

**CONSTITUTION
OF
THE NEW ORLEANS GEOLOGICAL SOCIETY
(Revised June 1, 2006)**

**ARTICLE I
ORGANIZATION AND OBJECTIVE**

The following articles and covenants comprise the November 1, 1986, revision of the Constitution of the New Orleans Geological Society. This Society was organized on October 3, 1941, as a non-profit organization for the express purpose of facilitating the development of the profession and science of Geology with specific emphasis on its relationship to the exploration for and production of petroleum and natural gas. Secondary related objectives include encouraging the adoption of improved methods of exploration and exploitation; the dissemination of pertinent geological and technological data; and the maintenance of a high standard of professional conduct on the part of its members.

**ARTICLE II
MEMBERSHIP**

Membership in this Society shall be available at the discretion of the Executive Committee to all interested persons directly involved in hydrocarbon and mineral exploration and exploitation, environmental geoscience, geoscience and geotechnical services, and geoscience education. Various classifications of memberships and the qualifications thereof shall be established by the Bylaws of the Society.

**ARTICLE III
CODE OF ETHICS**

Each member shall be guided by the highest standards of business ethics, personal honor, and professional conduct. Any member may bring charges of a violation of these standards against any other member before the Board of Directors, and the Board shall consider these charges. If action is warranted, the Board shall notify the accused member in writing of such charges. If the member has not resigned within thirty days of such notice, the Board shall schedule a hearing on the charges between ten and thirty days thereafter. Except by unanimous approval of the Board, no Board member may be excused. If desired the accused member may appear at said hearing accompanied by legal counsel and witness, presentation of evidence to be informal. If the evidence is insufficient, the Board shall dismiss the charges. If the accused member is found to be guilty of misconduct by a two-thirds vote of the Board, the Board at its discretion may censure, suspend, or expel, or allow the individual to resign. The hearing shall be closed and the proceeding shall be kept confidential, except that the action of the Board shall be published in the *NOGS LOG*; publication of dismissal of charges shall be at the discretion of the accused. A synopsis may be released to defend the reputation of the geological profession if deemed necessary by the Board. By applying for, or continuing membership in the Society, every member agrees to accept the standards and procedures set forth in this Code of Ethics.

**ARTICLE IV
OFFICERS AND DIRECTORS**

SECTION A Government

The government of the Society shall be vested in the Board of Directors and the Executive Committee. The Composition of each body, the manner of selection, the terms of office, the specific duties, responsibilities and other matters relevant to such bodies and officers not enumerated herein shall be as provided in the Bylaws of the Society.

1. The officers of the Society shall be a President, a Vice-President, a Secretary, a Treasurer, an Editor, a President-Elect, and an Editor-Elect. The officers shall serve for a term of one administrative year and shall not succeed themselves in their respective offices. The Treasurer will serve an additional three months in an advisory capacity immediately following the end of the administrative year to facilitate the transition with the newly elected Treasurer. During these three months, the outgoing Treasurer will not serve as a member of the Executive Committee. Together, the President, the Vice-President, the Secretary, the Treasurer, the Editor, and the President-Elect shall constitute the Executive Committee of the Society. A quorum for the Executive Committee meetings shall be three members. The Executive Committee shall approve or disapprove applicants for membership, and shall see that the policies determined by the Board of Directors are implemented. The Executive Committee may hire a paid assistant in the event this is deemed necessary for the efficient operation of the Society.

2. The Board of Directors shall consist of the current officers and three elected Directors shall serve for three-year terms, one Director being elected each year. A quorum for Board meetings shall be five members. The Board of Directors shall meet at least once each month. The Board of Directors shall create and maintain a set of Bylaws to complement this constitution and both shall be published in the Directory. This Board shall serve as the appeal authority in all matters involving grievance proceedings.

SECTION B Duties of Officers

1. Functions. The duties of the various officers shall include the specific functions set forth in the Constitution and Bylaws as well as any other functions deemed advisable by the Board of Directors.

2. President. The President shall be presiding officer at all meetings of the Society, shall be cognizant of all acts of the Society and of its officers, shall appoint all committee chairmen, and may delegate qualified members to represent the Society on special occasions.

3. Vice-President. The Vice-President shall be responsible for the program at NOGS regular monthly meetings. Topics should be related to the science of Geology with special emphasis on subjects related to the exploration for and exploitation of natural resources.

4. Secretary. The Secretary shall record permanently the minutes of all meetings of the Society, Executive Committee, and the Board of Directors. The Secretary shall handle all correspondence relative to the affairs of the Society. The Secretary shall be familiar with the provisions of the Constitution and of Robert's Rules of Order and have a copy of each in the Secretary's possession at all meetings. Robert's Rules of Order, Revised, shall be the parliamentary authority for all matters of procedure not specifically covered by this Constitution, or by special rules of procedure adopted by the Board of Directors.

5. Treasurer. The Treasurer and the President shall have charge of the financial affairs of the Society. In this connection, the Treasurer shall receive all funds of the Society and shall make all disbursements of funds under the supervision of the President and the Board of Directors. The Treasurer shall submit monthly financial reports to the Board, and an annual report and inventory to the Society prior to leaving office. The Treasurer shall prepare or cause to be prepared all information returns and/or income tax returns with respect to the year of the Treasurer's term of office required by the United States Internal Revenue Service or State government. The Treasurer shall submit the Society's books to the Audit Committee.

6. President-Elect. The President-Elect shall coordinate the activities of the various committees, shall perform other duties as directed by the President, and shall serve as President the year following election as President-Elect.

7. The three elected Directors shall serve on the Board of Directors in an advisory capacity, and shall have the right to vote in meetings of the Board of Directors. The President may call on the Directors to perform special functions and to serve on special committees appointed to further the best interest of the Society.

ARTICLE V JOURNAL

The Society shall publish monthly an official journal styled "*NOGS LOG*".

ARTICLE VI DISSOLUTION

The Society is a non-profit organization, and no direct financial benefit shall insure to any of its members. Upon dissolution, any assets remaining after the discharge of all liabilities shall be donated to the American Association of Petroleum Geologist, to Geology departments, or to any worthy charitable organization, at the discretion of the Board of Directors.

ARTICLE VII AMENDMENTS

Amendments to the Constitution may be proposed to the Society by a resolution of the Board of Directors, by a Constitutional committee appointed by the President, or by a written petition signed by twenty Voting Members. The President shall then cause a written explanation of the proposed changes to be mailed to all members. These proposals must then be submitted to the membership at the next regularly scheduled NOGS meeting with opportunity afforded for

discussion. A ballot will then be mailed to all Voting Members. A two-thirds affirmative vote of all ballots returned within thirty days of mailing date shall be sufficient to amend this Constitution.

BYLAWS
OF
THE NEW ORLEANS GEOLOGICAL SOCIETY
(Revised May, 2002)

ARTICLE I
MEMBERSHIP

SECTION A Membership

Membership in this Society shall consist of the following classifications:

- | | |
|----------------------|-------------------------|
| (1) Active | (5) Student |
| (2) Permanent Active | (6) Associate |
| (3) Emeritus | (7) Permanent Associate |
| (4) Honorary Life | |

SECTION B Definition of the term "Voting Member"

The term "Voting Member" shall refer only to Active, Permanent Active, Emeritus, and Honorary Life members. Only Voting Members may hold office and vote. All other rights and privileges of membership in the Society shall be common to all classifications.

SECTION C Active

Any person who possesses a degree in geology or geophysics from an accredited college or university and is involved in hydrocarbon and mineral exploration and exploitation, environmental geoscience, geoscience and geo-technical services, or geoscience education shall qualify for active membership in the New Orleans Geological Society. The collegiate or university requirements may be waived by unanimous action of the Executive Committee in special cases where the applicant's standing in the profession is well recognized and the applicant has made significant contributions to the geological profession.

SECTION D Permanent Active

Active members who have achieved lifetime paid-up status (see ARTICLE V) shall be designated Permanent Active members.

SECTION E Emeritus

Persons who have been Active members of the New Orleans Geological Society for ten consecutive years immediately prior to attaining either the age of sixty-five or full disability shall have the right to become Emeritus members.

SECTION F Honorary Life

Honorary Life Membership may be awarded at the discretion of the Board of Directors to any Active, Permanent Active, or Emeritus member who has made outstanding contributions to the profession, or to the Society, or toward the development of the petroleum industry.

SECTION G Student

Persons enrolled as full-time students majoring in Geology or Geophysics at accredited colleges or universities shall qualify for Student Membership in the New Orleans Geological Society.

SECTION H Associate

Any person engaged in activities related to hydrocarbon and mineral exploration and exploitation, environmental geoscience, geoscience and geo-technical services, or geoscience education who does not possess the requirements for Active Membership, may apply for Associate Membership in the New Orleans Geological Society.

SECTION I Permanent Associate

Associates who have achieved lifetime paid-up status (see ARTICLE V) shall be designated Permanent Associate Members.

SECTION J Election to Membership

Every candidate for admission into the Society shall submit a completed application form. It shall be the responsibility of the Executive Committee after review of the application form to approve or not approve each candidate. The Executive Committee or its designee shall notify each candidate of the decision.

SECTION K Resignation

Any member of whatever classification may resign at any time from the Society. This notification shall be in writing and the Board of Directors shall accept it.

SECTION L Loss of Membership Rights

1. Any member of whatever classification who resigns or is expelled for ethical reasons may be reinstated by unanimous vote of the Board of Directors upon fulfillment of such requirements as may be established by the Board of Directors.

2. Any member of whatever classification who forfeits membership by non-payment of dues may be reinstated by payment of dues owed. Reinstatement requires approval of the Executive Committee.

SECTION M Members

Nonmembers are welcome at Society functions upon payment of fees set by the Board of Directors. For size-limited events, members shall have first priority.

ARTICLE II ELECTION OF OFFICERS AND DIRECTORS

SECTION A Ballot

An election by secret written ballot for Vice-President, Secretary, Treasurer, President-Elect, Editor-Elect, and one Director shall be held each year in accordance with the following procedures.

SECTION B Nomination of Officers and Directors

Each year the President shall appoint a Nominating Committee composed of three or more qualified Voting Members. No member of the then current Board of Directors shall serve on this committee. This committee shall submit a candidate or candidates for each position at the NOGS regular meeting in March. At the NOGS regular meeting in April, the candidates selected by the Nominating Committee shall be placed in nomination. The voting members at this meeting shall have the opportunity to make additional nominations from the floor.

SECTION C Voting Procedure

The Ballot Committee shall prepare a suitable ballot to be mailed by May 1st to all voting members. An attached explanatory notice shall state that ballots not accompanied by the remittance of the annual dues shall be disqualified. Only those ballots returned to the Society before June 1st shall be counted. The Ballot Committee shall count the ballots after verifying the legality of each ballot and shall advise the President of the election results in advance of NOGS regular June meeting. A plurality of all votes cast for an office is necessary for election. In case of a tie vote, the Board of Directors shall cast one additional deciding vote. The newly elected officers shall initiate the performance of their duties as of the close of the NOGS regular June Board of Directors meeting.

SECTION D Special Elections

Special elections shall be called by the Board of Directors in conjunction with NOGS regularly scheduled meetings to fill a permanent vacancy in the position of President-elect, or to fill simultaneously developing permanent vacancies in the positions of President and Vice-President. Nominations from Voting Members shall be by mail ballot with a simple majority being sufficient for elections. The Vice-President automatically shall assume the office of President in the event of a permanent vacancy in that position. Permanent vacancies in the positions of Vice-President, Secretary, Treasurer, Editor-elect, or Director shall be filled by appointment by the Board of Directors unless circumstances warrant calling a special election.

ARTICLE III MEETINGS

SECTION A

NOGS shall endeavor to hold one regular meeting each month. Special meetings may be held at any time deemed advisable by the Board of Directors. The presence of fifty Voting Members shall be sufficient to establish a quorum. All business matters requiring a favorable vote by the membership, other than amending the Constitution, can be approved by a simple majority of a legal quorum.

SECTION B

The succession in NOGS in case of temporary absence of President shall be Vice-President, Secretary, Treasurer, Editor, and President-Elect.

ARTICLE IV COMMITTEES AND COUNCILS

Committees are established to carry out the necessary business of the Society and to fulfill the objectives as stated in Article I of the Constitution. Councils are established to promote the exchange of ideas, resolve problems, and coordinate the efforts of all committees. The President shall appoint committee chairmen and assign Directors to chair the councils as described below. The first term Director shall chair one council and the other Directors shall each chair two councils. Commencing in 2006, and every third year thereafter, the first-term Director shall also be the agent of service processing for NOGS and for the Memorial Foundation. The councils shall meet annually and report to the Board of Directors via their respective Director.

SECTION A Activities Council

1. Entertainment Committee:

This committee shall be responsible for all social functions of the Society including selecting, with the approval of the Board of Directors, the times and places of such events. It shall coordinate functions with those of other committees and other societies to avoid conflicts. The President-Elect or his appointee shall be the chairman of this committee.

2. Program Committee:

This committee shall arrange for the speakers at NOGS regular monthly meetings. It shall be responsible for making arrangements with the hosting establishment. It shall arrange for any audio and visual equipment required by the speaker. The Vice-President shall be the chairman of this committee.

3. Best Paper Committee:

This committee shall secure judges for the monthly meeting presentations. It shall provide these judges with forms on which to evaluate the speaker's presentation. On the basis of these evaluations it shall select the best paper of the year, have the Awards Committee prepare an award, and present the award to the winner at the earliest possible NOGS luncheon meeting of the subsequent year.

4. Sponsorship Committee:

This committee shall secure funding from sponsors to help finance the various activities of the Society. This committee will also insure that the sponsors are thanked and adequately recognized for their generosity.

5. NGNO (New Geologists of New Orleans) Committee:

This committee shall be responsible for providing activities and a support network for the members of the Society that have less than 10 years of industry experience or are under 40 years of age. This committee will seek to engage the New Geologists of New Orleans in the operations, committees and activities of the New Orleans Geological Society.

SECTION B Business Council

1. AAPG Delegates Committee:

This committee shall be composed of NOGS members who have been elected to the AAPG House of Delegates. The Chairman of this committee shall coordinate the votes of the NOGS Delegates to reflect the position of the Society's members.

2. Awards Committee:

This committee shall be responsible for obtaining all certificates, plaques, trophies, etc., as instructed by the Board of Directors. It shall be responsible for securing judges for science fairs. It may make recommendations to the Board of Directors for the presentation of any awards it deems appropriate.

3. Ballot Committee:

This committee shall be composed of three Voting Members and be chaired by the Treasurer. It shall supervise the election of officers as set forth in ARTICLE II, Sections C & D of the Bylaws and with amendments to the Bylaws as set forth in ARTICLE VIII, Section C of the Bylaws.

4. Employment Counseling Committee:

This committee shall endeavor to assist Society members with employment counseling and job opportunities within the field of geology or geophysics. It shall keep an active file of resumes from Society members who are seeking employment.

5. Audit Committee

This committee shall consist of the President, the President-Elect, the Treasurer and the immediate Past-Treasurer. The President shall be chairman of this committee and call regularly scheduled meetings. The immediate Past-Treasurer shall be responsible for conducting yearly audits of the Treasurer's reports and the Society's books, and submitting to the Board of Directors an annual written report of the findings and recommendations. (e.g., The Treasurer from fiscal year 2003-2004 would audit the books of fiscal year 2004-2005 by the September Board of directors meeting.)

6. Nominating Committee:

This committee, consisting of three or more Voting Members appointed by the President, shall prepare a slate of officers in accordance with ARTICLE II, Section B of the Bylaws. It shall also submit to the Board a list of candidates for AAPG delegates and candidates for special annual awards given by NOGS, GCAGS, and AAPG.

7. Publications Sales Committee:

This committee shall supervise the sale of all publications prepared by the Society. It shall cooperate closely with the Technical Projects Committee and the NOGS office secretary. An inventory of publications shall be prepared as soon as practicable after the end of the fiscal year.

8. Technical Projects Committee:

This committee shall be responsible for all technical projects undertaken by the Society, including new publications. The committee shall keep abreast of technology which could prove useful to the membership, and it shall impart this knowledge to the Society.

9. Office Operations Committee:

This committee shall supervise the operations of the NOGS office and ensure that the office is run in an efficient, productive, and economic manner. It will bring recommendations to the Board for any changes to the office or the office operations, and for the acquisition of any office equipment. It shall help with the selection of office equipment and computer software. The committee shall consist of the President, Treasurer, President-Elect, and the immediate Past-President. The immediate Past-President will be the chairman for this committee.

10. Finance and Investment Committee:

A. This committee shall consist of the President, President-Elect, Treasurer and one appointee from the active NOGS membership. The appointee shall serve a one-year term and be selected by the President. The Chairman shall be elected by the committee. This committee shall be responsible for monitoring investments within the Operations, Publications and FONO (Friends of NOGS Office) Fund accounts. The committee shall thoroughly research and then make specific investment recommendations to the NOGS Board of Directors. The Board shall have final responsibility for the investment of the funds of the Society.

B. The FONO Fund shall be comprised of contributions collected for the express purpose of defraying expenses incurred in maintaining the NOGS Office. The investment income from this fund will be transferred to the NOGS operating account at the end of each fiscal year to help defray expenses incurred in maintaining the NOGS Office.

C. NOGS shall maintain a Checking account for regular business transactions.

SECTION C Community Relations Council

1. AAPG Student Chapter Committee:

This committee shall act as liaison between the chapter and the NOGS Board of Directors.

2. School Outreach Committee:

This committee shall be responsible for promoting interest in geology and disseminating information about geology and related sciences particularly to primary and secondary schools, colleges, universities and community groups. It also shall provide geological publications for the public libraries in Orleans and adjacent parishes.

3. External Affairs Committee:

This committee shall be responsible for monitoring external information sources which might have an impact on the geological profession or on any issue which NOGS may wish to take a position. This committee shall keep the Board of Directors advised of any attempts to pass a bill requiring registration of geologists in the State of Louisiana or in adjacent states which may affect the membership. It shall bring issues to the attention of the NOGS Board. The committee shall be responsible for preparing and distributing public statements on behalf of NOGS after receiving

approval of the Board. This committee shall inform both the news media and other professional organizations of NOGS monthly meetings and all other NOGS activities as appropriate.

4. Scouting Committee:

This committee shall promote and support the Scouting movement and assist in all matters pertaining to geology, including the Geology Merit Badge Program.

SECTION D Education Council

1. Continuing Education Committee:

This committee shall be responsible for presenting all technical programs except those at the regular monthly or special Society meetings. It shall select topics and speakers and arrange for necessary meeting accommodations, and prepare a publication appropriate to the subject of the program. It shall conduct at least one program annually.

2. Field Trip Committee:

This committee shall be responsible for all geological field trips organized by the Society. It shall conduct at least one field trip annually.

3. Non-Technical Education Committee:

This committee shall conduct courses in Geology for non-geologist in the New Orleans area.

4. Environmental Committee

This committee shall monitor any environmental issues that arise in the community and apprise the Board and the membership of their possible effects. In so doing it shall work closely with the External Affairs Committee. It shall also work closely with the Information, Program, Continuing Education, and Field Trip committees in order to introduce some environmental content into their activities.

SECTION E Publicity & Records Council

1. Advertising Committee:

This committee shall be responsible for obtaining advertising for the *NOGS LOG*, the NOGS Web Site, and other publications.

2. Directory Committee:

This committee shall be responsible for maintaining accurate directory information on the members of the Society, and shall make this information available in a printed format to Society members as requested. This committee shall also be responsible for insuring that basic member information is available on the NOGS Web Site.

3. Historical Committee:

This committee shall be responsible for keeping current the archives of the Society and for their proper storage. This would include collecting and placing in a common storage, at the end of each fiscal year, the records of the Society officers and committees and copies of all *NOGS LOGS*. It shall keep current the volume of annual summaries labeled "History of the New Orleans Geological Society". It also should collect and organize old items of interest, such as pictures and Society records.

4. Membership Committee:

This committee shall seek new members for the Society. It shall be responsible for notifying members whose dues are past due of their delinquent status. It shall make membership application cards available at all Society functions. It shall work closely with Directory, *NOGS LOG* and other committees to assure accurate and timely membership accounting.

5. NOGS LOG Committee:

This committee shall be responsible for publishing a monthly newsletter titled *NOGS LOG*. It shall be chaired by the Editor who shall be responsible for notifying the membership of the dates and nature of all meetings. The Editor-Elect will be the vice chairman of the committee.

6. Photography Committee:

This committee shall assign a photographer to NOGS meetings and activities as requested by the Board of Directors or by the committee chairmen. This committee will assist the *NOGS LOG* Committee and the Historical Committee with photographic needs.

SECTION F Other Committees:

The Board of Directors shall establish additional committees, revise or combine existing committees, or delete unnecessary committees as it deems necessary for the operation of the Society.

SECTION G Appointments and Tenure

The President shall appoint committee chairmen except as provided by the Bylaws. Each chairman is responsible for the committee's composition. Tenure of office is one year.

SECTION H Committee Reports

Committee chairmen are responsible for keeping an accurate job description for their committees, including current information, critical dates, phone numbers, addresses and contacts that are necessary or helpful in running the committee. It shall include a brief description of past and planned events. If duties are routine, procedures should be outlined clearly. Each committee chairman shall submit an annual report no later than May 1st so that it can be used by the President-Elect in planning the activities for the coming year.

**ARTICLE V
DUES**

SECTION A

Annual dues payable as of June 1st of each year shall be determined by a two-thirds majority vote of the Board of Directors, except that dues may not be changed more than once annually and may not be increased to a level greater than fifty percent more than the previous year's dues. Dues for Emeritus members and Students shall be half those for Active and Associate members. Both Active members and Associates may, at their own election, achieve lifetime paid-up status by payment of a sum fifteen times annual dues.

SECTION B

Statement of the annual dues shall be mailed to all members except Honorary Life, Permanent Active, and Permanent Associate by May 1st of each year in conjunction with the mailing of ballots for the election of officers.

SECTION C

All classifications of members shall forfeit all privileges of membership in the Society if dues are not paid by September 1st.

SECTION D

Current dues are twenty five dollars (\$25.00).

**ARTICLE VI
ASSOCIATION WITH OTHER PROFESSIONAL ORGANIZATIONS**

SECTION A American Association of Petroleum Geologists

NOGS shall provide nominees whenever suitable candidates can be identified for positions and for awards as requested by AAPG.

SECTION B Gulf Coast Association of Geological Societies

1. The succession in the Gulf Coast Association of Geological Societies shall be that:
 - a.) The NOGS president retiring two years prior to NOGS hosting the Gulf Coast Association of Geological Societies Convention shall be nominating Vice-President of the Gulf Coast Association of Geological Societies and shall accede to its president in the host year.
 - b.) If the NOGS president is unable to serve, the NOGS Board of Directors shall nominate a replacement.
2. NOGS shall provide nominees whenever suitable candidates can be identified for positions and for awards as requested by the Gulf Coast Association of Geological Societies.

**ARTICLE VII
PARLIAMENTARY RULES**

Robert's Rules of Order, Revised, shall be the parliamentary authority for all matters of procedure adopted not specifically covered by these Bylaws or by special rules of procedure adopted by the Board of Directors.

**ARTICLE VIII
AMENDMENTS**

SECTION A

Amendments to the Bylaws may be made at a Board of Directors meeting by a two-thirds vote of the Board.

SECTION B

Amendments to the Bylaws may be proposed by a written petition of twenty Voting Members submitted to the Board of Directors.

SECTION C

Amendments to the Bylaws may be proposed to the General Membership by a written petition signed by fifty Voting Members. A ballot shall be mailed to all Voting Members. A majority affirmative vote of all ballots returned within thirty days shall be sufficient to amend these Bylaws.

SECTION D

Amendments to the Bylaws shall be announced in the *NOGS LOG* and will be published on the NOGS Web Site.

ARTICLES OF INCORPORATION

**NEW ORLEANS GEOLOGICAL SOCIETY
MEMORIAL FOUNDATION**

(Revised June 30, 2007)

BE IT KNOWN, that on this 31st day of January, 1992, before me, the undersigned Notary Public in and for the Parish and State aforesaid, personally came and appeared the several parties of full age of majority whose signatures are subscribed who declare, in the presence of the undersigned competent witnesses that, availing themselves of the provisions of the Louisiana Nonprofit Corporation Law, to wit, Louisiana R.S. 12:201-12:269 (1950 as amended), they do hereby (for tax purposes effective October 1, 1991) organize a nonprofit corporation under and in accordance with these Articles of Incorporation as follows:

ARTICLE I

The name of this corporation is NEW ORLEANS GEOLOGICAL SOCIETY MEMORIAL FOUNDATION.

ARTICLE II

This corporation is organized and it shall be operated exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and to individuals in recognition of their scholastic ability, high moral and ethical conduct, and need.

ARTICLE III

The corporation shall enjoy perpetual corporate existence unless sooner dissolved in accordance with law.

ARTICLE IV

The location of its registered office is 810 Union Street, Suite 300, New Orleans, Louisiana 70112

ARTICLE V

The name of its registered agent is Willis E. Conatser, Ph.D.

ARTICLE VI

This corporation shall be a non-profit corporation and shall have no capital stock. It shall be operated and maintained by such endowments and earnings therefrom as the Board of Directors shall determine to be necessary or acceptable for the proper functioning of the corporation. Under no circumstances shall any of the net earnings or assets of the

corporation inure or be distributed to the benefit of its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two hereof. The corporation shall neither participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VII

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner as is set forth in the Bylaws of the Corporation, or to such organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the district court of the parish in which the principal office of the corporation is then located, exclusively for such purposes or to such organization, as said court shall determine, which are organized and operated exclusively for such purposes.

The members (who may be called "trustees") of this non-stock corporation shall consist of persons determined by Article X hereof. Each member shall have one vote and all members shall have equal rights and privileges, provided, however, in no event shall there be more than one vote per member. Members must be members of New Orleans Geological Society.

ARTICLE VIII

The corporation shall be funded by solicitation and contribution from corporate or private sources.

ARTICLE IX

A member may vote personally and not by proxy.

ARTICLE X

The powers of this corporation shall be exercised by a Board of Directors (which may be called "Board of Trustees") which shall consist of eight (8) members in good standing of the corporation to be elected or chosen as follows:

- (a) The Chairman of the Board of Directors shall be the immediate past President of New Orleans Geological Society, who shall serve as President and Treasurer of the corporation.
- (b) The current President of New Orleans Geological Society shall be a member and shall serve as a Secretary of the corporation.
- (c) There shall be six (6) additional members who shall be elected in the manner provided by the Bylaws of the corporation.

ARTICLE XI

The annual meeting of the voting members of the corporation shall be held on the last Tuesday of the month of May, or in the event that date is a legal holiday, on the first (1st) Tuesday thereafter which is not a legal holiday. It shall be the duty of the President, and upon his or her failure or neglect, then of the Secretary or any officer or member, to mail notices at least ten (10) days prior to this annual meeting to all members entitled to be present. Provided, however, that the Board of Directors may by two-thirds (2/3) vote elect to conduct the business of the association, subject to the Bylaws of the corporation, by mail ballot in lieu of any annual meeting. Provided further, however, that if fifty per cent (50%) or more of the members of the corporation demand in writing, served on the President of the corporation, that an annual meeting be held, then the President shall take such steps as are necessary to hold an annual meeting not more than forty-five (45) days from the date of the receipt of such notice but not sooner than ten (10) days from such receipt of such notice.

ARTICLE XII

The Board of Directors shall have the power to make, amend, and repeal Bylaws to govern this corporation provided they are in accordance with and do not conflict with these Articles. Matters pertaining to capital outlay or to the Bylaws must be approved by a majority vote of the Board of Directors. An amendment altering these Articles may be adopted by two-thirds (2/3) in interest of the voting members, at any annual or special meeting of members the notice of which set forth the proposed amendment or a summary of the change to be made thereby.

ARTICLE XIII

The names of the first Board of Directors are as follows:

Robert B. Branson, George D. Severson, John C. Langford, Robert W. Sabaté, M. R. Douglass, O. R. Carter, Charles J. Corona and William J. Malin.

ARTICLE XIV

The first officers of this corporation are:

Robert B. Branson, President; John C. Langford, Secretary; and Robert B. Branson, Treasurer.

The officers and directors of this corporation shall serve until their successors are elected in accordance with the provisions herein.

ARTICLE XV

Limitations of Liability

The Incorporators, officers, and directors of this corporation claim the benefits of the limitation of liability of the provisions of La. R.S. 12:24C (1968, as amended 1987) to the fullest extent allowed by law as fully and completely as though said provisions were recited herein in full.

THUS DONE AND PASSED before me, in New Orleans, Louisiana on the day, month and year first above written, in the presence of the undersigned competent witnesses, residing in the Parish of Orleans, after due reading of the whole.

WITNESSES:
PUBLIC:

INCORPORATORS:

NOTARY

C. C. Baker, H. T. Ponthier

J. C. Langford, R. B. Branson R.

Scott Buhner

BYLAWS

of the

NEW ORLEANS GEOLOGICAL SOCIETY

MEMORIAL FOUNDATION

(Revised November 16, 2009)

1. ORGANIZATION AND OBJECTIVES

- a. The New Orleans Geological Society (hereinafter called "NOGS") Memorial Foundation (hereinafter called "Foundation") is a Louisiana not-for-profit corporation which on October 1, 1991 effectively succeeded, with no gap in time or function, the unincorporated NOGS Memorial Scholarship Fund, which had been founded March 14, 1978.
- b. The purpose of the Foundation shall be to provide a source of revenue from which income can be derived to be used to provide for any other earth science related educational or scientific purpose compatible with the Foundation's Articles of Incorporation.
- c. The Foundation will maintain two separate revenue funds, one called the General Fund and one called the Bill Craig Memorial Fund.
 - i. Income derived from the General Fund will be used for the granting of scholarships to outstanding Geology students at the universities in the Southeast Louisiana region having a comprehensive curriculum and offering

a degree in Geology, specifically being Tulane University, University of New Orleans, and Louisiana State University. Income from the General Fund may also be used to provide for any other educational or scientific purpose compatible with the Foundation's Articles of Incorporation.

ii. Income from the Bill Craig Memorial Fund shall be used to provide for any earth science related educational or scientific purpose compatible with the Foundation's Articles of Incorporation, and that is a direct benefit to a grades K through 12 teacher or teachers within the greater New Orleans Area. The greater New Orleans Area is defined as the area encompassing New Orleans, Jefferson, Plaquemines, St. Bernard, St. Tammany, St. Charles, Terrebonne, Lafourche, St. John the Baptist, and Tangipahoa parishes, and adjoining coastal areas.

2. GENERAL FUND SCHOLARSHIPS

- a. General Fund Scholarships shall be awarded annually at the September meeting of NOGS.
- b. Selection of candidates shall be made in the summer prior to the scholarship awards, by the chairmen of the respective Geology departments, subject to approval by the Foundation Board of Trustees.
- c. Criteria for general fund scholarship awards shall be scholastic ability, high moral and ethical conduct, need, a genuine interest in Geology, and a 3.0/4.0 grade point average both overall and in Geology, all of which must be maintained for a student to remain qualified; otherwise, the scholarship may be awarded to another qualified student at that school.
- d. There shall be six undergraduate student scholarship awards available (one at each university that offers an undergraduate geology degree program). Each of these six scholarships shall be named the "New Orleans Geological Society Jules and Olga Braunstein Memorial Scholarship".
 - i. There shall be one undergraduate student scholarship award of \$2000 per year available at each of the three universities for full-time students in their junior year of undergraduate study.
 - ii. There shall be one undergraduate student scholarship award of \$2500 per year available at each of the three universities for full-time students in their senior year of undergraduate study.
- e. There shall be three \$3000 graduate student scholarship awards available (one at each university with a graduate Geology school), one of which shall be named the "New Orleans Geological Society J.A. Gilreath Graduate Scholarship," another, the "New Orleans Geological Society Lee H. Meltzer Graduate Scholarship," and the remaining scholarship the "New Orleans Geological Society Richard W. Boebel Graduate Scholarship."
- f. There shall be an additional scholarship named in honor of George W. Schneider Sr. in the amount of \$2500 per year. The scholarship will be rotated between the three universities, with a student from the University of New Orleans being the recipient for the first year, a Tulane student for the second year, and a Louisiana State University student for the third year. Awards beyond the first three years shall maintain the order laid out in the first three years. The scholarship may be awarded to a junior, senior, or graduate student, with the guidance of the respective department chair. The criteria for awarding this scholarship are the same as for the other NOGS Memorial Foundation scholarships.
- g. There shall be an additional scholarship, which shall be named the New Orleans Geological Society Memorial Foundation Scholarship "A", in the amount of \$2500 per year. The scholarship will be rotated among three universities with a student from the University of New Orleans being the recipient for the first year, a Tulane University student for the second year and a Louisiana State University student for the third year. Awards beyond the first three years shall maintain the order set forth in the first three years. The scholarship may be awarded to a junior, senior or graduate student, with the guidance of the respective department chair. The criteria for awarding this scholarship are the same as for the other NOGS Memorial Foundation scholarships.
- h. There shall be an additional scholarship, which shall be named the New Orleans Geological Society Memorial Foundation Scholarship "B", in the amount of \$2500 per year. The scholarship will be rotated among three universities with a student from Louisiana State University being the recipient for the first year, a University of New Orleans student for the second year and a Tulane University student for the third year. Awards beyond the first three years shall maintain the order set forth in the first three years. The scholarship may be awarded to a junior, senior or graduate student, with the guidance of the respective department chair. The criteria for awarding this scholarship are the same as for the other NOGS Memorial Foundation scholarships.
- i. Should the New Orleans Geological Society Memorial Foundation experience prolonged financial stress, the NOGS Memorial Foundation scholarships, "A" and "B" could be suspended and later re-instated, but not to overlap each other or the George W. Schneider Sr. scholarship in the rotation among the three universities.

3. CORPORATE STRUCTURE

- a. The Foundation shall be governed by a Board of Trustees consisting of a Chairman, who shall be the immediate past President of NOGS; the current President of NOGS; and six (6) appointed trustees, who shall be NOGS

members and who shall serve three-year staggered terms. No other officer or director of NOGS shall be a trustee, but a trustee may stand for NOGS office.

- b. Each year, the incoming Foundation Chairman and NOGS President each shall appoint one new trustee; in the event any trustee positions are vacated, then the Chairman and the NOGS President, in that order, alternately shall appoint replacements starting with the more senior trustee.
- c. In the event of a permanent vacancy in the office of Chairman, the trustees shall elect a chairman from among their body and the vacancy so created shall be filled as provided by these Bylaws.

4. OPERATIONS

- a. A quorum shall be five (5) trustees necessarily including the Chairman.
- b. The Chairman shall be custodian of the funds of the Foundation and shall conduct all meetings.
- c. The custodian of funds of the Foundation is authorized, except as otherwise limited by the trustees, to make disbursements ordinary and necessary to the Foundation's business, such as (but not limited to) scholarship awards, printing, postage, clerical assistance (which shall be limited to \$1200 per year), brokerage, and bonding or insurance premiums; all such disbursements shall be accounted for fully to the trustees.
- d. Funds to support the Foundation's objectives may be solicited from private or corporate sources and may be accepted by the custodian of the funds of the Foundation.
- e. All Foundation checks shall be signed by both the Chairman and the NOGS President.

5. AMENDMENTS

These Bylaws may be amended by a majority of the Board of Trustees present and voting.

6. DISSOLUTION

Upon dissolution or other termination of the Foundation, no part of the assets of the Foundation, nor any of the proceeds thereof, shall be distributed to or inure to the benefit of any of the trustees or of any member of NOGS, but all such property and proceeds shall, subject to the discharge of valid obligations of the Foundation and to applicable provisions of law, be distributed by the trustees to the Geology departments (by whatever title known), equally, of the universities attended by students to whom the most recent scholarships have been awarded.

Dissolution or other termination of the NOGS Memorial Scholarship Fund in order to incorporate the Fund by Resolution of August 27, 1991 into the New Orleans Geological Society Memorial Foundation is a dissolution or other termination in form only, not in substance, and shall not have the effect of creating a new tax entity nor of requiring distribution of assets as contemplated by Resolution of December 28, 1982.