossil Show. The Chairperson shall appoint sub-chairpersons, to fulfill these duties.

b. ARCHIVES COMMITTEE

The President shall appoint an Archives Committee Chairperson. It shall be the duty of this Committee to preserve all historical records of the Society.

c. AUDIT COMMITTEE

The President shall appoint an Audit Committee Chairperson. It shall be the duty of this Committee to prepare a report to the Board after evaluating the content and accuracy of the Treasurers financial reports. When necessary the Chair, with the approval of the Board, may contract with an independent auditor to assist in this task.

e. COMMUNITY ACTIVITY COMMITTEE

This Committee, chaired by the President or his or her designated appointee, is responsible for organizing, promoting, and participating in activities that enhance the science of geology at educational institutions and various public venues.

f. EDUCATION COMMITTEE

The President shall appoint an Education Committee Chairperson who will be responsible for coordinating educational activities including but not limited to lectures, classes and publications that will enhance the knowledge of members in the areas of geology, paleontology and the lapidary arts.

g. FIELD TRIP COMMITTEES

The President shall appoint two members to lead the Society's three field trip functions two to organize and manage gem and mineral and fossil collecting activities and a third to plan events involving visits to museums or other educational institutions that advance the purposes of the Society.

h. FRIENDSHIP COMMITTEE

The President will appoint up to two members of the Society who will be responsible for sending out greeting cards to those members celebrating landmark birthdays, anniversaries, family births, or those who are sick or have passed away. Each member will report their respective activities to the President and the Web Content Manager.

i. MEMBERSHIP COMMITTEE

The President shall appoint a member of the Society to Chair this Committee which is responsible for the Society's membership renewals and new memberships. This Committee shall maintain a current and accurate list of members in good standing and attempt to obtain continuing membership of any member who might have become delinquent in the payment of dues.

j. NOMINATING COMMITTEE

The President shall appoint to this committee in addition to himself two members of the Society, who are not candidates for election or currently serving in an elected position. One of those members will be designated the Committee Chairperson. It shall be the duty of this Committee to recommend suitable candidates for election as Officers or Directors of the Society.

k. PROGRAM COMMITTEE

This Committee, chaired by the Vice President, is responsible for recommending programs for all regular meetings and the annual banquet. The committee shall report to the Vice President who shall finalize the arrangements.

l. PROPERTY COMMITTEE

The President shall appoint a Property Committee Chairperson who will maintain an inventory of all Society real property, including their location and physical condition. The Chair shall direct the annual property inventory.

m. PUBLICATIONS COMMITTEE

The President shall appoint a Publications Committee Chairperson who will be responsible for the production of the GEOLETTER. The Chairperson shall be the editor of the GEOLETTER and is responsible for its printing and mailing and advancing all such costs which shall be reimbursed by the Treasurer upon submission of the necessary bill or receipts.

n. SOCIAL/HOSPITALITY COMMITTEE

The President shall appoint a Social/Hospitality Committee Chairperson. It shall be the responsibility of this Committee to provide the social amenities that are associated with the regular meetings of the Society.

o. WEBSITE COMMITTEE

The President shall appoint three members of the Society to serve on the Website Committee. The members will include a Web Master who serves as the Committee Chairperson, a Web Site Content Manager and a Web Correspondence Manager.

The Web Master will have the sole responsibility for the timely posting of photos, reports, articles, news and any other data on the official Society website.

The Website Content Manager will review all written materials and photographs that are destined for placement on the Society Website to ensure that format, accuracy and content standards reflecting the professional image of the Society are maintained. This individual will also be responsible for encouraging members to submit website content.

The Website Correspondence Manager will either respond personally or oversee the responses by others to messages and inquiries from the public that involve the Society.

p. AD HOC COMMITTEES

The President may appoint a special committee whose term of office will be determined by the length of the assignment to be performed.

ARTICLE VIII: BRANDING AND LOGOS

Official logos are the sole property of the Society and may only be used for official or promotional purposes. Logo designs are limited only to those that are current and officially adopted by the Society. All previous logos are to be discarded or archived if there is historic value.

ARTICLE IX: ELECTIONS

The annual election of Officers and Directors shall proceed as follows: the President shall instruct the Chair of the Nominating Committee to prepare a slate of proposed Officers and Directors for the Board and a ballot for publication in the March GEOLETTER. Each membership in good standing is entitled to vote a single ballot. The regular membership will also have the option of writing in additional names on the ballot. Ballots must be returned no later than the date of the April meeting as specified in the GEOLETTER. At the May meeting, the results of the ballot will be tabulated and reported to the members in attendance. Those candidates receiving the plurality of the votes cast shall be considered elected to the Office to which they were nominated. The newly elected Officers and Directors shall be installed at the date of the May meeting and shall begin their terms of office immediately. They will continue in office until their successors take office.

ARTICLE X: INSURANCE COVERAGE

The Society will annually maintain insurance coverage for General Liability, Personal Injury Liability and Directors and Officers Liability. The coverage will be in accordance with the Volunteer Protection Act (U.S. Code Title 42, Chapter 139) and covers **Indemnification of the Society** to the extent, legally permissible, whereby no Officer, Director or any other person will

be individually subjected to any claim against the Society or the inherent expenses and liabilities.

#### ARTICLE XI: AMENDMENTS

The Constitution and By-Laws may be amended by a majority vote of the members in good standing at any regular or special business meeting of the Society, provided that due notice of said changes has been made in the two previous consecutive issues of the GEOLETTER.

#### ARTICLE XII: DISCONTINUANCE

The Board reserves the right to terminate the Society, if necessary, and distribute its remaining assets as stated in the Constitution provided that written notice is given to all members in good standing at that time.