



BYLAWS

Including Amendments through July 9, 2014

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BYLAWS

GEOPROFESSIONAL BUSINESS ASSOCIATION

Including Amendments through July 9, 2014

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ARTICLE I: NAME

The formal name of the organization is "Geoprofessional Business Association, Inc.", hereinafter referred to as "GBA." The Board of Directors is authorized to develop a "trading-as" name for GBA.

ARTICLE II: PURPOSES

Section 1 - Purposes: The purposes of GBA, as set forth in its Articles of Incorporation, are "To provide an association of firms having a common interest in the business of the geosciences, to promote common interests and proper practices."

Section 2 - Powers: GBA may exercise all powers granted to it as a corporation organized under the nonprofit corporation laws of the District of Columbia as they may exist from time to time, and all powers set forth in said laws or incidental to the powers set forth in those laws, and not forbidden by any law or regulation of any governmental agency.

Section 3 - Not for Profit: GBA is not organized for profit. No part of the net earnings or assets of GBA shall accrue to the benefit of any member, nor shall GBA be primarily engaged in performing any particular service for any particular person or business entity.

Section 4 - Audit: GBA shall engage an independent accountant to conduct an annual audit of its financial transactions.

ARTICLE III: MEMBERSHIP

Section 1 - Classes of Membership: Classes of GBA membership shall be member firm, individual life member, and associate member.

Section 2 - Member Firm

- a. **Eligibility:** Any professional firm, as defined by these Bylaws, that derives a substantial portion of its income from geoprofessional services shall be eligible for membership.
- (1) **Geoprofessional services:** For the purpose of these Bylaws, geoprofessional services include geotechnical, geological, environmental, construction-materials engineering and testing, and related professional services, as the Board of Directors may from time to time define them.
 - (2) **Professional firm:** For the purpose of these Bylaws, a professional firm is an entity: whose technical services are under the full-time direction of an individual who, by virtue of statute or enforceable code of ethics, is required to hold paramount public health, safety, and welfare; that is permitted by law to practice in the geosciences; and that makes its professional services directly available to the public. This definition includes: individuals who spend the majority of their business hours as geoscience consultants; a company with branch offices; an affiliated group of corporations; or an identifiable geoscience subdivision of a company whose principal activity is not in the geosciences.
 - (3) **Affiliated group of corporations:** When membership is granted to an affiliated group of corporations (as defined by the Internal Revenue Code of 1986, Section 1504), all companies and offices in the group which derive a substantial portion of their income from professional geoscience services performed for the public are considered to be parts of one firm. For purposes of dues collection, the applicable financial activities of all such parts must be included. Regardless of the number of offices or companies involved, the affiliated group in aggregate has one vote in official GBA proceedings.
 - (4) **Identifiable subdivision:** When the principal activity of a firm, as defined above, is not in the geosciences, membership may be granted to the firm by virtue of its identifiable geoscience subdivision, whether it is located in one office or more than one office.

- (5) **Branch office**: A branch office is either (1) a part of the parent firm operating at a remote location or (2) a separate company in which the majority ownership is composed of the parent firm and/or the same entities as the parent firm.
- (6) **Affiliate**: An affiliate is either part of a member firm as defined in these Bylaws, or an independent member firm that has a designated relationship with another member firm.
- b. **Application**: An applicant shall submit such information as the Board of Directors may require on a membership application form. An affiliate which does not qualify as a branch office or part of an affiliated group of corporations shall make normal application for membership.
- c. **Application Review**: The Board of Directors shall review each membership application and the applicant's credentials.
- d. **Acceptance into Membership**: Election to GBA membership shall be by a majority vote of the Board of Directors.
- e. **Reapplication**: A firm which previously was a member of GBA shall pay, in addition to other fees and dues, any amount still owed to GBA by virtue of previous membership, unless the Board of Directors waives that provision.
- f. **Representatives**: Each member firm shall identify at least one person who shall serve as its authorized representative to GBA. A member firm may designate as many authorized representatives as it wishes, providing each is a firm principal or the equivalent. Each member firm shall designate one of its authorized representatives as its voting representative for purposes of voting on GBA matters. Names of authorized representatives shall be filed with the Secretary/Treasurer.
- g. **Termination of Membership**: Any member firm whose membership is terminated for any reason shall lose all rights and interests, if any, in any funds or other assets of GBA. Causes for termination shall include:

- (1) **Resignation**: A member firm may resign upon written notice to the President or Secretary/Treasurer of GBA.
- (2) **Noncompliance**: A member firm that no longer meets membership criteria will not be eligible for continuation of membership in GBA.
- (3) **Nonpayment of Dues**: Dues are payable on the first day of the fiscal year. A member firm that fails to pay dues within three (3) months after the start of a fiscal year will be delinquent and will be subject to conditions set forth in the Bylaws and to a service charge of 1.5% per month for dues in arrears. The membership of a firm that has not paid full annual dues by four (4) months following the first day of a fiscal year, and which has been notified of its delinquency, shall be terminated automatically, unless the Board of Directors votes to continue such membership.

Section 3 - Individual Life Member

- a. **Eligibility**: An individual who has been noticeably active in GBA as a representative of a member firm, but who has retired from a member firm and wishes to continue to be active in GBA, shall be eligible for individual life membership.
 - (1) **Retirement**: An individual life member may act as a sole consultant on geoscience projects, but cannot be an active member of any geoscience firm with technical employees and/or partners, nor of any contracting, manufacturing, or sales organization involved in the construction industry, as an employee or owner.
- b. **Application**: An individual who is retiring or has retired from a member firm may apply to the Board of Directors in writing for individual life membership.
- c. **Application Review and Approval**: The Board of Directors shall review each application and shall grant or deny individual life membership based on a majority vote.

- d. **Dues and Fees**: An individual life member will not be assessed any membership dues, fees, or other charges normally borne by member firms, except for individual expenses incurred due to attendance at conferences and meetings.

- e. **Service to GBA**: An individual life member may chair or be a member of any of GBA's committees or councils, but is not eligible for service on the Board of Directors, nor shall an individual life member have voting rights in GBA business, except in committees and councils.

- f. **Termination of Membership**: Causes for termination of individual life membership shall include:
 - (1) **Resignation**: An individual life member may resign upon written notice to the President or Secretary/Treasurer of GBA.

 - (2) **Noncompliance**: A person who no longer meets individual life membership criteria shall be ineligible to continue individual life membership.

Section 4 - Associate Member

- a. **Purpose**: Associate members comprise a resource to member firms and conduits for communication between GBA and the professions or interests which associate members typically represent. The criteria for associate membership and the number in a given category shall be limited as the Board of Directors deems appropriate, and applications for associate membership and annual renewals thereof shall be on a by-invitation basis only. An invitation to apply shall not automatically confer associate membership; all Board of Directors-established criteria must be met. Renewal of associate membership likewise is not guaranteed, because the Board of Directors may wish to reduce the number of associate members within a given category, maintain the number while giving others an opportunity to participate, or achieve other objectives the Board of Directors deems fit and proper.

- b. **Categories**: There shall be three (3) categories of associate members: individual member, professional colleague, and collaborative member.

- (1) **Individual Member**: An individual member is a person who is not associated with an entity eligible for membership or professional colleague associate membership. The types of such individuals may include, but are not limited to: faculty members; professionals associated with federal, state, or local government entities, recognized institutions, client-type organizations, and allied associations; and attorneys, financial consultants, and other professionals known for their services to member firms.
 - (2) **Professional Colleague**: A firm engaged in design/build, design/remediate, or similar activities that regularly provides professional geoscience services by in-house personnel as a nonseverable element of its overall service; whose technical services are under the full-time direction of an individual who, by virtue of statute or enforceable code of ethics, is required to hold paramount public health, safety, and welfare; and whose in-house design services are under the full-time direction of an appropriately licensed professional.
 - (3) **Collaborative Member**: A firm eligible to be a professional colleague but elects to receive fewer benefits in exchange for lower annual dues or a geoscience-contracting firm that lacks in-house design services.
- c. **Application**: Upon being invited to do so by the Board of Directors, an individual or firm may apply in writing for associate membership.
 - d. **Application Review and Approval**: The Board of Directors shall review each application and shall grant or deny associate membership based on a majority vote.
 - e. **Dues and Fees**: An associate member will be assessed membership dues as determined periodically by the Board of Directors.
 - f. **Service to GBA**: An associate member or a professional-colleague representative may chair or be a member of any of GBA's committees or councils, but is not eligible for service on the Board of Directors, nor shall the associate member have voting rights in GBA business, except in committees or councils.
 - g. **Termination of Membership**: An associate membership may be terminated during the course of a fiscal year. Causes for termination of associate membership shall include:

- (1) **Resignation**: An associate member may resign upon written notice to the President or Secretary/Treasurer of GBA.
 - (2) **Noncompliance**: An associate member who no longer meets associate membership criteria will not be eligible for continuation of associate membership.
 - (3) **Failure To Meet Financial Obligations**: An associate membership may be terminated for failure to pay dues or other obligations when due.
- h. **Renewal**: Associate members must be invited by the Board of Directors to renew their associate membership for the next fiscal year.

Section 5 - Suspension of Membership: Any membership may be suspended for a period of time designated by the Board of Directors, except such period shall not be less than thirty (30) calendar days. Reasons for suspension shall include but not be limited to those outlined in Section 2g, 3f, or, 4g, as appropriate for the class of membership involved.

Section 6 - Ethics: Individuals associated with GBA member firms and associate-member firms, and individual associate members, will be governed by the code of ethics of the professional societies to which they belong and/or the code of ethics adopted by the state boards through which they obtain their licenses to practice.

Section 7 - Acceptance of Bylaws: It is understood that, by applying for and being granted membership in GBA, a member firm, individual life member, or associate member accepts all provisions of these Bylaws and waives any and all legal

recourse against GBA, its officers, directors, members, staff, and authorized agents for actions resulting from application of such provisions.

ARTICLE IV: BOARD OF DIRECTORS AND OFFICERS

Section 1 - Duties: The Board of Directors shall manage the business and affairs of GBA and shall exercise all powers of GBA not expressly reserved to the members.

Section 2 - Composition of the Board of Directors: The Board of Directors shall comprise no fewer than six and no more than nine Directors. Three of the Directors shall also serve as GBA's officers.

- a. **Officers:** GBA's officers shall be President, President-Elect, and Secretary/Treasurer. The President and President-Elect shall also serve as Chair and Chair-Elect of the Board of Directors.

Section 3 - Eligibility: Any authorized representative of any member firm shall be eligible to serve as a Director, except:

- a. **Firm Representation:** No more than one authorized representative of any member firm may serve as a Director at any time.
- b. **President-Elect:** The President-Elect shall have had at least one year of service on the Board of Directors sometime before assuming the position of President-Elect.

Section 4 - Duties of Directors

- a. **President:** The President shall preside at all meetings of the Board of Directors and the general membership; shall be an alternative signatory for checks drawn against GBA funds or shall appoint an alternative signatory; shall appoint the chair, vice chair(s), and members of each committee and the Parliamentarian subject to ratification by the Board of Directors if the Board of Directors so chooses; and shall prepare before or immediately following the close of a term in office an annual report which shall include a summary of GBA activities during the President's term in office.
- b. **President-Elect:** The President-Elect shall assume the President's duties in the President's absence or at the President's request; shall prepare to assume the duties of the Presidency the following year; and shall have such other duties as the President or the Board of Directors assigns.

- c. **Secretary/Treasurer:** The Secretary/Treasurer shall be responsible for the recording, transcription, and distribution of minutes of Board of Directors and general membership meetings; shall maintain a current list of membership and official administrative records of GBA, including materials relating to committee activities; and shall be responsible for distributing notices. The Secretary/ Treasurer shall also have charge of receipt and disbursement of GBA funds and maintenance of GBA financial records; shall be signatory for checks drawn upon these funds and disburse funds upon approval of the Board of Directors; and shall bill the membership for dues and assessments based on data furnished by them. The Secretary/Treasurer may be bonded in sufficient amount to cover the liquid assets of GBA.

- d. **Other Directors:** Other Directors shall have duties assigned by the President.

Section 5 - Nominations and Elections

- a. **Nominees:** Directors shall be nominated by the Nominating Committee or by nominations from the floor at the Annual Conference, except the President-Elect shall automatically succeed to the position of President.

- b. **Ability To Serve:** Persons nominated must be present to accept the nomination or must have agreed to that nomination before the Annual Conference.

- c. **Slate, Proxy, and Notice:** The Nominating Committee slate and proxy forms shall be distributed to member firms along with the notice of the Annual Conference.

- d. **Election:** The nominee receiving majority vote of the membership voting and constituting a quorum shall be declared elected. In the event no candidate receives the majority vote, the two nominees receiving the greater number of votes shall be again voted upon.

Section 6 - Term in Office: Directors shall take office immediately upon election to office, except the President-Elect shall automatically assume the position of President immediately after the President-Elect's successor in office has been declared elected. All those elected to and automatically succeeding to office shall continue to serve until the next annual election. The President and President-Elect shall be ineligible to succeed themselves in office, except as provided in Section 8 of this Article IV.

Section 7 - Relinquishment of Position

- a. **Resignation**: Any Director may resign a directorship by forwarding written notice of such resignation to the President or Secretary/Treasurer.

- b. **Removal**: Any directorship shall be declared vacant when the person holding such directorship for any reason does not or cannot perform assigned duties. Such declaration of vacancy shall be made and approved by a two-thirds (2/3) majority vote of the remaining Directors present and voting at a regular or special meeting, or by a two-thirds (2/3) majority vote of GBA member firms present or voting by proxy at a regular or special meeting, except that such declaration shall be automatic in the case of death.

Section 8 - Vacancies: A vacancy in any directorship shall be filled in the manner described below if the Board of Directors feels that such vacancy will be detrimental to its functioning. If for reasons of time remaining before annual elections, or for any other reason, the Board of Directors feels it unnecessary to fill a vacated directorship, the duties associated with the vacated directorship shall be reassigned by the Board of Directors to one or more of the remaining Directors.

- a. **Filling a Vacated Directorship**: A vacated directorship shall be filled by an eligible representative appointed by the Board of Directors, providing such appointee is approved by affirmative vote of at least two-thirds (2/3) of the remaining Directors, except the President-Elect shall automatically assume the vacated office of the President, and the office of President-Elect shall remain vacant until a successor to that office is elected at the next Annual Conference. The President-Elect who succeeds to the office of President mid-term due to a vacancy shall continue to serve as President for the balance of the GBA year during which the vacancy occurred and for the following GBA year.

Section 9 - Meetings: The Board of Directors shall meet at least three (3) times per year at periods separated by at least thirty (30) days upon the call of the President, provided notice of such meeting is communicated to all Directors at least fourteen (14) calendar days before the meeting. Any three members of the Board of Directors acting in concert may call a special meeting of the Board of Directors provided that, no less than seven (7) calendar days before the meeting, they issue to other Directors a notice of the meeting and the specific items to be discussed.

Section 10 - Voting: Except as otherwise noted, all resolutions and actions of the Board of Directors shall be by majority vote, provided a quorum is present or voting by proxy.

Section 11 - Quorum: A quorum shall be a majority of the Board of Directors, present or voting by proxy.

Section 12 - Proxy: Any Director who will be absent from a Board of Directors meeting may issue a proxy to another Director, authorizing the other Director to cast votes on the absent Director's behalf, except that no Director shall be permitted to exercise more than one proxy vote and the President is ineligible to serve as a proxy.

Section 13 - Override: The Board of Directors may overrule the President by majority vote. The Board of Directors may be overruled by a two-thirds majority vote of GBA member firms voting in person or by proxy at a regular or special meeting.

ARTICLE V: GBA MEETINGS

Section 1 - Conferences: The membership shall meet at least two times during the year, such conferences to be separated by at least thirty (30) days except in the case of a special meeting.

Section 2 - Annual Conference: The Annual Conference shall be held no more than three (3) months before the close of the fiscal year.

Section 3 - Special Meeting: Special meetings of GBA may be called by the President or the duly authorized representatives of at least twenty (20) percent of GBA-member firms upon no less than twenty-eight (28) calendar days' written notice to all members, which notice shall also state the items to be discussed at such meeting.

Section 4 - Quorum: Member firms present at an authorized meeting shall constitute a quorum.

Section 5 - Voting: Regardless of a member firm's number of authorized representatives, branch offices, or affiliated firms, it shall have but one vote in any official GBA proceeding.

Section 6 - Proxy: A member firm may submit to the Secretary/Treasurer a written proxy authorizing the member firm's votes to be cast by another member firm, except no member firm may cast more than one proxy vote.

Section 7 - Location and Time: Location and time of GBA meetings shall be at the discretion of the Board of Directors.

Section 8 - Notice: Except in cases as otherwise prescribed by these Bylaws, GBA shall issue a meeting notice to all member firms at least twenty-eight (28) calendar days before a meeting.

ARTICLE VI: COMMITTEES

Section 1 - Committees: GBA shall have two types of committees:

- a. **Standing Committees:** Standing committees shall function continually from year to year. Unless specified otherwise in these Bylaws, the President shall choose the chair, vice chair(s), and members of all standing committees, subject to the ratification of the Board of Directors if it so chooses. Standing committees shall include, but not be limited to, the Nominating Committee, which shall be chaired by the GBA President and shall include at least one GBA Past President and the GBA President-Elect. The Committee shall confer at least one month before the Annual Conference for preparation of a slate of nominees.
- b. **Task Committees:** Task committees shall be those created by the President to deal with specific assignments deemed pertinent to GBA. Unless otherwise instructed, such committees shall be dissolved by the President upon completion of the task assigned.

Section 2 - Meetings: A committee shall meet at the call of its chair.

Section 3 - Minutes: A committee's chair shall appoint a recording secretary who shall record, transcribe, and distribute committee-meeting minutes to the committee's chair and members and others designated by the President, Board of Directors, or committee chair.

Section 4 - Operating Procedures: The Board of Directors shall develop procedural guidelines for committees, including matters such as frequency of meetings, reports, budgets, and other items the Board of Directors deems relevant.

Section 5 - Authority: No committee chair or member shall have the authority to make any commitment on behalf of GBA unless specifically so authorized by the President or Board of Directors.

Section 6 - Removal from Office: The President or Board of Directors may at any time remove from office any committee chair, vice chair, or member.

Section 7 - Ex Officio Members: The President and/or the President's appointed representative shall be an *ex officio* member of all committees, unless otherwise designated as a regular member or chair.

ARTICLE VII: INDEMNIFICATION

Any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a Director, Officer, employee, or agent of GBA or by reason of the fact that such person is or was serving on a committee operating under the auspices of GBA, shall be indemnified by GBA against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of GBA.

ARTICLE VIII: AMENDMENTS

The text of any proposed amendment and a discussion of its purpose shall be distributed in writing to all member firms no later than twenty-one (21) calendar days before a regular or special meeting. The proposed amendment shall be discussed at that meeting and, subsequent to it, the Board of Directors shall prepare an accurate, impartial summary of discussion. This summary shall be distributed to member firms no more than sixty (60) calendar days from the meeting at which the proposed amendment was discussed. Voting on the proposed amendment shall be concluded sixty (60) calendar

days from the date the summary and mail ballot are issued to the member firms. Decisions shall be made by a majority of the votes received. A proposed amendment that is approved shall go into effect on the day of such approval, unless delayed implementation is specified within the text of the amendment itself.