

**AMERICAN INSTITUTE OF PROFESSIONAL GEOLOGISTS
BYLAWS OF THE
ILLINOIS CHAPTER OF THE ILLINOIS-INDIANA SECTION**

ARTICLE 1. ORGANIZATION, PURPOSES, AND GENERAL POWERS

1.1 Organization

1.1.1 Name. The name of this organization shall be the Illinois Chapter of the Illinois-Indiana Section of the American Institute of Professional Geologists (hereafter referred to as the Chapter).

1.1.2 Status. This Chapter is established on October 23, 1999 in accordance with the Bylaws of the Institute. It is a self-governing component, under the supervision of the Section, subject to approval of the National Executive Committee, of the American Institute of Professional Geologists (Institute), a not-for-profit membership corporation organized under the laws of the State of Colorado.

1.1.3 Territory. The territory within which this Chapter is authorized to represent the Institute, subject to the Bylaws and policies of the Institute, as prescribed by the Institute and consists of the State of Illinois.

1.2 Purposes

The purpose of this Chapter is to be an advocacy group for all professional geologists in the state, and specifically for Licensed Professional Geologists and their practice in the State of Illinois. Affiliated activities in support of this goal include:

1. to monitor and influence legislation and regulation affecting the professional activities of geologists within the State of Illinois, in accordance with the legislative and regulatory goals and objectives of the Chapter, the Section, and the Institute.
2. to enhance the image, reputation and awareness of the profession through the dissemination of information to governments, schools, civic organizations and the general public; and
3. to assist and support the work of other professional organizations as the Chapter's Executive Committee and Advisory Board deem appropriate to advance the practice of geology in the State of Illinois.

1.3 Powers

1.3.1 Powers Granted. Within the territory assigned to it by the Institute, the Chapter shall have all the powers and authority necessary to carry out its functions, within the limitations established by the Institute. In particular, the Chapter shall have the following powers, subject to the approval of the Institute;

1. to adopt and amend these bylaws to govern its organization and affairs;
2. to propose dues for the Chapter members;
3. to determine its governance and organizational structure, to elect the Chapter officers and advisory board, and appoint committees and others necessary to carry out the purposes of the Chapter;
4. to raise funds and make expenditures within the budgets and fiscal criteria approved and established by the Institute, which funds shall at all times, however, remain the property of the Institute under the management of this Chapter's Executive Committee and Advisory Board;

1.3.2 Limitations. The Chapter shall take no action which shall contravene any Bylaw, policy, procedure or directive of the Institute. In particular, the Chapter shall have no power to do any of the following:

1. to bind or make statements on behalf of the Institute;
2. to incur any liability or financial obligation in excess of the assets in the custody of the Chapter;
3. to own any real property;
4. to approve or deny admission to membership in the Institute, or to impose any form of discipline upon a member of the Institute; or
5. To establish or maintain any category or class of membership or affiliation other than those permitted by the Institute.

ARTICLE 2. MEMBERSHIP

2.1 Chapter Composition

The Chapter membership shall be comprised of all Institute members residing in the State of Illinois and Illinois Licensed Professional Geologists (ILPG).

2.2 Classes of Membership

There shall be two classes of membership within the Chapter. The two classes of membership shall be voting membership and non-voting membership. To attain voting membership rights in the Chapter an individual member must be a Certified Professional Geologist in the Institute or be a Registered Member of the Institute and an ILPG. At a minimum, all ILPG's qualify for non-voting membership in the Chapter. A grace period extending to January 1, 2001 will be granted to all ILPG's to obtain rights as voting members by becoming a CPG or a Registered Member of the Institute.

2.3 Rights and Privileges of Members

Voting Members shall have the right to vote in the annual election of the Chapter Executive Committee which includes the officer and advisory board positions, vote on advocacy issues brought to the membership and requested by the Chapter Executive Committee, and vote on various issues related to the direction of the Chapter. Chapter members shall provide comment on issues relevant to ILPG's as solicited by the Chapter Executive Committee, and represent the Chapter as directed by the Executive Committee.

ARTICLE 3. CHAPTER MEETINGS

3.1 Annual Meeting

3.1.1 Notice. The Chapter shall hold an annual membership meeting at a location determined by the Chapter Executive Committee. The date of the annual meeting or any other meeting of the Chapter shall not conflict with the published date of the Annual Meeting of the Institute. Written notice of the date, time and location of such meeting shall be provided to the Chapter Membership not less than 45 days in advance of the meeting.

3.1.2 Business. The business at the annual meeting shall include the announcement of the election of the Chapter officers as provided in these Bylaws; the delivery of the Chapter's annual report; and any other business which may properly come before the meeting.

3.2 Meetings

Meetings of the Chapter may be called at any time by the President or by the Chapter Executive Committee, upon 15 days notice. Notice will be provided by publication of a schedule and subsequent distribution to the Chapter membership.

3.3 Conduct of Meetings

3.3.1 Quorum. A quorum at any meeting of the Chapter shall be a minimum of 10 voting members.

3.3.2 Voting and Decisions. Unless otherwise provided in these Bylaws, all questions, elections and decisions shall be decided by a majority of those present and voting. No voting by proxy shall be permitted.

3.3.3 Mail Ballot. Any election or question that may be decided at a meeting of this Chapter may, at the discretion of the Chapter Executive Committee, be decided by a mail ballot.

3.3.4 Parliamentary Authority. Meetings shall be conducted in accordance with Robert's Rules in Plain English, by Doris P. Zimmerman, Harper Perennial Publishers, 1997, to the extent that such rules are practicable and are not in conflict with these Bylaws or by other rules or procedures of the Institute or adopted by the Chapter Executive Committee.

ARTICLE 4. GOVERNANCE

4.1 Management of the Chapter

A business meeting will be defined as a meeting of the Chapter Officers and Advisory Board. A quorum during a Chapter business meeting shall be defined as five or more Executive Committee members including at least one officer.

4.1.1 Chapter Executive Committee. The business and affairs of this Chapter shall be managed and operated by or under the direction of the Chapter Executive Committee.

4.1.2 Meetings. The Chapter Executive Committee shall meet as necessary to support the goals and objectives of the Chapter. Meetings may be held by conference telephone call. Minutes of meetings and decisions of the Executive Committee shall be kept, and all actions shall be reported to the membership of the Chapter as a result of these meetings.

4.2 Executive Committee. The Chapter Executive Committee shall be composed of the following elected Officers and positions: the President, the Vice President/President-elect, and the Secretary; and six Advisory Board members.

4.2.1 Officers. The Officers of the Chapter shall consist of the following and such additional officers as may be designated by the Chapter Executive Committee.

1. President;
2. Vice President/President Elect
3. Secretary;

To serve as an Officer of the Chapter after 1/1/2001, the elected Officer must be a voting member of the Institute. Any two offices, except the office of President and President-Elect, may be held by a single person.

4.2.3 The Advisory Board. The Chapter Advisory Board shall be made up of six members elected by the membership. Chapter Advisory Board members must be Voting Members.

4.2.4 Terms of Office. Terms of office of the Executive Committee shall be one year. All terms shall begin on January 1.

4.2.5 Limitations on Terms. No person shall hold the same office for more than four consecutive years.

4.2.6 Removal. Any officer or Advisory Board member may be removed by a vote of a 3/4 majority of the Chapter Executive Committee for failure to perform with such diligence as is required by the office, or by action of the Institute in accordance with Institute Bylaws.

4.2.7 Vacancies. A vacancy in the office of President shall be filled by the President-elect, who shall serve out that term and thereafter serve a full term as President. Other vacancies shall be filled for the unexpired term by appointment by the Chapter Executive Committee.

4.3 Nomination and Election of Officers and Advisory Board

4.3.1 Nominating Committee. The President shall appoint the members of the Nominating Committee.

4.3.2 Report of the Nominating Committee. No later than October 1, the Nominating Committee shall submit to the Chapter President the names of one or more candidates, who are qualified and willing to serve, for each office and position.

4.3.3 Write-In Candidates. Provision shall be made on the ballots for writing in additional

candidates for each office.

- 4.3.4 Election of Officers and Advisory Board.** Election shall be by mail ballot. The ballot shall be sent to Members no later than November 1. Election shall be by a plurality for each office of all voting member ballots cast. In order to be counted, ballots must be received by the Chapter Secretary no later than December 1.

4.4 Duties and Responsibilities of Officers

- 4.4.1 President.** The President shall preside at all meetings of the Chapter and of its Executive Committee, and shall perform the duties customary to the office. The President shall be the official spokesperson for the Chapter and shall execute all documents and official correspondence of the Chapter as are appropriate. The President shall appoint the members of all committees of the Chapter. The President shall be responsible for carrying out all of the policies and directives of the Chapter Executive Committee, except where such responsibility is specifically assigned to another officer. The President is responsible for coordinating activities with the Section and submitting the annual report.
- 4.4.2 Vice President/President Elect.** In the absence of the President, the Vice President/President Elect shall preside at all meetings of the Chapter and of its Executive Committee, and shall perform the duties customary to the office. At the direction of the President, the Vice President/President Elect shall be the official spokesperson for the Chapter and shall execute all documents and official correspondence of the Chapter as are appropriate. At the direction of the President, the Vice President/President Elect shall appoint the members of all committees of the Chapter. The Vice President/President Elect shall be available to assume the duties of the Chapter President if the President is unable to fulfill the duties of his office.
- 4.4.3 Secretary.** The Secretary shall perform the duties customary to the office, those assigned by these Bylaws, or by the Chapter Executive Committee. The Secretary shall keep, maintain and have custody of the Bylaws, official documents and correspondence of the Chapter and the minutes and records of the meetings and decisions of the Chapter and of the Chapter Executive Committee. The Secretary shall be responsible for giving all notices required by these Bylaws.
- 4.4.4 Treasurer.** The Illinois-Indiana Section (Section) Treasurer shall supervise the collection and disbursement of all funds from the Institute, which shall be deposited in the name of the Section. The Treasurer shall keep complete and accurate records of all receipts and disbursements and other financial transactions, and of the funds, securities, and other financial investments of the Section. Originals or copies of all financial documents shall be maintained at the Institute's Headquarters office. The Section Treasurer shall have responsibility for stewardship and dispersal of all Chapter raised funds.

ARTICLE 5. PROPERTY AND FINANCES

5.1 Fiscal Year

The fiscal year of this Chapter shall be the calendar year.

5.2 Chapter Funds

5.2.1 Chapter Funding. Payment for Chapter activities will be the result of funding from the Section of the Institute.

5.2.2 Expenditures. Funding of Chapter activities shall be disbursed by the Section Treasurer by check written on the Section's accounts. No expenditure may be made by the Section for debt incurred by the Chapter without approval by the Section Executive Committee. Unless specifically approved by the Section Executive Committee, no expenditure may be made or debt or obligation incurred which is in excess of the amounts budgeted therefor.

5.2.3 Reporting. All financial transactions, including receipts, expenditures, and documentation, shall be reported by the Chapter to the Section at such times and in the form and manner required by the Section and the Institute.

ARTICLE 6. APPROVAL AND AMENDMENTS

6.1 Approval by Institute

These Bylaws are subject to the initial approval of the Section and the Institute's Executive Committee, as evidenced by the signature of the authorized Institute Executive Committee members appearing hereon. These Bylaws may not be amended or altered in any manner that will bring them into conflict with the Bylaws, policies, procedures or directives of the Institute. Any amendment of these Bylaws shall be subject to the approval of the Section and the Institute's Executive Committee. The date of each such amendment, and the Institute Executive Committee's approval thereof, shall be recorded herein.

6.2 Amendments

6.2.1 Amendments at Meetings of the Members. Subject to the subsequent approval of the Section and the Institute's Executive Committee, these Bylaws may be amended by an affirmative vote of two-thirds of the Members of this Chapter present and eligible to vote thereon at any meeting of this Chapter.

6.2.2 Amendments by Mail Ballot. Subject to the subsequent approval of the Section and the

Institute's Executive Committee, these Bylaws may be amended by majority vote of the Chapter Members by electronic mail ballot.

6.2.3 Submission, Approval and Notice of Amendments. All amendments submitted for approval by the Members of the Chapter:

1. shall have been approved by the Chapter Executive Committee; or
2. shall have been the subject of not less than 60 days notice to the membership containing the proposed amendment or description thereof.

6.2.4 Amendments by Executive Committee. These Bylaws may be amended by a two-thirds vote of the entire Chapter Executive Committee where (1) the amendments do not substantially affect the rights, privileges and obligations of the membership of the Chapter, or (2) such amendments have been recommended (but not required) by the Institute, upon 30 days' notice to the membership describing the proposed amendments. All amendments are subject to approval by the Chapter Executive Committee.

6.2.5 Amendments Required by the Institute. These Bylaws shall be amended by the Chapter Executive Committee as necessary to comply with (1) changes in Institute Bylaws, policies or procedures, (2) a directive from the Institute requiring such amendment, or (3) any laws, regulations, or legal decisions affecting the Institute. Notice of the amendment or amendments shall be given to the membership of this Chapter as soon as practicable after they have been approved by the Institute Executive Committee. Any directive of the Institute requiring amendment of these Bylaws shall have the same force and effect as an amendment, and shall supersede and take precedence over any provisions of these Bylaws which are in conflict or are inconsistent therewith.

RECORD OF ESTABLISHMENT, ADOPTION, APPROVAL AND AMENDMENT

1. This Chapter was originally established on October 23, 1999 under the name the Illinois Chapter of the Illinois-Indiana Section of the American Institute of Professional Geologists.
2. The formation of this Chapter was formally approved by the Institute on November 5, 1999.
3. These Bylaws were initially adopted on January 13, 2000, pursuant to action by the Executive Committee of the Illinois Chapter of the Illinois-Indiana Section of the American Institute of Professional Geologists.
4. These Bylaws are approved by the Institute for conformity and consistency with Institute

Bylaws, policies, and procedures.

October 10, 2000

Secretary

Date

The following amendments to the provisions of these Bylaws have been made and approved as set forth below:

<u>Provision</u>	<u>Date adopted by Chapter</u>	<u>Date approved by AIPG Exec. Cmte.</u>	<u>Initials of Secretary</u>
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