

THE GEOCHEMICAL SOCIETY

OUTLINE OF BY-LAWS

Article I. Offices

- 1.01 Principal Office
- 1.02 Registered Office and Registered Agent

Article II. Members

- 2.01 Class of Members
- 2.02 Admission of Members and Renewal of Membership
- 2.03 Membership Fees and Dues
- 2.04 Student Membership Fees and Dues
- 2.05 Certificate of Member
- 2.06 Voting Rights
- 2.07 Resolution of Disputes
- 2.08 Resignation
- 2.09 Reinstatement
- 2.10 Transfer of Membership
- 2.11 Waiver of Interest in Corporation Property

Article III. Meetings of Members

- 3.01 Annual Meeting
- 3.02 Special Meeting
- 3.03 Place of Meeting
- 3.04 Notice of Meeting
- 3.05 Quorum
- 3.06 Actions of Membership
- 3.07 Proxies
- 3.08 Voting by Mail

Article IV. Board of Directors

- 4.01 Management of the Corporation
- 4.02 Number, Qualification and Tenure of Directors
- 4.03 Nomination of Non-Officer/Directors
- 4.04 Election of Directors
- 4.05 Vacancies
- 4.06 Annual Meeting of the Board
- 4.07 Regular Meetings
- 4.08 Special Meetings
- 4.09 Notice
- 4.10 Quorum
- 4.11 Duties of Directors
- 4.12 Actions of Board
- 4.13 Proxies
- 4.14 Compensation
- 4.15 Removal of Directors

Article V. Officers

- 5.01 Officer Positions
- 5.02 Nomination of Officers
- 5.03 Election and Term of Office
- 5.04 Removal
- 5.05 Vacancies
- 5.06 President
- 5.07 Vice President

- 5.08 Treasurer
- 5.09 Secretary
- 5.10 International Secretary
- 5.11 Special Publications Editor

Article VI. Committees

- 6.01 Establishment of Committees
- 6.02 Other Committees
- 6.03 Authorization of Specific Committees
- 6.04 Executive Committee
- 6.05 Nominating Committee
- 6.06 Program Committee
- 6.07 Joint Publications Committee
- 6.08 Duties of the Joint Publications Committee
- 6.09 Publications Advisory Committee
- 6.10 Publications Committee Activation
- 6.11 Publications Committee
- 6.12 Duties of the Publications Committee
- 6.13 Geochemistry Fellows Selection Committee
- 6.14 Award Committees
- 6.15 Goldschmidt Forum Executive Committee
- 6.16 Committee Chairperson and Vice Chairperson
- 6.17 Notice of Meetings
- 6.18 Quorum
- 6.19 Action of Committees
- 6.20 Proxies
- 6.21 Compensation
- 6.22 Committee Vacancies
- 6.23 Rules

Article VII. Corporation Activities

- 7.01 Awards
- 7.02 Award Nominations
- 7.03 Lester W. Strock Honorarium
- 7.04 Treibs Medal Fund
- 7.05 Publicity
- 7.06 Corporation Publication
- 7.07 Executive Editor
- 7.08 Special Publications Fund
- 7.09 Special Meetings Loan Fund
- 7.10 Sponsorship of Meetings
- 7.11 Geochemical Futures Fund
- 7.12 National and International Program Endorsements
- 7.13 Divisions

Article VIII. Transactions of the Corporation

- 8.01 Contracts
- 8.02 Deposits
- 8.03 Gifts
- 8.04 Potential Conflicts of Interest
- 8.05 Prohibited Acts

Article IX. Books and Records

- 9.01 Required Books and Records
- 9.02 Inspection and Copying
- 9.03 Audits

Article X. Fiscal Year

10.01 Calendar Year

Article XI. Indemnification

11.01 When Indemnification is Required, Permitted and Prohibited

11.02 Procedures Relating to Indemnification Payments

Article XII. Notices

12.01 Notice by Mail, Telegram, Facsimile, or Electronic Mail

12.02 Signed Waiver of Notice

12.03 Waiver of Notice by Attendance

Article XIII. Special Procedures Concerning Meetings

13.01 Meetings by Telephone

13.02 Decision Without Meeting

13.03 Voting By Proxy

Article XIV. Amendments to By-Laws

14.01 Procedures

Article XV. Miscellaneous Provisions

15.01 Legal Authority Governing Construction of By-Laws

15.02 Legal Construction

15.03 Headings

15.04 Gender

15.05 Seal

15.06 Power of Attorney

15.07 Parties Bound

15.08 Certificate of Secretary

BY-LAWS

OF

THE GEOCHEMICAL SOCIETY, INCORPORATED

These By-Laws (the "By-Laws") govern the affairs of The Geochemical Society, a non-profit corporation (the "Corporation") organized under the Texas Non-profit Corporation Act (the "Act").

ARTICLE I

OFFICES

Principal Office

1.01 The principal office of the Corporation in the State of Texas shall be located at c/o Donald Elthon, Department of Chemistry, University of Houston, Houston, TX 77004, USA. The Corporation may have such other offices, either in Texas or elsewhere as the Board of Directors of the Corporation (the "Board") may determine. The Board may change the location of any office of the Corporation.

Registered Office and Registered Agent

1.02 The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board may change the registered office and the registered agent as provided in the Act.

ARTICLE II

MEMBERS

Class of Members

2.01 The Corporation shall have one class of members.

Admission of Members and Renewal of Membership

2.02 Any natural person of good character and unchallenged basic scientific integrity and honesty, regardless of sex, nationality, residence, employment, prominence or proficiency, may become a member of the Corporation or renew a membership provided only that he or she:

- (a) will subscribe to the declared purposes of the Corporation;
- (b) can evidence a general understanding of the field of endeavor by at least a Bachelor's degree in one of the following fields: physical science, biological science, mathematics or engineering, or by three or more years of activity in any one or more of the above disciplines. Activity shall include teaching, research, application, bibliographic or editorial service; and
- (c) will make payment of all required fees and dues.

Membership Fees and Dues

2.03 The Board may set and change the amount of an initiation fee, if any, and the annual dues payable to the Corporation by members. The annual dues of all members shall be set at the Annual Board meeting of the Corporation. Memberships are to coincide with the fiscal year and may include options and respective fee structures to subscribe or not to the society's journal(s) or portions thereof as the Board sees fit. Dues notices for the forthcoming year shall be mailed on or about three months prior to the end of the fiscal year. Payment must be made within one month after the beginning of the new fiscal year or the member will be dropped from the membership roll. Reinstatement subsequent to a member's termination may require the payment of a reinstatement fee in addition to the dues.

Student Membership Fees and Dues

2.04 A special membership rate for student members shall be set by the Board at the Annual Meeting. This membership shall include all the rights and privileges of full membership and shall be open to all students who are enrolled in full time studies in a degree-granting institution of higher education. Written certification to that effect shall be provided to the Corporation by a member of the faculty of the student's institution.

Certificates of Membership

2.05 The Board may provide for the issuance of certificates evidencing membership in the Corporation. When a person has been admitted as a member and has paid any required fees and dues, the Corporation may issue a certificate of membership to the person. Membership certificates, if issued, shall be signed by the President or Vice-President and by the Secretary or Assistant Secretary. Membership certificates, if issued, shall be numbered consecutively. If a certificate is lost, mutilated or destroyed, a new certificate may be issued.

Voting Rights

2.06 Each member shall be entitled to vote on all matters, including the election of Officers and Directors, that are considered by the Corporation.

Resolution of Disputes

2.07 In any dispute between members relating to the activities of the Corporation, all parties involved shall cooperate in good faith to resolve the dispute. If the parties cannot resolve the dispute between themselves, they shall cooperate to select one or more mediators to help resolve the dispute. If no timely resolution of the dispute occurs through mediation, any party may demand binding arbitration as described in the applicable statutes of the State of Texas regardless of whether the parties have met together with a mediator. The Board shall have the discretion to authorize the use of the Corporation's funds for mediation or arbitration of a dispute described in this paragraph. However, this paragraph shall not apply to a dispute involving the Corporation as a party relating to the sanctioning, suspension or expulsion of a member from the Corporation.

Resignation

2.08 Any member may resign from the Corporation by submitting a written resignation to the Secretary. The resignation need not be accepted by the Corporation to be effective. A member's resignation shall not relieve the member of any obligation to pay any dues, assessments or other charges that have accrued and were unpaid prior to the effective date of the resignation.

Reinstatement

2.09 A former member may submit a written request for reinstatement of membership. The Board may reinstate membership on any reasonable terms that the Board deems appropriate.

Transfer of Membership

2.10 Membership in the Corporation is not transferable or assignable. Membership terminates on the dissolution of the Corporation or the death of a member. Membership in the Corporation is not a property right that may be transferred after a member's death.

Waiver of Interest in Corporation Property

2.11 All real and personal property, including all improvements located on the property, acquired by the Corporation shall be owned by the Corporation. A member shall have no interest in specific property of the Corporation. Each member hereby expressly waives the right to require partition of all or part of the Corporation's property.

ARTICLE III
MEETINGS OF MEMBERS

Annual Meeting

3.01 There shall be an annual meeting of the Corporation (the “Annual Meeting”), to be held, whenever practicable, preferably at the same time and place of that as V.M. Goldschmidt Conference. At the Annual Meeting, the members shall elect individuals to fill the offices of those Directors and/or Officers whose terms will expire, and transact any other business that may come before the meeting. If, in any year, the election of Directors and/or Officers is not held on the day designated for the Annual Meeting, or at any adjournment of the Annual Meeting, the Board shall call a special meeting of the members as soon thereafter as possible to conduct the election of Directors and/or Officers. Alternatively, the slate of new officer and director candidates recommended by the Nominating Committee and approved by the Board of Directors may be presented to the membership for acceptance, and published in the Society’s newsletter at least four (4) months prior to their taking office. The membership may bring forward additional candidates, in which case a formal election by the full membership will be conducted.

Special Meeting

3.02 Special meetings of the members may be called by the President, the Board, or not less than one tenth of the members.

Place of Meeting

3.03 The Board may designate any place, either within or without the State of Texas, as the location of the Annual Meeting or for any special meeting called by the Board. If the Board does not designate the place of the meeting, the meeting shall be held at the registered office of the Corporation.

Notice of Meeting

3.04 Written or printed notice of any meeting of members, including the Annual Meeting, shall be delivered to each member not less than ten (10) nor more than fifty (50) days before the date of the meeting. The notice shall state the place, day and time of the meeting, who called the meeting, and the general purpose or purposes for which the meeting is called. Notice shall be given by or at the direction of the President or Secretary of the Corporation, or the Officers or persons calling the meeting. If all of the members meet and consent to the holding of a meeting, any corporate action may be taken at the meeting regardless of a lack of proper notice.

Quorum

3.05 The members holding one tenth of the votes that may be cast at a meeting, attending in person or by proxy, shall constitute a quorum at that meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required to constitute a quorum. If a quorum is not present at any time during a meeting, a majority of the members present may adjourn and reconvene one time without further notice.

Actions of Membership

3.06 The membership shall try to act by consensus. However, the vote of a majority of voting members in good standing, and entitled to vote at a meeting at which a quorum is present, shall be sufficient to constitute the act of the membership unless the vote of a greater number is required by law or the By-Laws. A member in good standing is one who has met eligibility requirements, paid all required fees and dues and is not suspended as of the date of the meeting.

Proxies

3.07 A member may vote by proxy executed in writing by the member. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Electronic Voting

3.08 The Board may authorize members to vote by email or by web-based election on the election of Officers and Directors and any other matter that may be voted on by the members [hereafter referred to as “electronic voting”.]

ARTICLE IV
BOARD OF DIRECTORS

Management of the Corporation

4.01 The Board shall direct all affairs and activities of the Corporation, including expenditure of its funds.

Number, Qualification, and Tenure of Directors

4.02 The number of Directors shall be seventeen (17). Directors need not be residents of Texas. The seventeen directors shall be composed of: The President, the Vice-President, the Secretary, the International Secretary, the Treasurer, the Special Publication Series Editor, the Geochemical News Editor, the Executive Editor of the Society's journal, *Geochimica et Cosmochimica Acta*, and the Chair and Secretary of the Society's Organic Geochemistry Division as ex-officio members of the Board (the "Ex-Officio Directors"). There shall be additionally six non-Officer/Directors (the "Non-Officer/ Directors"). The Ex-Officio Directors, Non-Officer/Directors and the most recently retired President of the Corporation shall constitute the Directors (the "Directors"). At least two Non-Officer/Directors shall have their principal place of professional residence outside of North America, and at least two Non-Officer/Directors shall have their principal place of professional residence in North America. The Ex-Officio Directors shall serve as Directors during their term of executive office.

Nomination of Non-Officer/Directors

4.03 The Nominations Committee shall call for nominations for Non-Officer/Directors from qualified, eligible Geochemical Society members. The Nominations Committee shall consider these nominees, and if desired, submit nominations of their own. After consideration, the committee shall decide on at least two nominations for each Non-Officer/Director opening on the Board. The Nominations Committee shall ensure that their principal place of professional residence is as mandated in Section 4.02. The Nominations Committee shall be encouraged to achieve balanced representation on the Board with respect to scientific discipline, region, gender, and race. The Board shall vote to accept or reject the nominations from the Nominations Committee. If certain nominations are deemed to be unacceptable by the Board, then the Nominations Committee put forward replacement nominees within 30 days.

Election of Non-Officer/Directors

4.04 If the Board accepts the nominations put forward by the Nominations Committee, then each of the Non-Officer/Directors shall be elected by a plurality vote of the membership of the Corporation for a term of four years. Terms for the Non-Officer/Directors shall be staggered such that elections occur every two years, and such that half of the Non-Officer/Directors rotate off of the Board at each election. The election will take place by email ballot, with votes tallied by the Geochemical Society Business Office Manager and an impartial observer. Each elected Non-Officer/Director shall take office on January 1 of the year following their election to the Board. Each Non-Officer/Director shall hold office until a successor is elected and qualified. A Non-Officer/Director may not be elected to succeed himself or herself as a Non-Officer/Director. The Ex-Officio Directors of the Corporation, upon taking their respective offices, shall be Directors. Only the most recently retiring President shall be a Director.

Vacancies

4.05 Any vacancy occurring in the Board shall be filled by the Board. A vacancy shall be filled by the affirmative vote of a majority of the remaining Directors, even if it is less than a quorum of the Board or if it is a sole remaining Director. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at the Annual Meeting or at a special meeting of members called for that purpose.

Annual Meeting of the Board

4.06 The annual meeting of the Board (the "Board's Annual Meeting") may be held without notice other than the By-Laws. The Board's Annual Meeting shall be held at the same place as the Annual Meeting.

Regular Meetings

4.07 The Board may provide for regular meetings by resolution stating the time and place of such meetings. The meetings may be held either within or without the State of Texas and shall be held at the Corporation's registered office if the resolution does not specify the location of the meeting. No notice of regular meetings of the Board is required other than a resolution of the Board stating the time and the place of the meeting.

Special Meetings

4.08 Special meetings of the Board may be called by or at the request of the President or any two Directors. A person or persons authorized to call special meetings of the Board may fix any place within or without the State of Texas as the place for holding a special meeting. The person or persons calling a special meeting shall notify the Secretary of the information required to be included in the notice of the meeting. The Secretary shall give notice to the Directors as required in the By-Laws.

Notice

4.09 A written or printed notice of any special meeting of the Board shall be delivered to each Director not less than seven nor more than thirty days before the date of the meeting. The notice shall state the place, day and time of the meeting, who called the meeting and the purpose or purposes for which the meeting is called.

Quorum

4.10 In meetings of the Board, a quorum shall consist of a simple majority of the 17 Directors. The presence of a Director by proxy shall not be counted in determining the existence of a quorum. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Directors required to constitute a quorum. If a quorum is not present at any time during a meeting, a majority of the Directors present may adjourn and reconvene the meeting one time without further notice. In the event that action must be taken in the absence of a quorum of the Board, the President may convene an emergency executive committee (the "Emergency Executive Committee"). The members of the Emergency Executive Committee shall be the President, Secretary and the Treasurer. If one of these is not able to attend, the President may appoint some other member of the Board as a replacement. Such Emergency Executive Committee shall have the power to act on behalf of the Board, but each of its actions is subject to ratification by a full quorum of the Board at its next meeting following such action, or by mail if necessary.

Duties of Directors

4.11 Directors shall exercise ordinary business judgment in managing the affairs of the Corporation. Directors shall act as fiduciaries with respect to the interest of the members. In acting in their official capacity as Directors of the Corporation, Directors shall act in good faith and take action as they reasonably believe to be in the best interest of the Corporation and that are not unlawful. In all other instances, the Board shall not take any action that they should reasonably believe would be opposed to the Corporation's best interests or would be unlawful. A Director shall not be liable if, in the exercise of ordinary care, the Director acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Corporation.

Actions of the Board

4.12 The Board shall try to act by consensus. However, the vote of a majority of Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board unless the act of a greater number is required by law or the By-Laws. A Director who is present at a meeting and abstains from a vote is not considered to be present and voting for the purposes of determining the decision of the Board. For the purpose of determining the decision of the Board, a Director who is represented by a proxy in a vote is considered present.

Proxies

4.13 A Director may vote by proxy executed in writing by the Director. No proxy shall be valid after three (3) months from the date of its execution.

Compensation

4.14 Directors may receive salaries for their services. The Board may adopt a resolution providing for payment to Directors of a fixed sum and expenses of attendance, if any, for attendance at each meeting of the Board. A Director may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a Director shall be commensurate with the services performed and reasonable in amount.

Removal of Directors

4.15 The members may vote to remove a Director at any time, only for good cause. Good cause for removal of a Director shall include the unexcused failure to attend three consecutive meetings of the Board. A meeting to consider the

removal of a Director may be called and notice given following the procedures provided in the By-Laws. The notice of the meeting shall state that the issue of possible removal of the Director will be on the agenda. The Director shall have the right to present evidence at the meeting as to why he or she should not be removed, and the Director shall have the right to be represented by an attorney at and before the meeting. At the meeting, the Corporation shall consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the Director. A Director may be removed by the affirmative of a majority of the members. The removal of a Director who is an Ex-Officio Director shall also operate to remove that person from their executive office.

ARTICLE V OFFICERS

Officer Positions

5.01 The Officers of the Corporation shall be a President, a Vice-President a Secretary, an International Secretary, a Treasurer, the Special Publication Series Editor, the Geochemical News Editor, the Executive Editor of *Geochimica et Cosmochimica Acta (GCA)*, and the Chair and Secretary of the Society's Organic Geochemistry Division. The duties of the Officers shall be the usual ones performed by such Officers. The President, Secretary, International Secretary, Treasurer, and Special Publication Series Editor shall make annual reports to the Corporation. The Board may create additional Officer positions, define the authority and duties of each position and elect or appoint persons to fill the positions. Unless expressly stated, such new Officers shall not be ex-officio members of the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Nominations of Officers

5.02 Nominations for Officers shall be made by the Nominations Committee, who shall attempt to secure at least two nominations for each open office from their own deliberations and from input of the Geochemical Society at large. The Nominations Committee shall attempt to achieve balanced Officer representation with respect to scientific discipline, region, gender, and race. The Board shall vote to accept or reject the Officer nominations from the Nominations Committee. If the nominations are rejected, then the Board shall charge the Nominations Committee with the task of putting forward a new set of nominees in a timely fashion. Officers shall be elected by a plurality vote of the membership of the Corporation for two year terms. The election will take place by email ballot, with votes tallied by the Geochemical Society Business Office Manager and one impartial observer. Each elected Officer shall take office on January 1 of the year following their election to the Board. The GCA Executive Editor shall be nominated by the Joint Publications Committee and approved by the governing boards of the Geochemical Society and the Meteoritical Society. The Chair and Secretary of the Organic Geochemistry Division (OGD) shall be elected by the OGD membership, according to procedures set forth in the OGD By-Laws.

Election and Term of Office

5.03 After serving a two year term, the Vice-President shall serve a two year term as President, followed by a two year term as Past-President on the Board. The Secretary, the International Secretary, the Treasurer, the Special Publication Series Editor, and the Geochemical News Editor shall serve two year terms each, and shall be eligible for re-election for additional terms of office. The Chair and Secretary of the OGD shall serve as Officers of the Corporation for terms specified in the OGD By-Laws. The term length and tenure for the GCA Executive Editor shall be determined by the Joint Publications Committee. Each Officer shall hold office until a successor is duly selected and qualified.

Removal

5.04 Any Officer elected or appointed by the membership may be removed by a majority vote of the entire membership when, in their judgment, the best interests of the Corporation will be served thereby. The removal of an Officer shall be without prejudice to the contract rights, if any, of the Officer. The removal of an Ex-Officio Director shall operate to remove that person from the Board.

Vacancies

5.05 A vacancy in any office may be filled by the Board for the unexpired portion of the Officer's term. A vacancy is filled by the affirmative vote of a majority of the remaining Directors, even if it is less than a quorum of the Board or if it is a sole remaining Director. An Officer elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

President

5.06 The President shall be the chief executive officer of the Corporation. The President shall supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the members and of the Board. The President may execute any deeds, mortgages, bonds, contracts or other instruments that the Board has authorized to be executed. However, the President may not execute instruments on behalf of the Corporation if this power is expressly delegated to another Officer or agent of the Corporation by the Board, the By-Laws or statute. The President shall perform other duties prescribed by the Board and all duties incident to the office of the President as well as the following:

- (a) The President or his designated representative shall attend the annual meeting of the Associated Society Presidents with the Executive Council of the Geological Society of America, and shall be reimbursed by the Corporation for cost incurred in this attendance.
- (b) Serve as an ex-officio member of the Joint Publications Committee (or Publications Committee, should it exist)
- (c) Appoint members of the Joint Publications Committee with the President of the Meteoritical Society (and/or appoint members of the Publications Committee, should it exist).
- (d) Maintain the schedule of changes of officers.
- (e) Make sure the manuscripts of award citations are received and forward them to the Society's journal.
- (f) Obtain nominations of officers from the Nominations Committee and committee members from the Vice President and act on them at the appropriate Board Meeting.
- (g) Send out letters of official nomination to all new officers and committee members informing them of their office, thanking them for their willingness to serve, summarizing briefly their duties and informing them of who their committee chair is.
- (h) Officially thank all retiring officers and committee members for their service to the Society
- (i) Officially inform Clarke, Patterson, and Goldschmidt Award recipients of their honor and communicate time and place of the award to recipients and their citationists.
- (j) Communicate with Ingerson and Strock families regarding the Ingerson Lecturers and the Goldschmidt Award winners.
- (k) Appoint with the Board, the members of the Publications Advisory Committee (should it exist).
- (l) Appoint members of the Fellows Selection Committee jointly with the President of the European Association of Geochemistry, as specified in section (6.13).

Vice-President

5.07 If the President is absent, is unable to act, or refuses to act, the Vice-President shall perform the duties of the President. When the Vice-President acts in place of the President, the Vice-President shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform other duties as assigned by the President or Board.

- (a) The Vice-President shall nominate members and chairpersons of the Program, Nominations, V.M. Goldschmidt Award, C.C. Patterson, and F.W. Clarke Award Committees and shall present these to the Board for approval prior to the Annual Meeting.

Treasurer

5.08 The Treasurer shall:

- (a) Assume his or her responsibilities on the first day of the fiscal year following the year of his or her election.
- (b) Have charge and custody of and be responsible for all funds and securities of the Corporation.
- (c) Receive and give receipts for monies due and payable to the Corporation from any source.
- (d) Deposit all monies in the name of the Corporation in banks, trust companies or other depositories as provided in the By-Laws or as directed by the Board or President.
- (e) Write checks and disburse funds to discharge obligations of the Corporation.
- (f) Maintain the financial books and records of the Corporation.
- (g) Prepare financial reports at least annually.
- (h) Perform other duties as assigned by the President or the Board.
- (i) If required by the Board, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board.
- (j) Perform all of the duties incident to the Office of Treasurer.

- (i) This will include the presentment of an annual report encompassing the previous year's income and expenses and an accounting of the current status of all accounts at the Annual Meeting. In conjunction with this annual report, the Treasurer will also provide evidence that an independent accounting firm, approved by the President, has verified the accounting, on a biennial basis.
- (ii) At the Annual Meeting, new expenditures for the following year shall be proposed by the Treasurer. Estimates of all major expenditures for the following year shall be submitted to the Treasurer prior to the Annual Meeting. At the Annual Meeting the final budget for the following year shall be voted on and approved by the Board. The Treasurer should also provide an accounting of the current status of all accounts at the Annual Meeting.
- (k) Prepare the Treasurer's report for his or her last year in office, and to prepare the documentation for the tax return to be filed by the immediately approaching tax filing deadline. The books shall be audited prior to transfer to the incoming Treasurer.

Secretary

5.09 The Secretary shall:

- (a) Give all notices as provided in the By-Laws or as required by law.
- (b) Take minutes of the meetings of the members and of the Board and keep the minutes as part of the corporate records.
- (c) Maintain custody of the corporate records and of seal of the Corporation.
- (d) Serve as Newsletter Editor with full responsibility for publication of the Newsletter unless the Board has appointed another person to serve as Newsletter Editor.
- (e) Affix the seal of the Corporation to all documents as authorized.
- (f) Keep a register of the mailing address of each member, Director, Officer and employee of the Corporation.
- (g) Perform duties as assigned by the President or by the Board.
- (h) Perform all duties incident to the office of Secretary. This shall include the presentation of an annual report of the Office of the Secretary to the Board.

International Secretary

5.10 The International Secretary shall:

- (a) Be responsible for keeping track of scientific meetings external to North America in order to assist the Newsletter Editor in publicizing them.
- (b) Serve as a liaison between the Corporation and international geological and geochemical organizations that are external to North America.
- (c) Provide official reports of the Corporation's activities to international geological and geochemical organizations that are external to North America (e.g., IUGS) as needed.
- (d) Arrange the lecture tour(s) of distinguished lecturers from abroad who are being sponsored by the Corporation.
- (e) For the V. M. Goldschmidt Conferences that are being held outside North America, work with the Goldschmidt program and planning committees to keep the Board informed of planning progress.
- (f) Perform other tasks assigned by the Board to further international cooperation in geochemistry.

Special Publications Series Editor

5.11 The Special Publications Series Editor shall:

- (a) Administer the Special Publications Series. Subjects for the Special Publications Series can include symposium proceedings, review books, short course collections, texts, and the like, to be published in a high quality format at the lowest possible price to the membership.
- (b) Accept proposals from any member of the Corporation for a volume to be published by the Special Publications Series and make a recommendation on the proposal to the Joint Publications Committee (or Publications Committee, if it exists), who will forward its recommendation, along with that of the Special Publications Series Editor, to the Board. Approval for all books to be published in the Series must be obtained from the Board.
- (c) Supervise the publication, advertisement, and sales of books in the Special Publications Series.
- (d) Serve as an ex officio member of the Joint Publications Committee (6.07 b), or Publications Committee, if it exists (6.11 b).
- (e) Advise the Treasurer on matters relating to the Special Publications Fund (7.08).

Geochemical News Editor

5.12 The Geochemical News Editor shall:

- a) be responsible for the production and dissemination of issues of the Geochemical News, the newsletter of the Geochemical Society. This responsibility includes oversight of the newsletter budget.
- b) submit an annual report to the Board of Directors on the finances and production statistics of the newsletter.

ARTICLE VI
COMMITTEES

Establishment of Committees

6.01 The Board may adopt a resolution establishing one or more committees delegating specified authority to a committee. If the Board delegates any of its authority to a committee, the majority of the committee shall consist of Directors. The Board may delegate its power to appoint and remove members of a committee. However, the Board shall retain ultimate authority to appoint or remove members of a committee. The establishment of a committee or the delegation of authority to a committee shall not relieve the Board, or any individual Director, of any responsibility imposed by the By-Laws or otherwise imposed by law. Under no circumstances shall a committee have the authority of the Board to:

- (a) Amend the Articles of Incorporation.
- (b) Adopt a Plan of Merger or Plan of Consolidation with another Corporation.
- (c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation.
- (d) Authorize the voluntary dissolution of the Corporation.
- (e) Invoke proceedings for the voluntary dissolution of the Corporation.
- (f) Adopt a plan for the distribution of the assets of the Corporation.
- (g) Amend, alter, or repeal the By-Laws.
- (h) Elect, appoint, or remove a Director or Officer of the Corporation.
- (i) Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as defined in paragraph 8.04, below.
- (j) Take any action outside the scope of authority delegated to it by the Board.
- (k) Take final action on a matter that requires the approval of the members.

Other Committees

6.02 Other committees not having and exercising the authority of the Board in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of Directors at a meeting at which a quorum is present, or by the President thereunto authorized by a like resolution of the Board or by the Articles of Incorporation or by the By-Laws. Membership on such committees may, but need not be, limited to Directors.

Authorization of Specific Committees

6.03 There shall be the following committees established by the By-Laws: Executive, Nominations, Program, Publications, Joint Publications, Publications Advisory, V.M. Goldschmidt Award, F.W. Clarke Award, C.C. Patterson Award, Alfred Treibs Award.

Executive Committee

6.04 The Executive Committee shall consist of five (5) members, namely the current President, Vice President, Past President, Secretary and Treasurer. The Executive Committee is empowered by the Board of Directors of the Society, between meetings of the full Board, to make financial and business decisions where urgency or delicacy is important, without consulting or informing the full Board beforehand. The President, speaking on behalf of the Executive Committee, shall keep the full Board apprised of these actions in a reasonable, timely and appropriate manner. Further, where Geochemical Society funds are involved, the Executive Committee may only authorize one-time expenditures where the amount does not seriously impact the annual budget of the Society.

Nominations Committee

6.05 The Nominations Committee shall consist of six (6) members, not more than one of whom shall be a member of the Board. The appointments shall be made for staggered three year terms so that one third of the members of each committee shall be replaced each year. The Chairperson of the Nominations Committee shall have voting power and shall be chosen from among the members who were members of the committee the preceding year.

Program Committee

6.06 The Program Committee shall make arrangements for the scientific and technical program of the Annual Meeting with the Geological Society of America, and the Spring Meeting with the American Geophysical Union. When directed to do so, the Program Committee shall assist in the planning and organization of the V. M. Goldschmidt Conference. The Program Committee shall consist of six appointed members. Each of these members shall be appointed for a three-year term. These terms shall be staggered so that either two of the members of the committee shall be replaced each year. An annual report of the Program Committee shall be made to the Board at the Annual Meeting.

Joint Publications Committee

6.07 For as long as the Corporation co-sponsors its journal jointly with the Meteoritical Society, there shall be a Joint Publications Committee. The Joint Publications Committee of the Corporation and the Meteoritical Society (the "Joint Publications Committee") shall consist of eleven members: six (6) appointed members, and five (5) ex-officio members.

(a) The appointed members of the Joint Publications Committee shall serve staggered three (3) year terms.

Members of the Committee shall be jointly appointed by the presidents of the two Societies, in consultation with the Editor and the Chairperson of the Committee. One of these appointed members shall be appointed the Chairperson. No later than four months before the expiration of the Chairperson's term, an ad hoc Nominating Committee, chaired by the Executive Editor and including the Corporation and Meteoritical Society Presidents, shall proceed to nominate a successor to the Chairperson of the Joint publications Committee for approval by the Corporation's Board and the Meteoritical Society's Council. Incumbent committee members shall be eligible for re-nomination. The term of each appointee shall begin on January 1 of the year immediately following the date of their appointment.

(b) The ex-officio members shall be the Executive Editor of *Geochimica et Cosmochimica Acta*, the Special Publication Series Editor, the President of the Corporation and the President of the Meteoritical Society. The ex-officio members shall take part in all discussions and their views should be included in decisions made by the Joint Publications Committee. However, the ex-officio members shall not have formal voting rights, except for the Executive Editor when the issue directly concerns *Geochimica et Cosmochimica Acta*.

(c) At all times, both the Corporation and the Meteoritical Society must be represented on the Joint Publications Committee by at least two persons. The subscription rate for the Corporation's journal shall be reported to the Board by the Joint Publications Committee at the Annual Meeting.

Duties of the Joint Publications Committee

6.08 The Joint Publications Committee shall have the following responsibilities:

- (a) To advise the Executive Editor of *Geochimica et Cosmochimica Acta* and to monitor the journal on a continuing basis;
- (b) To approve new Associate Editors upon the Executive Editor's nomination;
- (c) To negotiate contracts with the journal's publisher, such contracts, and subsequent changes therein, to be ratified by the Corporation and the Meteoritical Society;
- (d) To advise the Corporation and the Meteoritical Society on any matter concerning publication; in particular, provide the Board with budget figures at the Annual Meeting so that the Board can approve subscription rates for the next year in a timely fashion;
- (e) To mediate conflicts between Editors and authors. Such mediation may be initiated at either the author's or the Editor's request, but the recommendation shall take the form of advice, and not be binding;
- (f) To review the state of the Corporation's journal every three years, in conjunction with the nomination of the Executive Editor.

Publications Advisory Committee

6.09 The Board may establish a special Publications Advisory Committee to consider options and to make recommendations regarding a new journal for the Corporation. The special Publications Advisory Committee would consist of six (6) members.

Publications Committee

6.10 The Corporation is bound by contract to cosponsor *Geochimica et Cosmochimica Acta* jointly with the Meteoritical Society through December 31, 1996. After that time the Corporation and the Meteoritical Society are free to sponsor another journal, either jointly or separately. If the Corporation should opt for separate sponsorship, then a new Publications Committee will be needed, and will be set up and will operate according to 6.10 and 6.11 of these By-Laws, and Sections 6.06 and 6.07 would become null and void.

6.11 The Publications Committee of the Corporation (the "Publications Committee") shall consist of nine members: six (6) appointed members, and three (3) ex-officio members.

- (a) The appointed members of the Publications Committee shall serve staggered three (3) year terms. Members of the Committee shall be appointed by the President of the Society, in consultation with the Executive Editor and the Chairman of the Committee. One of these appointed members shall be appointed the Chairperson and one shall be appointed the Vice-Chairperson. No later than four months before the expiration of the Chairperson's and Vice-Chairperson's term, an ad-hoc Nominating Committee, Chaired by the Executive Editor and including the Corporation's President, shall proceed to nominate successors to the Chairperson and Vice-Chairperson of the Joint Publications Committee for approval by the Corporation's Board at their fall meeting. Incumbent committee members shall be eligible for re-nomination. The term of each appointee shall begin upon the adjournment of the Fall Meeting.
- (b) The ex-officio members shall be the Executive Editor, the Special Publication Series Editor, and the President of the Corporation. The ex-officio members shall take part in all discussions and their views should be included in decisions made by the Publications Committee. However, the ex-officio members shall not have formal voting rights, except for the Executive Editor and Special Publications Series Editor when the issue directly concerns their respective publications.
- (c) A recommended subscription rate for the Corporation's journal shall be reported to the Board by the Publications Committee at the Annual Meeting.

Duties of the Publications Committee

6.12 The Publications Committee shall have the following responsibilities:

- (a) To advise the Executive Editor and the Special Publications Series Editor and to monitor the publications on a continuing basis;
- (b) To approve new Associate Editors upon the Executive Editor's nomination;
- (c) To negotiate contracts with the journal's publisher, such contracts, and subsequent changes therein, being subject to ratification by the Corporation;
- (d) To advise the Corporation on any matter concerning publication; in particular, provide the Board with budget figures at the Annual Meeting so that the Board can approve subscription rates for the next year in a timely fashion;
- (e) To mediate conflicts between Editors and authors. Such mediation may be initiated at either the author's or the Editor's request, but the recommendation shall take the form of advice, and not be binding;
- (f) To review the state of the Corporation's journal every three years, in conjunction with the Executive Editor.

Geochemistry Fellows Selection Committee

6.13 The European Association of Geochemistry (EAG) and the Geochemical Society (GS) established, in 1996, the honorary title of Geochemistry Fellow, to be bestowed upon outstanding scientists who have, over some years, made a major contribution to the field of geochemistry. Existing and new Urey, Goldschmidt and Treibs Medal winners become Fellows automatically. Up to ten (10) new Fellows may be named each year. Only under unusual circumstances, approved in advance by the governing bodies of the Geochemical Society and the European Association for Geochemistry, may more than ten Fellows be named in any one year.

- (a) Nominations will be sought and recommendations for election made by a committee (Fellows Selection Committee) of 8 persons, 4 from GS, and 4 from EAG. This Committee will include six (6) appointed members, and the President of each society as ex-officio members. The appointed members are to be jointly selected by the society Presidents from a list of names suggested by the Council / Board of each society. Each member of the Selection Committee may serve for two years. Each year four new members of the Committee will replace departing members (including

Presidents). The Selection Committee should include non-Fellows, although it would be preferable if it were Chaired by a Fellow. The Chair should be replaced each year by a member who has already served for one year. The Chair of the Committee will be selected by the Presidents.

- (b) Any member of either society can nominate Fellows by right. No individual may be elected a Fellow, except as a result of having previously won the Urey, Goldschmidt or Treibs Medal, while they are serving either on the Selection Committee or as a Council / Board member of EAG or GS. The Selection Committee may not themselves nominate individuals, but may actively solicit nominations from others. Members of the Selection Committee and Council / Board may not vote on any nomination where there is a clear conflict of interest. In the event that the EAG Council and the GS Board differ over the ratification of a nomination, the Executive Committee of the Goldschmidt Forum (the Presidents and Vice Presidents of EAG and GS) will resolve the issue.
- (c) Nominations will include: A citation of no more than two pages describing the contribution(s) the individual has made to geochemistry, and up to three letters of support from members of either society.
- (d) Requests for nominations will be made in the spring and summer of each year. The inauguration of Fellows will take place at the Goldschmidt Conference immediately following election.

Award Committees

6.14 There shall be four (4) award committees, the V. M. Goldschmidt Award Committee, the F. W. Clarke Award Committee, the C.C. Patterson Award Committee, and the Alfred Treibs Award Committee (the "Award Committees").

- (a) The V. M. Goldschmidt Award Committee, the C.C. Patterson Award Committee, and the F. W. Clarke Award Committee shall each consist of six (6) members who shall be appointed for staggered three (3) year terms. At least one (1) member of each of the V. M. Goldschmidt and F. W. Clarke Award Committees shall be from outside North America. In each of the V. M. Goldschmidt, C.C. Patterson, and F. W. Clarke Award Committees, one of the two members whose term is closest to expiration shall be appointed to serve as Chairperson. The Chairperson shall be eligible to vote and ties shall be resolved by the Board. Membership of these committees shall be broadly representative of the range of interests of the Corporation. Members are not eligible to vote on a nominee if there is a conflict of interest, such as being a member of the same institution or university as the nominee, or having been or being a dissertation supervisor or graduate student of the nominee.
- (b) The Alfred Treibs Award Committee shall consist of five (5) members to be appointed by the Executive Committee of the Organic Geochemistry Division. One member shall be retired each year and a new member appointed for a four-year term. Each fourth year two members will retire and be replaced by two new members for four-year terms. In each year, the member whose term is closest to expiration shall be appointed by the OGD Executive Committee to serve as Chairperson of the Treibs Award Committee. Membership of the Alfred Treibs Award Committee shall be broadly representative of the range of interests of the Organic Geochemistry Division.

Goldschmidt Forum Executive Committee

6.15 A Goldschmidt Forum was organized on March 31, 1996 between the Geochemical Society (GS) and the European Association of Geochemistry (EAG). Its goal is to promote, initiate, and coordinate initiatives that are favorable for the development of geochemistry worldwide.

- (a) The Goldschmidt Forum is managed by an Executive Committee composed of the President and Vice President of the GS and the President and President Elect of the EAG. They represent their society / association according to their individual by-laws.
- (b) The Goldschmidt Forum organizes every year a Goldschmidt Conference. Normally, the location alternates between North America and Europe. The decisions as to the location as well as the person(s) responsible and comprising the organizing committee are made by the Goldschmidt Forum Executive Committee on the basis of a proposal made by GS when the meeting is in North America, and EAG when the meeting is held in Europe. When it is decided to hold the Goldschmidt Conference on another continent, the following Goldschmidt Conference will be held in either North America or Europe, whichever is due to host the conference when the insertion occurred. The normal alternation will then re-commence.

- (c) The financial support/logistics for the Goldschmidt Conference will be set up by the organizing committee under the guidance of the GS when the conference is in North America, and the EAG when the conference is in Europe. Other problems will be handled by the Goldschmidt Forum Executive Committee.

Committee Chairperson and Vice-Chairperson

6.16 One member of each committee shall be designated as the Chairperson of the committee and another member of each committee shall be designated as the Vice Chairperson. The Chairperson shall call and preside at all meetings of the committee. When the Chairperson is absent, is unable to act, or refuses to act, the Vice Chairperson shall perform the duties of the Chairperson. When a Vice-Chairperson acts in place of the Chairperson, the Vice-Chairperson shall have all the powers of and be subject to all the restrictions upon the Chairperson.

Notice of Meetings

6.17 Written or printed notice of a committee meeting shall be delivered to each member of a committee not less than seven (7) nor more than thirty (30) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, and the purpose or purposes for which the meeting is called.

Quorum

6.18 One half of the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to constitute a quorum. If a quorum is not present at any time during the meeting, the Chairperson may adjourn and reconvene the meeting one time without further notice.

6.19 Committees shall try to take action by consensus. However, the vote of the majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the By-Laws. A committee member who is present at a meeting and abstains from a vote is not considered to be present and voting for the purpose of determining the act of the committee.

Proxies

6.20 A committee member may vote by proxy executed in writing by the committee member. No proxy shall be valid after eleven (11) months from the date of its execution.

Compensation

6.21 Committee members may receive salaries for their services. The Board may adopt a resolution providing for payments to committee members of a fixed sum and expenses of attendance, if any, for attendance at each meeting of the committee. A committee member may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a committee member shall be commensurate with the services performed and shall be reasonable in amount.

Committee Vacancies

6.22 Unless otherwise noted, each member of a committee shall continue to serve on the committee until a successor is appointed. However, the term of a committee member may terminate earlier if the committee is terminated or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

Rules

6.23 Each committee may adopt rules for its own operation not inconsistent with the By-Laws or with rules adopted by the Board.

ARTICLE VII CORPORATION ACTIVITIES

Awards and Honorary Titles

- 7.01 The Board may conceive and confer such awards and titles as it deems in the best interest of the Corporation.
- (a) V. M. Goldschmidt Award - This award, consisting of a medal, a certificate, and an honorarium, will be conferred for major achievements in geochemistry or cosmochemistry. Such achievements may consist either of a single outstanding contribution, or of a series of publications that have had great influence on the field. The V.M. Goldschmidt Award is normally given annually, but may be omitted in a given year at the discretion of the Board.
 - (b) F. W. Clarke Award - This award, consisting of a medal, a certificate, and a one-year subscription to the Corporation's journal, shall be conferred on a young scientist for a single outstanding contribution to geochemistry or cosmochemistry, published as a single paper or a series of papers on a single topic. Eligibility for this award is met if either of the following criteria is satisfied on the first day of the year in which the award is given: (a) the candidate must have received a recognized doctorate or its equivalent within six (6) years; or (b) must not have celebrated their thirty fifth (35th) birthday. An individual may not receive the Patterson and Clarke Awards for the same body of work. The F. W. Clarke Award is normally given annually, but may be omitted in a given year at the discretion of the Board. Normally only one Clarke Award is made in any given year. However, in exceptional circumstances, where multiple nominations are deemed by the Award Committee and the GS Board to be of indistinguishable quality and impact, more than one Clarke Award may be granted in that year.
 - (c) Alfred Treibs Award - This award, consisting of a medal and a certificate, shall be conferred for major achievements, over a period of years, in organic geochemistry. Such achievements shall consist of pioneering and innovative investigations which have made highly significant contributions to the understanding of the origin and fate of organic materials in the geosphere and/or in extraterrestrial environments. The Alfred Treibs Award is given annually, but may be omitted in a given year. The award is subject to approval by the GS Executive Committee.
 - (d) Geochemistry Fellow - This honorary title and an accompanying certificate, shall be bestowed jointly by the European Association of Geochemistry and the Geochemical Society upon outstanding scientists who have, over some years, made a major contribution to the field of geochemistry. Existing and new Urey, Goldschmidt and Treibs Medal winners become Fellows automatically. Up to ten (10) new Fellows may be elected annually.
 - (e) Clair C. Patterson Award – The C.C. Patterson Award will be bestowed upon scientists who have recently made a particularly important and innovative breakthrough in environmental geochemistry, considered to be of fundamental significance. The research must be highly original and contribute in a significant fashion to our understanding of the natural behavior of the Earth's environment. Such a contribution must be in the form of a widely recognized important piece of innovative scientific research published in a peer reviewed journal. There is no age limit associated with this honor. The award will be bestowed annually and is to be distinguished from the Goldschmidt and Treibs Medals and the Geochemistry Fellows. Such awards reflect a longer term of achievement and are generally bestowed upon senior individuals, whereas the Patterson Medal is for a single accomplishment, irrespective of age or career stage. The closest parallel is with the Clarke Medal, but this is reserved for early-career scientists. An individual may not receive the Patterson and Clarke Awards for the same body of work. The awardee does not have to be a member of the Geochemical Society. If the scientific discovery is clearly a joint effort, then the award may be shared in an given year.
 - (f) Geochemical Society Distinguished Service Award - This award, consisting of a plaque(s) presented to the recipient(s) at the annual Goldschmidt meeting, as well as \$500 per recipient and an article published in the Geochemical News and posted on the GS website, will be awarded on an irregular basis at the discretion of the GS Board of Directors. The award is intended to recognize and document outstanding service to the Society and/or the geochemical community that greatly exceeds the normal expectations of voluntary service to the Society. This Award will be given no more than one time per year to one or more recipients. The Award does not have to be given each year.

Award Nominations

7.02 The Award Committees shall solicit nominations for awards from the membership and shall seek out suitable nominees on their own. Awards shall not be shared, except in highly unusual cases such as independent discoveries or joint work where the contributions of the co-authors are essentially equal. All duly documented nominations considered by the Award Committees shall remain active for three (3) years, unless the candidate becomes disqualified. Current Directors are ineligible to receive an award. Past recipients of an award are ineligible to repeat as recipient. Except for the time and age restriction of the F.W. Clarke Award, there shall be no other restrictions on eligibility. A Clarke Medal awardee cannot

receive the Patterson Medal for the same accomplishment (and vice versa). Neither citizenship nor membership in the Corporation shall enter into consideration. The Award Committees shall select nominees as follows:

- (a) The V. M. Goldschmidt and F. W. Clarke Award Committees shall select a first and second choice for each award and present them, with adequate documentation, to the Board well before the Annual meeting. Adequate documentation shall consist of a two-page curriculum vitae, a bibliography limited to two pages, a nominating letter with paragraph(s) detailing why the candidate is suitable for the award and up to three supporting letters. This documentation is to be made available to all Award Committee members before voting occurs. The Board shall then make its final choice between the nominations or vote not to make an award in a particular year. This choice may be made by mail or e-mail voting early enough to make the awards at the Goldschmidt Conferences. No member of the Board of Directors or of the Award Committee may nominate a candidate directly.
- (b) The Alfred Treibs Award Committee shall present its first and second choices for this Award, with adequate documentation, to the OGD Executive Committee. The latter committee, if it approves a nomination, shall forward it with the documentation to the President for approval by the Board. The Board shall vote to either accept the nomination or to not make an award in a particular year.
- (c) The C.C. Patterson Medal Committee shall select a first and second choice and present them, with adequate documentation, to the Board well before the Annual Meeting. Adequate documentation shall consist of a citation of no more than two pages describing the contribution the individual has made to geochemistry; A two page condensed resume that includes educational and employment history together with details of service to national and international scientific organizations, but excluding personal details and funding record; A list of no more than ten (10) peer-reviewed publications relevant to the accomplishment being recognized, with full references; Up to three letters of support.
- (d) The Corporation shall reimburse travel expenses of award recipients only in exceptional cases, as determined by the Board.
- (e) Nominations for recipients of the Geochemical Society Distinguished Service Award may be made by any member of the society at any time. Nominations will be considered by the Executive Committee in the months leading up to the Goldschmidt conference, giving any eventual awardee(s) ample time to plan to attend the conference. The Executive Committee will present their recommendation(s) to the entire Board of Directors. Approval of the nominee(s) will be by majority vote.

Lester W. Strock and Family Honorarium

7.03 The Lester W. Strock and Family Honorarium (the "Honorarium") is to be awarded to the recipient of the V.M. Goldschmidt Award. The sum of the Honorarium shall include a certain amount of income from the endowment in perpetuity of the late Lester W. Strock and may be supplemented with funds from the general fund of the Corporation. The amount of the Honorarium in a given year shall be set by the Board.

Treibs Medal Fund

7.04 The Treibs Medal Fund shall be used to purchase medals for the Alfred Treibs Award and for such other uses as may be deemed desirable by the OGD Executive Committee.

Publicity

7.05 The Award Committees shall have the responsibility of arranging for appropriate citations for each award and of arranging for suitable publicity of the awards.

Corporation Publication

7.06 The Corporation's journal shall be *Geochimica et Cosmochimica Acta* through at least December 31, 1996. After that date, the Board may choose to adopt another journal, or to establish a new journal. The Executive Editor shall be the editor of the Corporation's journal, and shall have full responsibility for the production of the journal. This includes appointment, with the Joint Publications Committee (or Publications Committee, if it exists) approval, of the appropriate number of Associate Editors, representing the principal areas of geochemical and cosmochemical research. Associate Editors shall serve for terms expiring with the term of the Executive Editor or with his or her resignation but they may, with Publications Committee approval, be re-appointed for additional terms. The Executive Editor shall be provided with an expense account in an amount to be set by the Board.

Executive Editor

7.07 Recommendation for the post of Executive Editor shall be made by the six appointed members of the Joint Publications Committee (or Publications Committee, if it exists), plus ad hoc members deemed desirable by the President of the Corporation and - for so long as the Corporation and the Meteoritical Society jointly sponsor a journal - by the President of the Meteoritical Society. Nominations shall be based on a review of the nominee's editorial record and must be made no later than one year before expiration of the incumbent Executive Editor's term. Selection of the Executive Editor shall be made by the Board and for so long as the Corporation and the Meteoritical Society jointly sponsor a journal - in consultation with the Executive Council of the Meteoritical Society.

Special Publications Fund

7.08 The purpose of this fund is to support the Special Publications Series of the Corporation. Loans are to be repaid by royalties and other income arising from sales assigned to the Corporation. Such profits that accrue from the Special Publications Series shall be returned to the Special Publications Fund and may be used to offset losses incurred in publishing future books in the Series.

Special Meetings Loan Fund

7.09 The purpose of the Special Meetings Loan Fund is to support meetings and conferences that the Board deems worthy through loans to be repaid from income of the meetings. These loans shall be made at reasonable interest rates. No single loan shall exceed 80% of the fund total at any time, the residual sum being available for additional special meeting loans. At such time as the interest income on this fund exceeds a certain amount set by the Board in a given year, the amount in excess may be used at the discretion of the Board as a donation to support proposals for additional conferences. Proposals can be made by any member of the Corporation for approval by the Board. At least one member of the organizing committee of the proposed special meeting must be a member of the Corporation.

Sponsorship of Meetings

7.10 The Corporation may co-sponsor meetings of suitable geochemical interest (e.g., the Geological Society of America, the American Geophysical Union, the V. M. Goldschmidt Conference, the International Conference on Cosmochronology, Geochronology and Isotope Geochemistry, as well as others). The Corporation shall co-sponsor other meetings upon prior approval of the Board. Aid in organizing meetings shall be provided by the Special Meetings Loan Fund. The amount of funds provided shall be set by the Board.

Geochemical Futures Fund

7.11 The purpose of the Geochemical Futures Fund is to support special opportunities that advance the charitable and scientific goals of the Corporation as determined by the Board. Continuing contributions to the Geochemical Futures Fund shall be sought from individuals and organizations.

National and International Program Endorsements

7.12 The Board may provide an official endorsement by the Corporation for national and international scientific programs of unusual interest to geochemists. Such letters of endorsement shall be sent to the appropriate organization by the President.

Divisions

7.13 From time to time, it is in the interest of the Corporation to recognize large portions of the Society that have coherent interests or direction of research. Recognition may include but not be limited to special Medals or Awards, Membership on the Board, or special representation on the committees. Each such division shall have a Chairperson and By-Laws approved by the Board. The Chairperson of each division, or his or her representative, shall present an annual report to the Board at the Annual Meeting. Division members will retain all rights and privileges of members of the Corporation. Members will not be limited to affiliation in one division.

- (a) A subdivision of the Corporation, the Organic Geochemistry Division, will be composed of those members of the Corporation with interest in encouraging and fostering geochemical and biogeochemical studies involving the origin, nature, significance and processes of organic substances on the Earth, and of extraterrestrial organic matter. This Division shall have the responsibility of forwarding to the Board, with adequate documentation, the nominations for the Treibs Medal and the Best Paper in Geochemistry. The Division shall operate under the By-Laws of the Division, which shall conform in all respects to the By-Laws of the Corporation.

ARTICLE VIII
TRANSACTIONS OF THE CORPORATION

Contracts

8.01 The Board may authorize any Officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

Deposits

8.02 All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board selects.

Gifts

8.03 The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board may make gifts and give charitable contributions that are not prohibited by the By-Laws, the Articles of Incorporation, state law, and any requirements for maintaining the Corporation's federal and state tax status.

Potential Conflicts of Interest

8.04 The Corporation shall not make any loan to a Director or Officer of the Corporation. A member, Director, Officer, or committee member of the Corporation may lend money to and otherwise transact business with the Corporation except as otherwise provided by the By-Laws, Articles of Incorporation, and all applicable laws. Such a person transacting business with the corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation shall not borrow money from or otherwise transact business with a member, Director, Officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the best interests of the Corporation. The Corporation shall not borrow money from or otherwise transact business with a member, Director, Officer, or committee member of the Corporation without full disclosure of all relevant facts and without the approval of the Board, not including the vote of any person having a personal interest in the transaction.

Prohibited Acts

8.05 As long as the Corporation is in existence, and except with the prior approval of the Board or the members, no member, Director, Officer, or committee member of the Corporation shall:

- (a) Do any act in violation of the By-Laws or a binding obligation of the Corporation.
- (b) Do any act with the intention of harming the Corporation or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation.
- (d) Receive an improper personal benefit from the operation of the Corporation.
- (e) Use the assets of the Corporation, directly or indirectly, for any purpose other than carrying on the business of the Corporation.
- (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as goodwill.
- (g) Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business.
- (h) Disclose any of the Corporation's business practices, trade secrets or any other information not generally known to the business community or any person not authorized to receive it.

ARTICLE IX
BOOKS AND RECORDS

Required Books and Records

9.01 The Corporation shall keep correct and complete books and records of each account. The Corporation's books and records shall include:

- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including, but not limited to, the Articles of Incorporation, and any Articles of Amendment, Restated Articles, Articles of Merger, Articles of Consolidation, and Statement of Change of Registered Office or Registered Agent.
- (b) A copy of the By-Laws, and any amended versions or amendments to the By-Laws.

- (c) Minutes of the proceedings of the members, Board, and committees having any of the authority of the Board.
- (d) A list of the names and addresses of the members, Directors, Officers, and - any committee members of the Corporation.
- (e) A financial statement showing the assets, liabilities, and net worth of the Corporation at the end of the three most recent fiscal years.
- (f) A financial statement showing the income and expenses of the Corporation for the three most recent fiscal years.
- (g) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.
- (h) The Corporation's federal, state, and local information or income tax returns for each of the Corporation's three most recent tax years.

Inspection and Copying

9.02 Any member, Director, Officer, or committee member of the Corporation may inspect and receive copies of all books and records of the Corporation required to be kept by the By-Laws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Corporation and if the person submits a request in writing. Any person entitled to inspect and copy the Corporation's books and records may do so through his or her attorney or other duly authorized representative. A person entitled to inspect a Corporation's books and records may do so at a reasonable time no later than five (5) working days after the Corporation's receipt of a proper written request. The Board may establish reasonable fees for the copying the Corporation's books and records by members. The Corporation shall provide requested copies of books or records no later than five (5) working days after the Corporation's receipt of a proper written request.

Audits

9.03 Any member shall have the right to have an audit conducted of the Corporation's books. The member requesting the audit shall bear the expense of the audit unless the members vote to authorize payment of audit expenses. The member requesting the audit may select the accounting firm to conduct the audit. A member may not exercise these rights to compel audits so as to subject the Corporation to an audit more than once in any fiscal year.

ARTICLE X FISCAL YEAR

Calendar Year

10.01 The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI INDEMNIFICATION

When Indemnification is required, permitted, and Prohibited

- 11.01 (a) The Corporation shall indemnify a Director, Officer, committee member, employee or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purpose of this article, an agent includes one who is or was serving at the request of the Corporation as a Director, Officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Corporation shall indemnify a person only if he or she acts in good faith and reasonably believed that the conduct was in the Corporation's best interest. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation shall not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.
- (b) The termination of a proceeding by judgment, order, settlement, conviction or on a plea of a *nolo contendere* or its equivalent does not necessarily preclude indemnification by the Corporation.
 - (c) The Corporation shall pay or reimburse expenses incurred by a Director, Officer, member, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.
 - (d) In addition to the situation otherwise described in this paragraph, the Corporation may indemnify a Director, Officer, member, committee member, employee or agent of the Corporation to the extent permitted by law.

- However, the Corporation shall not indemnify any person in any situation in which indemnification is prohibited by the terms of paragraph 11.01(a), above.
- (e) Before the final disposition of a proceeding, the Corporation may pay indemnification expenses permitted by the By-Laws and authorized by the Corporation. However, the Corporation shall not pay indemnification expenses to a person before the final disposition of a proceeding if: the person is a named defendant or respondent in a proceeding brought by the Corporation or one or more members; or the person is alleged to have improperly received a personal benefit or permitted other willful or intentional misconduct.
 - (f) If the Corporation may indemnify a person under the By-Laws, the person may be indemnified against judgment, penalties, including excise and similar taxes, fines, settlements and reasonable expenses, including attorney's fees (actually incurred in connection with the proceeding), however, if the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceedings.

Procedures Relating to Indemnification Payments

- 11.02. (a) Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in paragraph 11.02(c), below. The Corporation may make these determinations and decisions by any one of the following procedures:
- (i) Majority vote of a quorum consisting of Directors who, at the time of the vote, are not named defendants or respondents in the proceeding.
 - (ii) If such a quorum cannot be obtained, by a majority vote of a committee of the Board, designated to act in the matter by a majority vote of all Directors, consisting solely of two or more Directors who at the time of the vote are not named defendants or respondents in the proceeding.
 - (iii) Determination by special legal counsel selected by the Board by vote as provided in paragraph 11.02(a)(i) or 11.02(a)(ii), or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Directors.
 - (iv) Majority vote of members, excluding Directors who are named defendants or respondents in the proceeding.
- (b) The Corporation shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by paragraph 11.02(a) (iii), above, governing the selection of special legal counsel. A provision contained in the Articles of Incorporation, the By-Laws, or a resolution of members of the Board that requires the indemnification permitted by paragraph 11.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.
 - (c) The Corporation shall pay indemnification expenses before final disposition of a proceeding only after the Corporation determines that the facts then known would not preclude indemnification and the Corporation receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under paragraph 11.02(a), above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the By-Laws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.
 - (d) Any indemnification or advance of expenses shall be reported in writing to the members of the Corporation. The report shall be made with or before the notice or waiver of notice of the next membership meeting, or with or before the next submission to members of a consent to action without a meeting. In any case, the report shall be sent within the 12-month period immediately following the date of the indemnification or advance.

ARTICLE XII
NOTICES

Notice by Mail, Telegram, Facsimile, or Electronic Mail

12.01 Any notice required or permitted by the By-Laws to be given to a member, Director, Officer, or member of a committee of the Corporation may be given by mail, telegram, facsimile, or electronic mail. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Corporation, with postage prepaid. If given by telegram, a notice shall be deemed to be delivered when accepted by the telegraph company and addressed to the person at his or her address as it appears on the records of the Corporation. If given by facsimile, a notice shall be deemed delivered when the transmission status sheet indicates that the message was successfully transmitted. If given by electronic mail, a notice shall be deemed delivered when the message transmission is not followed by an indication of transmission error. A request for confirmation of receipt of the notice will be included in all electronic notices. A person may change his or her address by giving written notice to the Secretary of the Corporation.

Signed Waiver of Notice

12.02 Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or the By-Laws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

Waiver of Notice by Attendance

12.03 The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE XIII SPECIAL PROCEDURES CONCERNING MEETINGS

Meeting by Telephone

13.01 The members, Board, and any committee of the Corporation may hold a meeting by telephone conference-call procedures in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice. Participation of a person in a conference-call meeting constitutes presence of that person at the meeting.

Decision Without Meeting

13.02 Any decision required or permitted to be made at a meeting of the members, Board, or any committee of the Corporation may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all of the persons entitled to vote on the matter or if consent to the decision is validated by email response by all of the persons entitled to vote on the matter. The original signed consents or email responses shall be placed in the Corporation minute book and kept with the Corporation's records.

Voting by Proxy

13.03 A person who is authorized to exercise a proxy may not exercise the proxy unless the proxy is delivered to the Officer presiding at the meeting before the business of the meeting begins. The Secretary or other person taking the minutes of the meeting shall record in the minutes the name of the person who executed the proxy and the name of the person authorized to exercise the proxy. If a person who has duly executed a proxy personally attends a meeting, the proxy shall not be effective for that meeting. A proxy filed with the Secretary or other designated Officer shall remain in force and effect until the first of the following occurs:

- (a) An instrument revoking the proxy is delivered to the Secretary or other designated Officer.
- (b) The proxy authority expires under the terms of the proxy.
- (c) The proxy authority expires under the terms of the By-Laws.

ARTICLE XIV AMENDMENTS TO BY-LAWS

Procedure

14.01 The By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted either by the membership acting in the majority or by the Board. The notice of any meeting at which the By-Laws are altered, amended, or repealed, or at which new By-Laws are adopted shall include the text of the proposed By-Law provisions as well as the text

of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions. The following types of By-Law amendments may be adopted only by the members:

- (a) Setting or changing the authorized number of Directors.
- (b) Changing from a fixed number to a variable number of Directors or vice versa.
- (c) Increasing or extending the terms of Directors.
- (d) Increasing the quorum for membership meetings.
- (e) Repealing, restricting, creating, expanding, or otherwise changing the proxy rights of members.
- (f) Authorizing or prohibiting cumulative voting.

ARTICLE XV MISCELLANEOUS PROVISIONS

Legal Authorities Governing Construction of By-Laws

15.01 The By-Laws shall be construed in accordance with the laws of the State of Texas. All references in the By-Laws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Legal Construction

15.02 If any By-Law provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the By-Laws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the By-Laws.

Headings

15.03 The headings used in the By-Laws are used for convenience and shall not be considered in construing the terms of the By-Laws.

15.04 Wherever the context requires, all words in the By-Laws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

Seal

15.05 The Board may provide for a corporate seal.

Power of Attorney

15.06 A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Corporation to be kept with the Corporation records.

Parties Bound

15.07 The By-Laws shall be binding upon and inure to the benefit of the members, Directors, Officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the By-Laws.

CERTIFICATE OF SECRETARY

15.08. I certify that I am the duly elected and acting Secretary of the Corporation and that the foregoing By-Laws constitute the By-Laws of the Corporation. These By-Laws were duly adopted at a meeting of the Board of Directors held on 10-28, 1990, and amended at meetings of the Board of Directors held on May 10, 1992; October 25, 1992; October 23, 1994; November 5, 1995; March 31, 1996; October 27, 1996; June 1, 1997; August 22, 1999, May 19, 2001, August 20, 2004, April 25, 2007.

Date : April 25, 2007

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