



# HIGHWAY GEOLOGY SYMPOSIUM

*Better highways through applied geology*

## BYLAWS OF THE HIGHWAY GEOLOGY SYMPOSIUM

The name of this organization will be the Highway Geology Symposium. These Bylaws govern the affairs of the organization, a tax-exempt (501(C)(3)) organization.

### 1. ARTICLE - Purpose:

- 1.1 Purpose. The Highway Geology Symposium (HGS) is organized to disseminate information about the potential contributions of the science of geology and geotechnics to the practice of transportation engineering. The responsibility of the Steering Committee will be to manage, plan and promote the Highway Geology Symposium (HGS). The group is international in scope and is free to hold meetings anywhere in the United States.

### 2. ARTICLE - Membership:

- 2.1 The membership of the Steering Committee consists of practitioners from the fields of geology and engineering. The number of members shall not exceed 25 excluding emeritus members, with no more than one from a single organization; exceptions will be granted at the discretion of the Steering Committee Chair.
- 2.2 Steering Committee members shall serve for a three-year term.
- 2.3 Existing members whose term will expire before the next annual meeting shall be elected by a majority of the Steering Committee members present. In case a member has not been active, defined as having missed three consecutive meetings, they shall notify the Chairman prior to the meeting to indicate their interest in remaining a member.
- 2.4 New prospective steering committee members shall submit an application to the Chairman. The Chairman will present the applications to the Steering Committee members prior to the next meeting for consideration. A majority of the Steering Committee members present will be required for election of the proposed new member.
- 2.5 A representative of the host institution for the HGS shall act as Chairman of Local Arrangements and be a member of the Steering Committee for a term of one year.

### 3. ARTICLE - Officers:

- 3.1 The Officers of the Steering Committee will consist of a Chairman, Vice-Chairman, Secretary, and Treasurer.
  - 3.1.1 Duties of officers.



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### 3.1.1.2 Chairman

3.1.12.1 Preside over the business meetings of the Steering Committee, call special meetings, and represent the organization at meetings with other organizations and associations. Appoint standing committee chairs subject to Steering Committee approval

3.1.1.2.2 Conduct other HGS business as necessary between meetings.

3.1.1.2.3 Appoint Officers and/or Steering Committee members for any unexpired term with the approval of a majority the Steering Committee members.

3.1.1.2.4 Appoint Committees as necessary to maintain the functions of the HGS.

3.1.1.2.5 Appoint a Treasurer, immediately following the election of Officers, to serve a two year term. This action must be approved by a majority of the Steering Committee members present.

### 3.1.1.3 Vice-Chairman

3.1.1.3.1 Assume the responsibilities of Chairman in his/her absence.

3.1.1.3.1 The Vice Chairman shall perform such duties as may be delegated by the Chairman

### 3.1.1.4 Secretary

3.1.1.4.1 Prepare the Minutes of the Steering Committee Meetings.

### 3.1.1.5 Treasurer

3.1.1.5.1 Maintain copies and be responsible for the sale of old proceedings.

3.1.1.5.2 Establish and maintain a checking account.

3.1.1.5.3 Keep financial records of all transactions for the Symposium.



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- 3.1.1.5.4 Prepare an annual financial statement for presentation at the Steering Committee Meeting.
        - 3.1.1.5.5 Arrange for CPA specializing in tax exempt organizations for the yearly tax report to IRS. Any IRS inquiries shall be presented to the Steering Committee members.
        - 3.1.1.5.6 Any expenditure other than normal for operating the HGS shall be reported to the Chairman for action. A majority of the Steering Committee members is necessary prior to approval.
  - 3.2 The Officers, except Treasurer, shall be elected by a majority of the Steering Committee members present for a term of two years. A Nominating Committee, appointed by the Chairman, shall present a slate of candidates for office prior to the meeting in which the elections are to be held. Nominations will also be taken from the floor at the time of the election. Newly elected Officers will assume their positions immediately after the Symposium adjourns after the election.
  - 3.3 The newly elected Chairman shall appoint a Treasurer to serve a two-year term immediately following the election of the Steering Committee Officers. This action must be approved by a majority of the Steering Committee members present.
  - 3.4 The Officers, except Treasurer, may only serve a maximum of two consecutive terms (4 years) in the same office.
  - 3.5 Indemnification. Each officer now or hereafter serving the National Steering Committee, and each individual who at the request of or on behalf of the Organization is now serving or hereafter serves as a member, Chairman, Vice-Chairman, Secretary, and Treasurer shall be indemnified by the Organization to the fullest extent permitted against all liability, including costs, expenses, judgments, penalties, fines and attorney's fees, reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit or proceeding, civil or criminal he is made to be a party by reason such member or Officer or by reason of any action alleged to have been taken or omitted by him in any such capacity, whether or not he or she is a member or an Officer or acting in such other capacity at the time of incurring such liability. The foregoing right of indemnification shall not be exclusive of other rights to which such member or Officer may be entitled as a matter of law.

## 5. ARTICLE - Committees:



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- 5.1 Standing Committees will be formed at the recommendation of the Officers and a Chairman should be appointed. All members are eligible to participate in committees.
- 5.2 Non-Standing Committees and Task Forces - Special purpose committees or task forces may be established on an as-needed basis. Participants may be from the Officers or General Membership.
- 5.3 Recommendations and findings by the committees and task forces groups shall be submitted to the Steering Committee Chairman and shall be in compliance with the organizations objectives.
- 5.4 Committees, task groups and focused interest groups do not have the authority to spend Organizations funds or obligate the organization. These groups may make recommendations to the Officers to do so or make a budget request.

### 6. ARTICLE -Meeting Procedures:

- 6.1 Conduct of Meetings. At every meeting of the National Steering Committee, the Chairman of the Symposium shall preside, and if not, the Vice Chairman. The Secretary shall act as Secretary of the Symposium. When the Secretary is absent the presiding Officer, may appoint any person to act as secretary of the meeting.
  - 6.1.1 There will be one business meeting of the Steering Committee per year. This meeting will be held in conjunction with the annual Symposium.
  - 6.1.2 The Steering Committee Officers will meet no less than twice a year; one time with the annual Symposium and between meetings by telephone.

### 7. ARTICLE - Annual Symposia:

- 7.1 There will be one technical meeting each year at the time, location, and for the duration to be decided by the Chairman of Local Arrangements and approved by the Steering Committee members.
- 7.2 A member of the Steering Committee will announce the next location of the HGS at the close of the HGS; however, potential locations will be listed on the HGS web site as soon as they are known.
- 7.3 The Chairman of Local Arrangements of the host institutions will circulate the initial notice of the HGS, no later than six months prior to the meeting.



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- 7.4 Technical papers will be reviewed by National Steering Committee members who serve on a Paper Review Committee. A chairman will be appointed for this committee and will be responsible for tracking the review progress of the papers. This committee chair will work with the host committee during the abstract selection and paper review process for inclusion of presentations and papers in the proceedings. The final version of the abstracts and papers will be submitted to the Local Committee hosting the HGS one (1) month prior to the beginning of the conference.
- 7.5 Proceedings will be published in a form approved by the Steering Committee. Electronic publication of the proceedings should be available at the onset of the symposium or no later than three months after the symposium.
- 7.6 The Steering Committee will cooperate in every possible way with the Chairman of Local Arrangements when selecting qualified speakers.

### **8. ARTICLE - Medallion Award:**

- 8.1 The Chairman shall appoint a Medallion Committee to select a recipient from nominations made by Steering Committee members. A majority of the votes by the Steering Committee will be necessary for a selection.
- 8.2 Awards shall be based on outstanding service to the organization.
- 8.3 The award will be presented at the HGS Banquet.
- 8.4 Previous awards recipients will be listed in the proceedings of the HGS.
- 8.5 The Medallion Award Committee shall be responsible for the custody and preparation of the Medallion Award.

### **9. ARTICLE - Young Authors Award:**

- 9.1 A young author's award (participant of the age of 35 years or younger in the year of the HGS) will be presented based on the technical merits of the papers received. The papers will be reviewed by members of the National Steering Committee who serve on the National Young Authors Committee and the final paper rankings provided to the Local Committee hosting the HGS. The Review Committee will determine how many awards will be awarded for that particular year and there is no guarantee that an award will be made if the papers do not meet expectations.



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### 10. ARTICLE - Emeritus Members:

10.1 Past members of the Steering Committee who have provided outstanding service to the organization but now have retired and are no longer active in the organization are eligible to become an Emeritus Member. The Emeritus Member Committee will provide the Steering Committee members with nominees for this honor. Nominations may be received from the floor at the Steering Committee Meeting. A majority vote of Steering Committee members will be necessary for the selection. The Emeritus Members shall be listed in the Annual Symposium Proceedings by name. If Emeritus Members desire to attend the HGS, registration will be required but fees will be waived.

### 11. ARTICLE - Proxy:

11.1 If a Steering Committee member cannot attend and wants to have a proxy, this request should be submitted to the Chairman prior to the meeting. The Chairman shall review the request and notify the member as to the decision. The proxy shall be extended all the responsibilities and privileges of a member. The Steering Committee member using the proxy will not receive credit for attending the meeting.

### 12. ARTICLE - Electronic Vote:

12.1 The Chairman may elect to submit proposals by electronic means for a vote.

### 13. ARTICLE - Books and Records

13.1 Required Books and Records. The organization shall keep correct and complete books and records of account. The organizations books and records shall include:

13.1.1 Highway Geology Symposium – Bylaws V1.0 – Approved 20 December 2019

13.1.2 A file-endorsed copy of all documents filed with the North Carolina Secretary of State relating to the Organization, 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.

13.1.3 A copy of the Bylaws, and any amended versions or amendments.

13.1.4 Minutes of the Annual meetings of the National Steering Committee Officers,



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- and Committees.
- 13.1.5 A list of the names and addresses of the members, Officers, and any committee members of the Organization
  - 13.1.6 Financial statements showing the assets, liabilities, and net worth of the organization at the end of the three most recent fiscal years.
  - 13.1.7 A financial statement showing the income and expenses of the Organization for the most recent fiscal years.
  - 13.1.8 All rulings, letters, and other documents relating to the Organizations federal, state, and local tax status.
  - 13.1.9 The Organization's federal, state, and local information or income tax returns for each of the Organizations three most recent tax years.
- 13.2 Fiscal Year. The fiscal year of the Organization shall begin on January 1 and end December 31 of each year, unless determined otherwise by the National Steering Committee.

### **14. ARTICLE - Amendments to bylaws:**

- 14.1 Proposed amendments or alterations to these Bylaws shall be referred to the officers for action. The notice of any meeting at which the Bylaws are to be altered, amended, or repealed, or at which new Bylaws are adopted shall include the text of the proposed Bylaw provisions or an identification of where such provisions may be reviewed, such as a web link or the like. Alternatively, the notice may include a fair summary of those provisions. Amendments or alterations shall be adopted by a majority vote of the Steering Committee members. Notice of any approved amendments shall be provided to the members

### **15. ARTICLE - Dissolution**

- 15.1 Upon dissolution, all organization assets shall be distributed to an organization qualified as exempt from taxes under Section 501(c)(3) of the Internal Revenue Code to an organization qualified as exempt from taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code"), that serves similar purposes as the organization.