

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**THE MINERALOGICAL SOCIETY OF AMERICA** (the "Society")

**These Bylaws are effective as of 1 March 2013, and hereby supersede any previous Bylaws of the Society**

**ARTICLE 1. PURPOSES AND POWERS**

The purposes and powers of the Society are specifically set forth in the Articles of Incorporation, and for the purpose of emphasis, are repeated here:

1. Purposes. The Society is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. More specifically, the purpose of the Society is the advancement of mineralogy, crystallography, geochemistry, and petrology, and the promotion of their use in other sciences, industry, education, and the arts on a nonprofit basis by doing the following: (i) the promotion of research in mineral science and technology, (ii) the increase and diffusion of knowledge of mineral science and technology (iii) and by its meetings, reports, papers and discussions, publications, and website to promote scientific interests and inquiry, (iv) to make grants in support of the above-described activities, and (v) to raise funds to support the above-described activities and purposes of the Society. All funds, whether income or principal, and whether acquired by gift, membership fee, contribution, or otherwise, shall be devoted to the aforesaid purposes.

2. Powers. In furtherance of the foregoing Purposes and subject to the restrictions in Section 3 of this Article, the Society shall have and may exercise all such powers as are expressly or impliedly conferred upon not-for-profit, non-stock corporations organized under the laws of the Commonwealth of Virginia, except as limited by the Articles of Incorporation of the Society, and including, without limiting the generality of the foregoing, receiving, maintaining, and dealing with, in any manner whatsoever, real or personal property or a fund or funds of real or personal property, and using and applying the whole or any part thereof, including income derived therefrom; provided, however, that such use be exclusively and irrevocably applied to the charitable, educational, or scientific purposes of the Society.

3. Restrictions Upon the Powers of the Society, Directors, and Others. No part of the net earnings of the Society, if any, shall inure to the benefit of any Director, Officer, or Councilor (as that term is defined below) of the Society, nor to any other private individual (except that reasonable compensation may be paid for services rendered to or for the Society affecting one or more of its purposes), and no Director, Officer, or Councilor of the Society or any other private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Society, or otherwise. Any and all property, both real and personal, which may be owned by the Society at any time, is and shall always be exclusively and irrevocably dedicated to the charitable, educational, or scientific purposes of this Society. The Society shall never be operated for the primary purpose of carrying on a trade or business for profit. No substantial part of the activities of the Society shall consist of carrying on propaganda or otherwise attempting to influence legislation within the meaning of Section 501(h) of the Code

(or the corresponding provision of any future federal tax law). The Society shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

No part of the assets of the Society shall be contributed to any organization whose net earnings, or any part thereof, inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.

Notwithstanding any other provision of these Bylaws, the Society shall not carry on any activities not permitted to be carried on, (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future federal tax law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future federal tax law).

## ARTICLE II. OFFICES

The principal office of the Society in the Commonwealth of Virginia shall be located at 3635 Concorde Pkwy., Ste. 500, Chantilly, Virginia 20151. The Society may have such other offices as the Council may designate or as the business of the Society may from time to time require.

## ARTICLE III. COUNCIL

1. General Powers. The control and management of the affairs of the Society and of the disposition of its funds and property shall be vested in its Council, which shall have the same duties and powers, unless otherwise provided herein, as a Board of Directors as that term is defined in the Virginia Nonstock Corporation Act (VA Code §13.1-801, *et seq.*). The Council shall in all cases act as a Board, and they may adopt such rules and regulations, not inconsistent with these Bylaws, the Articles of Incorporation of the Society, and the laws of the Commonwealth of Virginia, for the conduct of their meetings and the management of the Society, as they may deem proper.

2. Council. The Council shall be composed of eleven members, five of whom shall be the Officers of the Society (as that term is described herein), and the remaining six shall be Members or Fellows of the Society (as those terms *are* described herein) who shall have the following qualifications: They shall be active Fellows or Members of the Society; and, They shall be elected in accordance with the provisions of Sections 3 through 5 of this Article.

3. Election and Term of Office for Member/Fellow Councilors. The term of office for the six Member/Fellow Councilors referenced in Section 2 of this Article shall be staggered three year terms. The terms of the Member/Fellow Councilors prior to the adoption of these Amended and Restated Bylaws of the Society shall remain unaltered. On an annual basis, the term of two of the Member/Fellow Councilors shall expire, and an election shall be held to elect the successors of the two Member/Fellow Councilors. Member/Fellow Councilors shall be restricted to one consecutive three year term. Elections shall be held *via* mail or electronic mail pursuant to Section 5 of this Article, for the successor Member/Fellow Councilors nominated by the

Nominating Committee for Officers and Council, and approved by the Council pursuant to Section 4 of this Article.

4. Nomination and Election of Member of Fellow Councilors. Nomination and election of the Member/Fellow Councilors shall adhere to the following procedure:

- The Nominating Committee for Officers and Council shall identify from the Members and/or Fellows of the Society, nominees of at least double the number of expiring Member/Fellow Councilor positions at least five months prior to expiration of the office terms;
- The Nominating Committee for Officers and Council shall then cause the names of the nominees to be distributed among the membership of the Society by either placing in an announcement in a Society publication available to the membership, or by other communication medium distributed to the membership ("Publication of Nominees");
- Following Publication of Nominees as set forth above, additional nominations may be made by the Members of the Society. A Member/Fellow may be nominated for a Member/Fellow Councilor position if ten or more Members of the Society provide, in writing, notice to the Secretary of the Society of the name of the nominee no later than two months following Publication of Nominees.
- Upon approval of any additional Nominees by the Council, the Council shall cause printed ballots to be sent to the voting membership via mail or electronic mail.
- Following Nomination and distribution of the ballots, the voting membership shall have at least one month to return completed ballots to the Council. Those Nominees receiving the most votes cast for the number of offices to be filled shall be elected. Results of the election shall be announced at the annual business meeting of the Society, and the Member/Fellow Councilors shall begin their terms upon adjournment of that meeting.

5. Meetings of Council. The Council shall have a regular meeting to discuss business of the Society on an annual basis as determined by the Council. Special meetings of the Council may be called by any two Councilors at any time.

6. Notice of Meetings. The Council shall fix the time and place of Council meetings which shall take place no less than once per calendar year. Notice of regular meetings of the Council shall be provided to each Councilor at least thirty (30) days prior to the date of the meeting.

Notice of special meetings of the Council shall be given by service upon each Councilor in person, or by mailing to him at his last known residence or business address, at least ten (10) days before the date therein designated for such meeting, a written notice thereof specifying the time and place of such meeting. If mailed, such notice shall be deemed to have been given when deposited in the United States mail.

Whenever notice of a meeting of the Council is required by statute, the Articles of Incorporation or these Bylaws, such notice may be waived in writing, before or after the holding of the meeting, by the person or persons entitled to such notice.

7. Quorum. At all meetings of the Council, a majority of the number of Councilors elected in accordance with the Bylaws shall constitute a quorum; but in the event a quorum is not present, less than a quorum may adjourn the meeting to some future time by giving at least five (5) days written notice to each Councilor who was absent from the meeting. At such adjourned meeting at which there is a quorum, any business may be transacted that might have been transacted at the original meeting.

8. Voting. At all meetings of the Council, each Councilor is to have one vote. The act of a majority of the Councilors present at a meeting at which a quorum is present shall be an act of the Council.

9. Removal of Councilors. Anyone or more of the Councilors may be removed, either with or without cause, at any time by action of two-thirds of the Councilors.

10. Vacancies. Any vacancy in the Council, that is not an Officer (vacancies for which shall be determined in accordance with Article IV), occurring between annual meetings shall be filled for the unexpired portion of the term by the affirmative vote of two-thirds of the remaining Councilors, even though less than a quorum. An individual elected by Council to fill a vacancy shall serve the unexpired term of his or her predecessor in office and until his or her successor is elected and qualified. The individual filling a vacancy is not precluded from running for that same office in the next election or considered to violate any term limits. In the event that an individual, between the time they are elected and the time their term in office is to begin, is unable to occupy that position, the runner-up in the election to that office shall assume office.

11. Acts without a Meeting. Any action that must or may be taken at a Council meeting may be taken without a meeting if consent in writing setting forth the action shall be signed either before or after such action, by a majority of the Councilors; however, all the Councilors shall be notified *via* telephone or electronic mail at least five (5) business days prior to any such action. At the election of any of the Councilors, a Councilor wishes to engage in a meeting *via* telephone, the Council shall meet *via* telephone prior to such action. Such consent shall have the same force and effect as if take at a meeting of Councilors.

12. Compensation. No compensation shall be paid to Councilors, as such, for their services.

13. Presumption of Assent. A Councilor who is present at a meeting of the Council at which action on any Society matter is taken, shall be presumed to have assented to the action taken unless: his dissent shall be entered in the minutes of the meeting; he objects at the beginning of the meeting, or promptly upon his arrival, to holding it or transacting specified business at the meeting; or he votes against, or abstains from, the action taken.

#### ARTICLE IV. OFFICERS

1. Officers. The Officers of the Society shall be a President, a Vice-President, a Secretary, the Immediate Past President, and a Treasurer, all of whom must have been members of the Society for five consecutive years preceding nomination and who shall perform those duties assigned by the Council.

2. Term of Officers.

- The President and the Vice-President each shall be elected annually for terms of one *year*.
- The President and Vice-President shall be limited to one term in each office.
- The Secretary and the Treasurer shall be elected biennially, in alternate *years*, for terms of two years. The Secretary and the Treasurer shall be eligible for election to no more than two terms in either office.

3. Nomination and Appointment. Nomination of the Officers, aside from the President, shall adhere to the following procedure:

- The Nominating Committee for Officers and Council shall identify from the membership of the Society, at least two nominees for each Officer position at least five months prior to expiration of the office terms;
- The Nominating Committee for Officers and Council shall then cause the names of the nominees to be distributed among the membership of the Society by either placing in an announcement in a Society publication available to the membership, or by other communication medium distributed to the membership ("Publication of Nominees");
- Following Publication of Nominees as set forth above, additional nominations can be made by the membership. A Member/Fellow may be nominated for an Officer position if ten or more members of the Society provide, in writing, notice to the Secretary of the Society (as that term is defined herein) of the name of the nominee no later than two months following Publication of Nominees.
- As soon as practicable after Publication of Nominees, the Council shall approve the Nominees, which approval shall not be unreasonably withheld.
- Upon approval of the Nominees by the Council, the Council shall cause printed ballots to be sent to the voting membership *via* mail or electronic mail.

4. President of the Society. The Vice President of the Society shall become the President of the Society for the *year* following the expiration of the term of office of the President.

5. Management Officers and Duties. The duties of each Officer shall be as determined by the Council.

6. Vacancies. A vacancy in the position of Vice President shall be filled by the runner-up in the immediate past election to that office. If that individual is unable to assume office, the position shall be filled by any eligible member of the Society elected by a two-thirds vote of the Council. A vacancy in the positions of Secretary, or Treasurer shall be filled by any eligible member of the Society elected by a two-thirds vote of the Council. An individual elected by Council to fill a vacancy shall serve the unexpired term of his or her predecessor in office and until his or her successor is elected and qualified. The individual filling a vacancy is not precluded from running for that same office in the next election or considered to violate any term limits. In the event that an individual, between the time they are elected and the time their term in office is to begin, is unable to occupy that position, the runner-up in the election to that office shall assume office.

## ARTICLE V. CONTRACTS, LOANS, CHECKS AND DEPOSITS

1. Contracts. The President, and any other individual as determined by the Council, shall have the authority to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.
2. Loans. No loans shall be contracted on behalf of the Society and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Council. Such authority may be general or confined to specific instances.
3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society, shall be signed by the Treasurer or such Officer or Officers of the Society, or other individual as resolved by Council.
4. Deposits. All funds of the Society not otherwise employed shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Council may select.

## ARTICLE VI. MEMBERSHIP

1. Categories of Membership. The general membership of the Society shall be classified among the following categories as to be determined by the Council in accordance with this Article:
  - a. Honorary Fellows;
  - b. Fellows;
  - c. Senior Fellows;
  - d. Sustaining Fellows;
  - e. Members;
  - f. Senior Members;
  - g. Sustaining Members, and;
  - h. Student Members.
2. Voting Rights. All members, regardless of category, shall be eligible to vote on matters to be decided by the membership.
3. Fellows. Members who have contributed significantly to the advancement of mineralogy, crystallography, geochemistry, petrology, or allied sciences and whose scientific contribution utilized mineralogical studies or data, may be designated as Fellows in accordance with the following process:
  - At least three members of the Society shall recommend a nominee for Fellowship Status to the Nomination Committee for Fellows by providing the name and qualifications of the nominee to the Chairman of the Nomination Committee for Fellows. Two of the three recommending members shall be personally acquainted with the nominee and the nominee's qualifications; The Nomination Committee for Fellows shall, from time to time, identify nominees who, in their discretion, are deserving of Fellowship status within the Society, including those members nominated in subsection (a) above;

- The Nomination Committee for Fellows shall, from time to time, provide the names and qualifications of the nominees to the Council;
- After receipt of the nominees referenced in subsection (c) above, the Council shall vote upon whether the nominees shall be Fellows.
- Notwithstanding the above, recipients of the Roebling Medal and Mineralogical Society of America Award automatically become Fellows.

4. Qualifications of Members. Members shall be those persons interested in mineralogy, crystallography, geochemistry, petrology, or allied sciences, who file the application prescribed by the Council, and who have paid the dues established by these Bylaws.

5. Qualifications of Senior Members and Senior Fellows. Senior Members (and Senior Fellows, respectively) are comprised of the following:

- Active Members or Fellows, respectively;
- Who have reached the age of sixty-five;
- Who have retired from active professional employment;
- Who have paid annual dues for thirty years; and,
- Who so elect Senior status.
- Senior Members and Senior Fellows shall be exempt from further payment of dues but shall retain all rights and privileges of membership.

6. Qualifications of Student Members. Student Members shall be persons interested in mineralogy, crystallography, geochemistry, petrology, or related sciences, who are certified as *bona fide* students for the current *year* by a faculty member of the school of their enrollment and who have paid the dues established by the Council. They shall enjoy all privileges of membership except that they shall be ineligible to hold office in the Society.

7. Qualifications of Life Members and Life Fellows. A Member or Fellow may become a Life Member or Fellow, respectively, if the following qualifications *are* met:

- The Member or Fellow makes a single prepayment of an amount equaling twenty-five times the then annual dues of a Fellow or Member of the Society
- Such individuals shall be designated as Life Fellows or Life Members and shall enjoy the benefits of each respective membership category without payment of further annual dues.

8. Honorary Life Fellows. A Member or Fellow may become an Honorary Life Fellow if the following qualifications are met:

- The Member or Fellow is highly distinguished for their attainments in mineralogy, crystallography, geochemistry, petrology, or allied sciences and,
- The Council designates them as an Honorary Life Fellow:
- Such individuals shall be deemed members of the Life Fellow membership category for purposes of dues, rights, and voting.

9. Sustaining Members and Sustaining Fellows. A Member or Fellow may become a Sustaining Member or Sustaining Fellow, respectively, if the following qualifications are met:

- The Member or Fellow pays their annual dues, plus an amount to be determined from time to time by the Council;
- The additional amount shall be considered a contribution from a Member or Fellow and shall be used for the exempt activities of the Society.

10. Membership Dues. Annual dues for each membership category shall be established from time to time by the Council. Nonpayment of dues after thirty days' notice shall be grounds for termination of membership.

11. Withdrawal from Membership. Any Member may withdraw without prejudice by submitting a resignation in writing to either the Secretary or the Treasurer on or before January 1 of the year within which the resignation will be effective, provided that the Member is not in arrears for any previous year(s). A Member who does not indicate his intention to resign by January 1 shall be liable for dues for the ensuing *year*. If a Member shall have previously resigned without prejudice, the Member may be reinstated in any subsequent year on payment of dues for the year in which reinstatement is requested.

#### ARTICLE VII. WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any Councilor or Officer of the Society under the provisions of these Bylaws or under the provisions of the Articles of Incorporation of the Society, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### ARTICLE VIII. LIABILITY AND INDEMNIFICATION OF COUNCILORS, OFFICERS AND OTHERS

1. For purposes of this Article the following definitions shall apply:

- Society means this Society only and no predecessor successor or other legal entity;
- Expenses include counsel fees, expert witness fees and costs of investigation, litigation and appeal, as well as any amount expended in asserting a claim or right under this Article;
- Liability means the obligation to pay a judgment, settlement, penalty, fine or other monetary obligation, including, without limitation, any excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a legal proceeding;
- Legal entity means a corporation, partnership, joint venture, trust, employee benefit plan or other enterprise or association;
- Proceeding means any threatened, pending or completed action, suit, proceeding or appeal, whether civil, criminal, administrative or investigative, and whether formal or informal.

2. In any proceeding brought by or in the right of the Society, no Councilor or Officer of the Society shall be liable to the Society for monetary damages arising out of any transaction, occurrence or course of conduct undertaken in his capacity as such, except for liability resulting

from such person's having engaged in willful misconduct or a knowing violation of any federal or state criminal law. If statutory or decisional law of the Commonwealth of Virginia is amended or changes after the effective date of this Article to permit a Virginia corporation to further limit or eliminate the liability of a Councilor or Officer of the Society, then such liability shall be further limited or eliminated to the fullest extent permitted by Virginia law as so amended or changed.

3. The Society shall indemnify any individual who was or is threatened to be made a party to a proceeding (including a proceeding by or in the right of the Society) because he is or was a Councilor or Officer of the Society, or because he is or was serving the Society or any other legal entity in any capacity at the request of a Councilor or Officer of the Society, arising out of any event, act, omission, transaction, occurrence, conduct or course of conduct undertaken in his capacity as such, against all liabilities and reasonable expenses incurred in the proceeding, except such liabilities and expenses incurred because of his willful misconduct or knowing violation of the criminal law. The determination that indemnification of any Councilor or Officer under this Paragraph is permissible and the evaluation as to the reasonableness of expenses in a specific case shall be made pursuant to the procedures set forth in the Virginia Non-stock Corporation Act in effect on the effective date of this Article. Unless a determination has been made that indemnification is not permissible, the Society shall make advances and reimbursements for expenses incurred by a Councilor or Officer in a proceeding upon receipt of an undertaking from him to repay the same if it is ultimately determined that he is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the Councilor or Officer and shall be accepted without reference to his ability to make repayment. If statutory or decisional law of the Commonwealth of Virginia is amended or changes after the effective date of this Article to permit a Virginia corporation to further indemnify a Councilor or Officer of the Society, then the Society shall indemnify its Councilors and Officers to the fullest extent then permitted by Virginia law as so amended or changed.

4. The Society may, to a lesser extent or to the same extent that it is required to provide indemnification and make advances and reimbursements for expenses to its Councilors and Officers as provided above, provide indemnification and make advances and reimbursements for expenses to its agents, consultants, Councilors, Officers, and any persons serving any other legal entity in any capacity at the request of the Society, arising out of any event, act, omission, transaction, occurrence, conduct or course of conduct undertaken in such person's capacity as such. The determination that indemnification under this Article is permissible, the authorization of such indemnification, and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time by general or specific action of the Council, which action may be taken before or after a claim for indemnification is made, or as otherwise provided by law. No person's rights under this Article shall be limited by the provisions of this Paragraph Four (4).

5. The Society shall promptly take all such actions, and make all such determinations, as shall be necessary or appropriate to comply with its obligation to make any indemnification or pay any expenses under this Article. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including, without limitation, indemnification pursuant to other provisions of statutory or decisional law, indemnification

pursuant to a valid contract, indemnification by legal entities other than the Society and indemnification under policies of insurance purchased and maintained by the Society or others. The provisions of this Article shall not be deemed to preclude the Society from entering into contracts otherwise permitted by law with any individuals or legal entities including, but not limited to, those named or described above. Nothing under this Article shall be deemed to prevent or restrict the power of the Society to make or provide for any further indemnity or provisions for determining entitlements to indemnity, pursuant to one or more indemnification agreements, bylaws or other arrangements (including, without limitation, creation of trust funds or security interests funded by letters of credit or other means) approved by the Council (whether or not any of the Councilors of the Society shall be a party to or beneficiary of any such agreements, bylaws or other arrangements).

6. The Society is authorized to purchase and maintain insurance, or to establish, trust funds or letters of credit, to protect against any liability that the Society may have under this Article or to protect any of the persons named or described above against any liability arising from their service to the Society or any other legal entity at the request of the Society, regardless of the Society's power to indemnify against such liability. The Society may also procure insurance, in such amounts as the Council may determine, on behalf of any person who is or was a Councilor, Officer, employee, agent, representative or consultant of the Society, or is or was serving at the request of the Society in any such capacity for another legal entity, against any liability asserted against or incurred by him in any such capacity or arising from his status as such, whether or not the Society would have the power to indemnify him against such liability under the provisions of this Article or otherwise.

7. The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of *nolo contendere* or its equivalent, shall not in and of itself create a presumption that any person acted in such manner as to make him ineligible for indemnification under this Article.

8. Every reference in this Article to Councilors, Officers, employees, agents, representatives and consultants shall mean then-current Councilors, Officers, employees, agents, representatives and consultants, and former Councilors, Officers, employees, agents, representatives and consultants to the extent that the event, act, omission, transaction, occurrence, conduct or course of conduct with respect to which the limitation of liability or indemnification provisions hereof may apply was undertaken by such person in his capacity as such, and their respective heirs, executors, personal and legal representatives, and administrators. For purposes of this Article, service by any person in any capacity to any legal entity controlled by the Society shall, by way of example but not of limitation, be deemed to be service at the request of the Society.

9. Any special legal counsel who is selected to make determinations under this Article may also be counsel for the Society in other capacities.

10. The provisions of this Article shall be deemed severable, and if any part of any provision of this Article is held by a court of competent jurisdiction, after the time for filing an appeal has expired, to be illegal, void, voidable, invalid, nonbinding or unenforceable in its entirety or partially or as to any person, for any reason, such provision may be changed, consistent with the intent of this Article, to the extent reasonably necessary to make the provision, as so changed,

legal, valid, binding and enforceable. If any provision of this Article is held by a court of competent jurisdiction, after the time for filing an appeal has expired, to be illegal, void, voidable, invalid, nonbinding or unenforceable in its entirety or partially or as to any person, for any reason, and if such provision cannot be changed consistent with the intent of this Article to make it fully legal, valid, binding and enforceable, then such provision shall be stricken from this Article, and the remaining provisions of this Article, to the maximum extent possible, shall not be affected or impaired, but shall remain in full force and effect.

11. The provisions of this Article shall be applicable from and after its effective date even though some or all of the alleged underlying events, acts, omissions, transactions, occurrences, conduct or courses of conduct relating to a proceeding may, or are alleged to have occurred, before such effective date. The effective date of this Article is the date of its approval by the Society's Council. No amendment, modification or repeal of this Article, or of any other provision of the By laws or the Articles of Incorporation of the Society, shall diminish or otherwise adversely affect any of the benefits or rights provided under this Article to any person arising from alleged events, acts, omissions, transactions, occurrences, conduct or courses of conduct occurring before the effective date of such amendment, modification or repeal.

#### ARTICLE IX. CONFLICTS OF INTEREST

In the case of matters coming before the Council, or activities undertaken by the Society, the Councilors and Officers shall declare a potential conflict of interest and agree not to exercise voice or vote when a conflict of interest exists. All Councilors and Officers have loyalty of interest to the Society and agree to maintain confidentiality of proprietary information.

#### ARTICLE X. GRAMMATICAL USAGE

Whenever used herein, all designations in the singular shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

#### ARTICLE XI. AMENDMENT

These Bylaws may be amended by mail (or electronic mail) or at an annual meeting of the membership of the Society.

1. Amendment via Mail (Electronic Mail). Amendments to these Bylaws may be proposed either by majority vote of the Council or by any sixty or more voting members. If proposed by members, such amendment shall be submitted to the Secretary of the Society for transmission to the Council and membership. The Secretary shall then cause the proposed amendment to be circulated among the voting membership via mail or electronic mail along with a ballot. The Council may authorize two persons to prepare brief statements representing the views of proponents and opponents, to accompany any such distribution or ballot. The membership shall have fourteen days from transmission of the proposal and ballot to complete the ballot and return to the Secretary. For approval of the proposed amendment, a majority of the membership must vote *via* the mailed (or electronically mailed) ballot proposal, except that any amendment of Article VI, Membership, shall require a two-thirds affirmative vote of the membership.

2. Amendment at Annual Meeting. Amendments to these Bylaws may be proposed either by majority vote of the Council or by any sixty or more voting members. If proposed by members, such amendment shall be submitted to the Secretary of the Society for transmission to the Council at least three months in advance of the annual meeting of the membership of the Society and shall be published and distributed to the membership at least one month before the annual meeting. If proposed by the Council, the amendment shall be published and distributed to the membership at least one month before the annual meeting of the membership. The Council may authorize two persons to prepare brief statements, not exceeding one page, representing the views of proponents and opponents, to accompany any such distribution. For approval of the proposed amendment, a majority of the voting members in attendance at the annual meeting of the membership shall vote in the affirmative for the proposed amendment, except, in the case of an amendment to Article VI, Membership, two-thirds affirmative vote of the members in attendance at the annual meeting of the membership shall be required.

## ARTICLE XII. COMMITTEES

1. Standing Committees. The Society shall have the following Standing Committees that shall perform the functions assigned them by these Bylaws and any other functions as determined by the President and approved by the Council:

The Financial Advisory and Audit Committee;  
The Executive Committee;  
The Nominating Committee for Officers and Council; and,  
The Nominating Committee for Fellows.

2. Additional Committees. The Standing Committees and such other committees as the Council President deem necessary shall be appointed by the President and approved by the Council.

3. Reporting Requirements of the Committees. Each committee shall report to the Council in writing as directed.

## ARTICLE XIII. MEETINGS

The Society shall hold an annual business meeting of members, and such other additional meetings as may be called by the Council.

## ARTICLE XIV. PUBLICATIONS

1. Generally. The Society shall publish a journal, known as *American Mineralogist*, which shall be devoted to the advancement of mineralogy, crystallography, geochemistry, petrology, and allied sciences. The Society may publish such other works on subjects consistent with the purposes of the Society and in formats deemed appropriate by the Council. Profits from the sale of said publications shall be used solely for the operating expenses of the Society. The price for said publications shall be determined by the Council.

2. Editor(s) of Publications. The Editor(s) of *American Mineralogist* and other Society publications shall be appointed by the President, subject to approval by a two-thirds vote of the Council, and shall serve for a term as determined by the Council.

3. Associate Editor(s) of Publications. The President of the Society shall appoint, with the approval of a majority of the Council, a Board of Associate Editors to consist of at least three Fellows or Members of the Society for *American Mineralogist* and other publications as needed.

4. Ownership of Content of Publications. The Society shall own the copyright for the original and any renewal terms for any writing in collected works that are published by the Society. The author of any such writing shall have the right to make a nonprofit or noncommercial use of the work, other than for the Society, provided that the author affixes to each copy the copyright notice used by the Society when the writing was first published. The author shall have the right to make or authorize for profit or commercial use of any such writing only after first obtaining the written consent of the Society. Copyright ownership may be waived upon approval by the Council.

#### ARTICLE XV. SECTIONS

Sections of the Society based on location, interests, or any other such basis may be formed, or dissolved, by majority vote of the Council. The internal affairs of such sections shall be conducted in accordance with these Bylaws.