

**GEO-INSTITUTE
OF THE
AMERICAN SOCIETY OF CIVIL ENGINEERS**

BYLAWS

ARTICLE 1. GENERAL

1.0 Name. The name of this Institute shall be The Geo-Institute (hereinafter referred to as the "Institute") of the American Society of Civil Engineers (hereinafter referred to as the "Society").

1.1 Objective. The Objective of this Institute shall be to advance the geo-profession and geo-professional community.

ARTICLE 2. MEMBERSHIP

2.0 Membership Qualifications. Membership in the Institute shall be open to any Society member in good standing as well as to other persons and organizations interested in advancing the objective of the Institute.

2.1 Membership Categories. The Membership Categories shall be differentiated as Individual Member and Organizational Member.

2.1.1 Individual Member. Individual Member applies to a single person joining the Institute and shall be open to individuals involved in policies, programs and projects related to the interests of the Institute. There are three (3) Individual Member classifications within the Institute.

2.1.1.1 Student Member. Individuals who are full-time students pursuing a post-baccalaureate degree in engineering, the physical sciences, the life sciences or mathematics and undergraduate students enrolled in civil or geological engineering programs with an interest in the Institute's focus.

2.1.1.2 Member. Any Society member in good standing interested in advancing the objective of the Institute.

2.1.1.3 Institute Only Member. Any person who is not a member of the Society and who is interested in advancing the objective of the Institute and can demonstrate one (1) or more of the following qualifications:

a. A baccalaureate degree in engineering, the physical sciences, the life sciences or mathematics; or

b. Two (2) years of full-time-equivalent study at a college or university in any discipline plus five (5) years of experience in the

geo-industry. Up to two (2) additional years of full-time-equivalent study at a college or university may be counted as two (2) years of experience in the geo-profession; or

c. Eight (8) years of experience in the geo-profession.

2.1.2 Organizational Member. Organizational Member shall apply to professional, educational, or technical societies and associations, government agencies, corporations and industry firms engaged in the Objective of the Institute. Organizational Member does not imply that all members of the organization are members of the Institute. There are two (2) categories of Organizational Member:

2.1.2.1 Corporate Member. Corporate Membership is open to associations, government agencies, organizations and corporations interested in advancing the objective of the Institute. The benefits of Corporate Membership are defined in the Institute's Policies and Procedures.

2.1.2.2 Premier Member. Premier Membership is open to associations, government agencies, organizations and corporations interested in advancing the objective of the Institute. The benefits of Premier Membership are defined in the Institute's Policies and Procedures.

2.1.3 Member Participation. Except for Student Members, Individual Members in good standing may be appointed to and participate on Institute committees and may vote on all Institute procedural issues and elections put forth to the Institute membership.

2.1.4 Non-Member Participation. Non-members and Student Members of the Institute may participate on Institute Committees and Task Committees as non-voting members but may not serve as a Committee or Task Committee chair. Non-members of the Institute may vote on the Institute's Standards Committee but shall not vote on Institute procedural issues or in elections.

ARTICLE 3. SEPARATIONS FROM MEMBERSHIP, DISCIPLINARY PROCEEDINGS

3.0 Code of Ethics. All members of the Institute and non-member participants shall be familiar with the Society's Code of Ethics and bound by its provisions.

3.1 Separations from Institute Membership. Institute membership shall be terminated by: (a) death of the member, (b) nonpayment of dues, (c) resignation, or (d) expulsion.

3.1.1 Nonpayment of Dues. Institute membership shall terminate in the event the Institute member's dues become twelve (12) months in arrears.

3.1.2 Resignation. Any member of the Institute may tender resignation of Institute membership. Separation from Institute membership shall be effective upon receipt of notification or upon acceptance by the Board of Governors for resignations received while under investigation for Code of Ethics violations.

3.1.3 Expulsion. Any member of the Institute may be expelled for conduct in violation of the Institute Bylaws or the Society's Certificate of Incorporation, Constitution, Bylaws, Rules of Policy and Procedure or Code of Ethics, as applicable, or for conduct which, in the opinion of the Board of Governors, is improper and prejudicial to the best interest of the Society or the Institute. Except for cases under the purview of the Society's Committee on Professional Conduct, a decision to expel shall be preceded by a fair hearing at a meeting of the Board of Governors.

3.1.3.1 Separation Procedures. Separation from membership in the Institute and disciplinary proceedings shall generally follow the procedures outlined in the Society's Bylaws. For cases not under the purview of the Society's Committee on Professional Conduct, the Board of Governors acts on behalf of the Institute. Decisions of the Board of Governors shall not be open to appeal except in cases involving a recommendation to expel a Society member, in which cases appeal may be made to the Society Board of Direction, whose decision is final.

Cases involving Society members accused of violating the Society's Code of Ethics shall be referred to the Society's Committee on Professional Conduct for determination on behalf of the Institute as provided in the Society's Bylaws.

ARTICLE 4. FEES AND DUES

4.0 Dues Year. The Institute's dues year is January 1 through December 31.

4.1 Right to Levy Fees and Dues. The Board of Governors shall establish member dues.

4.2 Obligation to Pay. In advance of January 1, every Institute member shall be obligated to pay the fees and dues established by the Board of Governors. An individual or organization joining the Institute after the last day of June in any calendar year shall pay one-half (1/2) of the Annual Dues for that calendar year. An individual who is advanced from any grade to a higher grade in the Institute shall pay the Annual Dues of the higher grade, effective the next Institute membership year.

4.2.1 Good Standing. An Institute member whose obligation to pay is current shall be an Institute member in good standing.

4.3 Statements. Not later than December 1 each year, the Institute shall distribute to each non-Society member, at the latest address known to the Institute, a statement of current indebtedness, if any, of the Institute member and the amount of dues for the ensuing calendar year.

4.4 Abatement of Dues. The Board of Governors, for cause deemed by it to be sufficient, may excuse any Institute member from the payment of Annual Dues, temporarily or permanently; may excuse the whole or any part of the dues which may be in arrears; or may remove any name from the list of those permanently excused from the payment of dues.

4.5 Refunds. There shall be no refund of dues remitted.

4.6 Delinquency. Any Institute member who is not in good standing may forfeit rights and privileges of membership as determined by the Board of Governors.

4.7 Annual Dues. The Annual Dues payable by the Institute membership shall be established by the Board of Governors and defined in the Institute Policies and Procedures.

ARTICLE 5. MANAGEMENT

5.0 Board of Governors. The affairs, activities, and concerns of the Institute shall be under the direction of a Board of Governors (hereinafter referred to as the "Board"). The Board has fiduciary, legal and strategic responsibilities, determines desired outcomes, develops and approves policy to guide operations, and ensures that the Institute uses these policies to work toward meeting its Objective.

5.1 Composition. The Board shall have eight (8) voting members elected or appointed as follows: four (4) Officers, three (3) Governors who shall be elected by the Institute membership, and (1) Governor who shall be appointed by the Society's Board of Direction.

5.2 Institute Director. The Institute Director, who shall serve as Secretary, shall be a non-voting attendee of the Board. The Institute Director shall be employed by the Society and is subject to Society employment rules. The Institute Director will be reviewed annually by the Society's Executive Director, or his or her designee, after input from the Past President of the Board. The Institute Director is appointed, and can be removed, with or without cause, by the Executive Director of the Society after consultation with the Board.

The Institute Director shall retain independent contractors and other suppliers and agents, subject to direction by the Board. The Institute Director shall comply with policies and procedures of the Society, which shall be applicable to and binding on the Institute.

5.3 Financial Management.

5.3.1 Fiscal Year. The fiscal year of the Institute shall be from October 1 through September 30.

5.3.2 Annual Budget. The Institute annual budget shall be approved by the Board and be in accordance with guidelines established by the Society's Board of Direction. The Society's Board of Direction shall review and approve the budget prior to the start of each fiscal year.

5.3.2.1 Unbudgeted Expenses. The Institute Director shall notify the Board of any proposed expenditure in excess of budgeted amounts or expenditure for unbudgeted items for Board review and consideration.

5.4 Assets. With the exception of the International Society of Soil Mechanics and Geotechnical Engineering (ISSMGE) Trust Fund, all assets held by or for the Institute are vested in the Society and shall be handled according to its fiscal policies.

5.5 Fiscal Responsibility. The Board, with due responsibility to the Society's Board of Direction, shall oversee the funds and assets of the Institute and shall direct the Institute Director in their management. Neither the Institute nor any individual Governor, Officer, member, or representative thereof shall have any authority to contract debts for, pledge the credit of, or in any way financially bind the Society.

5.6 Revenues. The Institute may raise revenue by means other than fees and dues, provided such means are consistent with the Society policy and maintain the Society's tax-exempt status. Any proposed solicitations, and the proposed acceptance of any grant or donation which contains any restriction, shall first be submitted to and approved by the Society Executive Director, as permissible. The Society Executive Director shall investigate and notify the Institute of his or her determination, including any restrictions or modifications on which approval is conditioned.

5.7 Institute Reserves. The Society shall create a general reserve fund when Institute revenues exceed Institute expenditures. The Institute shall control this reserve fund and shall use funds from this reserve for programs and activities of the Institute.

5.8 Records. The books and accounts of the Institute shall be kept by the Institute Director.

5.9 Reporting. Within ninety (90) days from the close of each fiscal year, the Institute Director shall provide to the Board a full and correct statement of the affairs of the Institute, including but not limited to, a balance sheet and fiscal statement of operations for the preceding year.

5.10 Audit. The Institute Director shall procure annually an external audit of the books and records of the Institute. Such audit may be performed in conjunction with the Society

annual audit. The books and records shall be made available to the Society Treasurer or his or her representative upon reasonable notice.

ARTICLE 6. OFFICERS AND GOVERNORS

6.0 Officers. The Officers of the Institute shall be the President, Vice President, Past President, and Treasurer. The Institute Director shall serve as Secretary. The Officers of the Institute shall perform all duties required by law and the Institute's governing documents, and those duties incident to the office or as may be assigned. The term of all Officers shall begin upon the conclusion of the first Board meeting after October 1st of any given year.

6.0.1 President.

6.0.1.1 Qualifications. The President shall be a voting Institute member in good standing and shall have had prior service on the Board as Vice President.

6.0.1.2 Term. The President shall serve a one (1) year term and assume the office immediately upon completion of a term as Vice President. The President shall advance to the office of Past President upon completion of a term as President.

6.0.1.3 Vacancy. A vacancy in the office of President shall be filled for the unexpired portion of the term as determined by the Board at the time of the vacancy.

6.0.1.4 Compensation. The President does not receive compensation for services but may be reimbursed for reasonable expenses under procedures established by the Board and the Society.

6.0.1.5 Duties. The President shall preside at all meetings of the Board and of the members of the Institute. The President may call Special Meetings of the Board or of the members as may be deemed proper. The President shall be empowered to nominate, subject to approval of the Board, chairpersons and members for those committees and task committees deemed necessary for the effective functioning of the Institute. The President, or the appointed designee, may attend regular and special meetings of the Society Board of Direction and report at such meetings, if requested to do so. The President shall make available to the membership an Annual Report for the preceding fiscal year within ninety (90) days of the conclusion of the subject fiscal year.

6.0.2 Vice President.

6.0.2.1 Qualifications. The Vice President shall be a voting member in good standing and shall have had prior service on the Board.

6.0.2.2 Term. The Vice President shall serve a one (1) year term and assume office immediately upon completion of a term as Treasurer. The Vice President shall advance to the office of President upon completion of a term as Vice President.

6.0.2.3 Vacancy. A vacancy in the office of Vice President shall be filled for the unexpired portion of the term as determined by the Board at the time of the vacancy.

6.0.2.4 Compensation. The Vice President does not receive compensation for services but may be reimbursed for reasonable expenses under procedures established by the Board and the Society.

6.0.2.5 Duties. The Vice President shall act in place of the President when the President is not available. The Vice President shall serve as the vice-chair and attend all meetings of the Board and of the members of the Institute. The Vice President shall chair the Nominations and Elections Committee.

6.0.3 Past President.

6.0.3.1 Qualifications. The Past President shall be a voting Institute member in good standing and shall have had prior service on the Board as President.

6.0.3.2 Term. The Past President shall serve a one (1) year term immediately following the conclusion of a term as President.

6.0.3.3 Vacancy. A vacancy in the office of Past President shall be filled by the most recent Past President who is available and willing to serve.

6.0.3.4 Compensation. The Past President does not receive compensation for services but may be reimbursed for reasonable expenses under procedures established by the Board and the Society.

6.0.3.5 Duties. The Past President shall attend all meetings of the Board and of the members of the Institute, and perform such other duties as may be assigned from time to time by the President. The Past President shall serve as a liaison to the Past Presidents Committee.

6.0.4 Treasurer

6.0.4.1 Qualifications. The Treasurer shall be a voting Institute member in good standing and shall have had prior service on the Board.

6.0.4.2 Term. The Treasurer shall serve a one (1) year term immediately upon completion of a term as an elected Governor. The Treasurer shall advance to the office of Vice President upon completion of a term as Treasurer.

6.0.4.3 Vacancy. A vacancy in the office of Treasurer shall be filled by appointment of the Board.

6.0.4.4 Compensation. The Treasurer does not receive compensation for services but may be reimbursed for reasonable expenses under procedures established by the Board and the Society.

6.0.4.5 Duties. The Treasurer shall monitor the general funds of the Institute, shall oversee all transactions of the Institute and shall provide an annual financial report to the Board. The Treasurer shall attend all meetings of the Board.

6.0.5 Secretary.

6.0.5.1 Qualifications. The Institute Director shall serve as Secretary.

6.0.5.2 Term. The term of the Secretary coincides with the term of employment of the Institute Director.

6.0.5.3 Vacancy. A vacancy in the office of Secretary shall be filled by action of the Society's Executive Director in consultation with the Board.

6.0.5.4 Compensation. The Secretary shall be compensated by the Society for duties performed as the Institute Director.

6.0.5.5 Duties. The Secretary shall attend all meetings of the Board and serve as Secretary at all meetings of the Institute, except for Executive Sessions for which the Secretary may or may not be invited by the Board to attend. The Secretary shall be responsible for all correspondence of the Board and shall give notice of and keep minutes of all meetings of the Board.

6.1 Institute Governors. There shall be three (3) elected Institute Governors and one (1) Society Appointed Governor. Institute Governors shall perform all duties required by law and the Institute's governing documents, and those duties incident to the office or as may be assigned.

6.1.1 Elected Institute Governors.

6.1.1.1 Qualifications. An Elected Institute Governor shall be any voting Institute member in good standing for a period of at least one (1) year at the time of election.

6.1.1.2 Term. The term of office of each Elected Institute Governor shall be three (3) years and commence at the end of the Annual Meeting of the Board. The Elected Institute Governor shall become Treasurer at the end of their elected term.

6.1.1.3 Vacancy. When a vacancy occurs in an Elected Institute Governor position, other than by expiration of an Elected Institute Governor's term, the vacancy shall be filled without undue delay for the remainder of the term as a direct appointment by the remaining Board.

6.1.1.4 Compensation. Elected Institute Governors do not receive compensation for services but may be reimbursed for reasonable expenses under procedures established by the Board and the Society.

6.1.1.5 Duties. An Elected Institute Governor represents the Institute's best interests as a member of the Board. An Elected Institute Governor helps monitor and steer the Institute toward its goals. An Elected Institute Governor may also serve on Board committees, task committees, and/or in other roles as assigned.

6.1.2 Society Appointed Institute Governor.

6.1.2.1 Qualifications. The Society Appointed Institute Governor shall be a voting Institute and Society member in good standing for a period of at least one (1) year at the time of appointment. The Society Appointed Institute Governor shall be appointed by the Society Board of Direction upon recommendation of its President or President-elect.

6.1.2.2 Term. The term of office of the Society Appointed Institute Governor shall be two (2) years. The Society Appointed Institute Governor may be reappointed to successive one (1) year terms but shall not exceed three (3) years of total service. The Society Appointed Institute Governor may become an Elected Governor upon completion of their term of appointment. Former members of the Board are eligible to be appointed as the Society's Appointed Governor after completion of their elected term.

6.1.2.3 Vacancy. When a vacancy occurs in the Society Appointed Institute Governor position, other than by expiration of a Society Appointed Institute Governor's term, the vacancy shall be filled without undue delay

for the remainder of the term by the Society Board of Direction, upon recommendation of the President or President-elect.

6.1.2.4 Compensation. The Society Appointed Institute Governor does not receive compensation for services but may be reimbursed for reasonable expenses under procedures established by the Board and the Society.

6.1.2.5 Duties. The Society Appointed Institute Governor represents the Institute's best interests as a member of the Board and serves as a liaison to the Society's Board of Direction. As a member of the Board, the Society Appointed Institute Governor helps monitor and steer the Institute toward its goals. The Society Appointed Institute Governor may also serve on Board committees, technical committees, task committees, and/or in other roles as assigned.

6.2 Removal from Office. The incapacitation of any Institute Officer or Institute Governor, neglect in the performance of the duties of the office, or failure to remain an Institute member in good standing may be grounds for removal from the Board. An Institute Officer or Institute Governor may be removed from office by a two-thirds (2/3) majority vote of the Board and concurrence of the Society's Board of Direction. The vacancy shall be filled in accordance with applicable provisions of the Institute Bylaws.

6.2.1 Absences from Meetings of the Board of Governors. In the event an elected or appointed Governor is absent from two (2) consecutive meetings of the Board, the Governor shall be automatically removed from the Board at the conclusion of such second meeting, unless retained by the two-thirds majority vote of the Board before the conclusion of such second meeting.

ARTICLE 7. NOMINATIONS AND ELECTIONS

7.0 Address of Record. The mailing address designated by the Institute member, except an APO or other temporary address, shall be considered as the Address of Record unless the Institute member instructs otherwise.

7.1 Candidate. A Candidate is a qualified Institute Member who is pursuing or considering the pursuit of an elected office within the Institute.

7.2 Nominee. A Nominee is a Candidate who has received the nomination of the Nominations and Elections Committee, or who has submitted a validated petition for nomination to the Chair of the Nominations and Elections Committee.

7.3 Composition of Nominations and Elections Committee. The Nominations and Elections Committee shall be comprised of no more than five (5) voting Institute members in good standing, three (3) of whom shall not be current Institute Governors. The Vice

President of the Institute shall serve as Chair. No Candidate for office shall be a member of the Nominations and Elections Committee.

7.4 Nominations.

7.4.1 Potential Candidate Pool. The Nominations and Elections Committee shall solicit and receive Candidate names and qualifications from Individuals and Organizational Members of the Institute for the positions to be filled. Candidate names shall be received no later than February 15 of the year in which the election is to be held. Candidates shall submit to the Chair of the Nominations and Elections Committee a signed letter indicating acceptance and willingness to serve, if elected. Candidates shall also submit additional election information as may be requested by the Nominations and Elections Committee.

7.4.2 Nomination Procedure. The Nominations and Elections Committee shall submit to the Board a list of recommended Nominees for each open position. The Board shall select at least one (1) individual from the recommended list to fill each open position on the ballot and these individuals shall be known as the Official Nominees.

In the event at least eighty percent (80%) of the Nominations and Elections Committee members present and voting agree to submit a single Nominee for an open position, approval from the Board is not required and the individual's name shall appear on the ballot.

7.4.2.1 Nomination by Board of Governors. In the event the Nominations and Elections Committee votes to place a single individual on the election ballot, the Board may designate a second Nominee of its own to appear on the ballot, provided the individual meets the qualifications for the selected office.

7.4.3 Official Nominees. Individuals selected by the Board or the Nominations and Elections Committee to appear on the ballot shall be known as the Official Nominee(s) and be designated as such. Official Nominees shall be fully informed by the Secretary of the qualifications, duties and requirements of the office for which they are nominated.

7.4.4 Slate of Nominees. The Nominations and Elections Committee shall publish the slate of Official Nominees to the Institute membership.

7.4.4.1 Process for Petition Nominees. Candidates who wish to pursue election by petition shall file with the Chair of the Nominations and Elections Committee the required number of signatures and a signed letter indicating acceptance and willingness to serve by forty-five (45) days after publication of the slate of Official Nominees to the Institute membership in the year in which the election is to be held. Petition Nominees shall submit any

additional election information as may be requested by the Nominations and Elections Committee.

7.4.4.2 Petition Signatures. Petitions shall contain the signatures of at least one hundred fifty (150) Institute members in good standing. At least fifteen (15) petition signatures shall be obtained from each of five (5) different ASCE Geographic Regions for a total of seventy-five (75) signatures.

Candidates who submit the appropriate number of petition signatures shall be known as Petition Nominees and be designated as such on the election ballot. Petition Nominees shall be fully informed by the Secretary of the qualifications, duties and requirements of the office for which they are nominated.

7.4.5 Notification of Nominees. The Secretary shall notify all Institute members, by notice in an Institute newsletter or such other appropriate means, of the Official and Petition Nominee(s) for each vacant office.

7.5 Election Process.

7.5.1 Uncontested Election. In the event there is only one (1) Nominee for Elected Institute Governor, the Board shall have the authority to declare that individual elected and an announcement by the Institute shall be made in lieu of a ballot.

7.5.2 Contested Election. In the event of a contested election the following procedures shall be followed:

7.5.2.1 Distribution of Ballot. For all voting members of the Institute in good standing as of April 15, the current year's election ballot, biographical sketch and instructions for voting shall be sent to the Address of Record not later than June 30. Write-in Candidates shall not be permitted.

7.5.2.2 Deadline for Receipt of Ballots. The polls for the election shall close at the close of business sixty (60) days after mailing of the ballots, and the ballots shall be counted within three (3) days of closing of the polls except that if either date falls on a Saturday, Sunday or holiday, the Secretary shall change either or both dates so the close of balloting and the counting of ballots shall fall on business days. Election ballots shall be counted not later than August 30.

7.5.2.3 Tellers Committee. The ballots shall be verified under the supervision of no fewer than three (3) Tellers who shall be appointed

by the President from among the voting Institute members in good standing. These Tellers comprise the Tellers Committee. No count or listing of votes cast in any Institute election shall be permitted until after the polls have closed and then only by the Tellers Committee. The person who receives the largest number of valid votes for an office shall be declared elected. In the event of a tie between two (2) or more persons for the same office, selection shall be made by the Board from the persons so tied.

7.5.2.4 Election Results. Upon adjournment of the Tellers Committee, the Secretary shall announce the election results to the Institute membership.

7.6 Technical Region Director Nomination. The Board may, when called upon to do so, select by a majority vote of those present and voting at least one (1) Candidate to be forwarded to the Technical Region Board of Governors for consideration as an Official Nominee for the Technical Region Director position on the Society's Board of Direction.

ARTICLE 8. MEETINGS

8.0 Business Meetings.

8.0.1 Annual Membership Meeting. The Institute shall convene at least one (1) business meeting annually, termed the Annual Membership Meeting.

8.0.1.1 Quorum. A quorum for the Annual Membership Meeting shall be twenty-five (25) voting members.

8.0.2 Other General Business Meetings. The Institute may convene additional General Business Meetings.

8.0.2.1 Requirements. Additional Business Meetings of the Institute may be convened at such date and place as shall be determined by the Board and designated in a notice to the membership at least thirty (30) days in advance of the meeting.

8.0.2.2 Quorum. A quorum for any other General Business Meeting shall be twenty-five (25) voting members voting members.

8.0.3 Special Business Meetings. The Institute may call Special Business Meetings.

8.0.3.1 Requirements. The Board may call Special Business Meetings of the Institute. The Board shall also call a Special Business Meeting of the Institute upon written request of not less than five hundred (500) members. Notice of a Special Business Meeting shall be published in an official

Institute publication at least thirty (30) days prior to the date of the Special Business Meeting. Notice of a Special Business Meeting shall state the purpose of the proposed meeting. No business other than that stipulated in the notice shall be considered at any such Special Business Meeting.

8.0.3.2 Quorum. A quorum for a Special Business Meeting shall be twenty-five (25) voting members.

8.0.4 Board of Governors Meetings.

8.0.4.1 Regular Meetings. No less than one (1) Regular Meeting of the Board shall be held each year in the Fall. Regular Meetings may be called as determined by the Board. At least thirty (30) days advance notice of any such Regular Meeting shall be given by the Secretary to members of the Board. The agenda shall be sent to the Board at least five (5) days in advance of the meeting.

8.0.4.2 Special Meetings. Special Meetings may be called as determined by the Board. At least seven (7) days advance notice of any such Special Meeting shall be given by the Secretary to members of the Board. Notice of a Special Meeting shall state the purpose of the proposed meeting. No business other than that stipulated in the notice shall be considered at any such Special Meeting.

8.0.4.3 Quorum. A majority of the members of the Board shall constitute a quorum at any meeting of the Board except for consideration of disciplinary action against an Institute member. Seventy-five percent (75%) of the members of the Board shall constitute a quorum for the consideration of disciplinary action against a member.

8.0.4.4 Board of Governors Executive Sessions. Meetings of the Board may go into Executive Session upon the call of the meeting chair, or upon the motion of any member of the Board and affirmative vote of the Board. All voting members of the Board attend Executive Session as well as any individuals invited by the Board. Minutes reflecting actions taken in Executive Session shall be kept on file by the Society's Managing Director of Engineering Programs.

8.1 Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern the Institute in all cases to which they are applicable and in which they are not inconsistent with the laws of the State in which the Institute is incorporated or with the Institute's Bylaws.

8.2 Meeting Participation by Alternative Means. Any member of the Board or any Board committee may participate in a meeting of the Board or any Board committee by means of a conference telephone or similar communications system that allows all

persons participating in the meeting to hear each other at the same time. Such participation shall be considered presence in person at the meeting.

8.3 Action without a Meeting. Any corporate action required or permitted to be taken by the Board or any Board committee may be taken without a meeting if all members of the Board or Board committee unanimously approve such action in writing.

ARTICLE 9. COMMITTEES, ACADEMIES, AFFILIATED AND OTHER ORGANIZATIONAL ENTITIES

9.0 Objectives and Purposes of Organizational Entities. The objectives and purposes of the Institute's committees, academies, divisions, and other Organizational Entities shall be consistent with those of the Institute.

9.1 Organizational Entities. The Board may define, establish and discharge Organizational Entities such as standing councils and committees, student chapters, local chapters, and task forces as necessary or desirable to conduct the affairs of the Institute.

9.2 Committees. The Board has the authority and responsibility to create and disband committees, establish duties, conditions, and terms of service, and approve committee appointments, including designation of the chair and other committee officers, unless specified otherwise when the Organizational Entity is established. Committees may create constituent committees, subcommittees, divisions, task groups or similar entities as required to accomplish their charge.

9.3 Tangible and Intangible Property. Committee chairs shall return a committee's tangible property and records and all records relating to any intangible property and work product of the committee to the Institute when discharged, or when requested by the Board. Such materials and any intangible property including work products of the committee belong to the Institute. All committees and subcommittees, and all special delegates and representatives shall be governed by this provision unless otherwise directed by the Board.

ARTICLE 10. ADMINISTRATIVE PROVISIONS

10.0 Organization. The Institute is organized within the Society. All policies and activities of the Institute shall be consistent with and subject to:

10.0.1 The Society's Certificate of Incorporation, Constitution, Bylaws, Rules of Policy and Procedure and Code of Ethics;

10.0.2 Applicable federal, state, and local antitrust, trade regulation, and other laws regulations and legal requirements;

10.0.3 All requirements to maintain the status of the Society as a not-for-profit organization exempt from Federal income tax under Sections 501(a) and 501(c)(3)

of the Internal Revenue Code of 1954, as amended (hereinafter referred to as the Code), qualifying at all times as an organization to which tax-deductible contributions may be made pursuant to applicable sections of the Code;

10.0.4 All requirements imposed by relevant jurisdiction for maintenance by the Society of any license, permit, or authority it may hold to conduct activities and do business as a foreign not-for-profit corporation within that jurisdiction; and

10.0.5 Such other policies and procedures as are authorized under these documents.

10.1 *Policy Statements.* The Institute may issue its own statements of policy but must identify them as such. Any amplification, interpretation, or application of Society policies other than by the Society Board of Direction must be clearly identified as the views of the Institute and not of the Society. The Institute shall not take any action that may be deemed to express an attitude or action of the Society.

10.2 *Resolutions.* Resolutions or recommendations may be addressed to the Society Board of Direction for consideration or approval and promulgation.

10.3 *Relationships with Other Associations and Federations.* The Institute may form relationships with other groups and serve as the United States of America member society to various international organizations, as approved by the Board. These relationships shall not be in conflict with Society policies.

10.3.1 *International Society for Soil Mechanics and Geotechnical Engineering.* The Institute shall be the United States of America Member Society of the International Society for Soil Mechanics and Geotechnical Engineering (ISSMGE) or its successor.

10.3.2 *International Secretary.* The Board shall select an International Secretary to serve a four (4) year term, which may be renewed at the discretion of the Board. The terms shall begin and end in the odd numbered year in which an ISSMGE conference is normally held. The International Secretary shall not be selected from the membership of the Board, but shall meet with the Board as requested. The International Secretary may be removed at any time by a two-thirds (2/3) majority vote of the Board.

10.3.3 *Duties of the International Secretary.* The International Secretary shall serve as the formal liaison between the Institute, its Board, and the ISSMGE. In addition, the International Secretary shall perform the specific duties and responsibilities prescribed by the Institute.

10.3.4 *ISSMGE Dues.* The Board shall be responsible for the annual payment of dues to the ISSMGE, as established by the ISSMGE Council. The Institute may establish dues for the United States Member Society members.

10.3.5 Duties and Appointments. The Board shall designate delegates to represent the United States on the ISSMGE Administrative Council; cooperate in the organization and conduct of periodic international conferences, both regional and worldwide; recommend members to serve on ISSMGE technical committees; and, when requested, submit the current list of Institute ISSMGE members, their occupations, and addresses for publication in the ISSMGE List of Members.

10.3.6 ISSMGE Trust Fund. The ISSMGE Trust Fund was established as an endowment fund with the residual monies from the XI International Conference on Soil Mechanics and Foundations Engineering held in San Francisco in 1985. The purpose of the endowment is to provide funds to finance the administration and international activities of the United States of America Member Society of the ISSMGE (i.e., the Institute), and to foster national and international programs that enhance the profession of geotechnical engineering.

10.3.7 Administration of the ISSMGE Trust Fund. The ISSMGE Trust Fund shall be administered by the Board. The day-to-day activities and expenditures of the ISSMGE Trust Fund shall be managed by the International Secretary, who shall annually prepare a proposed budget for approval by the Board, and an annual report of income and expenses.

10.3.8 Integrity of the ISSMGE Trust Fund. The ISSMGE Trust Fund, and earnings therefrom, is an entity under the sole control of the Institute as the United States of America Member Society of the International Society for Soil Mechanics and Geotechnical Engineering. The control of this fund shall be vested in the duly named representatives of the United States of America Member Society in the event the Institute is dissolved.

10.4 Conferences and Conventions. The Institute may conduct conferences and conventions by itself or acting in conjunction with other units of the Society or other affiliated organizations subject to the terms and conditions described in agreements then in place between the Society and the Institute.

10.5 Publications. Publications of the Institute shall be consistent with written agreements that exist between the Society and the Institute. The Institute may develop journals, magazines, manuals of practice, miscellaneous publications and standards by itself or in conjunction with the Society or other organizations. The Society shall have the right of first refusal to act as the publisher of such publications.

All members of the Institute shall be entitled to receive Institute publications at member rates and other Society distributed publications at the rates determined by the Society.

10.6 Indemnification. The Society shall indemnify the Institute's Officers, Institute Director, members, employees, and agents, in their respective capacities as such, by

providing each the same rights of indemnification as are given by the Society to Society officers, members, employees, and agents.

10.7 *Dissolution.* At any duly constituted meeting, the Board, by a two-thirds (2/3) majority of those present and voting, may recommend dissolution of the Institute by the Society Board of Direction, provided that a written notice of this proposed action shall have been given at a previous meeting of the Board, and provided further that the proposed dissolution shall have been published, together with an announcement soliciting membership comments, in an Institute, Society, or third party publication that normally reaches the entire membership by other means.

ARTICLE 11. AMENDMENTS

11.0 *Amendment.* The Institute Bylaws may be amended at a duly constituted meeting of the Board by a two-thirds (2/3) majority of those present and voting, provided that a written notice of such proposed amendment shall have been given at the previous meeting of the Board.

No amendment to these Bylaws shall be effective until approved by the Society Board of Direction.