

THE GEOPHYSICAL SOCIETY OF HOUSTON BYLAWS

February 9, 2024

ARTICLE I. NAME AND AFFILIATION

SECTION 1. NAME: The Society shall be named the Geophysical Society of Houston.

SECTION 2. AFFILIATION AND ETHICS

The Society is a section of the Society of Exploration Geophysicists and is therefore subject to the Constitution and Bylaws of that Society. The Code of Ethics (Appendix) of the Society of Exploration Geophysicists is hereby adopted by the Society.

ARTICLE II. OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the Society shall be located in Houston, Harris County, Texas. The Society may have other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Society may require.

SECTION 2. REGISTERED OFFICE AND REGISTERED AGENTS

The Society shall have and shall continuously maintain in the State of Texas a registered agent whose office is identical with such registered office as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Society in the State of Texas. The Board of Directors may change the address of the registered offices.

ARTICLE III. MEMBERS

SECTION 1. CLASSES OF MEMBERS

The Society shall have seven classes of members. The designation of such classes and the qualifications and rights of such classes shall be as follows:

A. ACTIVE MEMBERS

Any person shall be eligible to be an Active Member if they: (1) have a degree in geophysics or other geoscience discipline from an accredited college or university and have been engaged in the professional practice of geoscience for at least one year; or (2) have been engaged in the professional practice of geoscience for at least six years. Practicing is defined to include research, teaching, and operational aspects of all geophysical data acquisition, processing, interpretation, and the marketing of these above techniques and products. Active members pay dues and shall have all privileges of membership, including but not limited to the rights to vote, to petition, and to hold office.

B. ASSOCIATE MEMBERS

Any person actively interested in geophysics shall be eligible to be an Associate Member. Associate Members pay dues and shall have privileges of membership except the rights to vote, to petition, and to hold office.

C. EMERITUS MEMBERS

Any Active Member in good standing is eligible to be an Emeritus Member upon reaching sixty years of age, provided the member has been an Active or Associate Member either of the Society or of the Society of Exploration

Geophysicists for a total of thirty years, including time spent in military service. The Executive Committee shall have the right to waive the age and years of membership requirements for transfers to Emeritus Membership in case of an unusual circumstance. Emeritus Members shall have all rights accorded Active Members but shall pay dues of no more than one half of those of an Active Member.

D. STUDENT MEMBERS

Any full-time graduate or under-graduate student in good standing at a recognized college or university and interested in geophysics shall be eligible to be a Student Member; full-time enrollment for a graduate student shall be nine or more hours of course work credit per semester or the equivalent. Eligibility for this class shall terminate on June 30 after the student ceases to be a full-time student. Student Members do not pay dues and shall have all the privileges of membership except the right to vote, to hold office, and to petition.

E. HONORARY MEMBERS

Any person who has made a distinguished contribution to the geophysical profession shall be eligible for nomination to Honorary membership. Nominees for this class shall be nominated by the Nominations Committee and shall be awarded that status upon unanimous approval of the Board. Honorary Members shall have all rights accorded Active Members but shall not pay dues.

F. LIFE MEMBERS

Any person who has performed exceptionally meritorious service to the Society shall be eligible for nomination to Life Membership. Nominees for this class shall be nominated by the Nominations Committee and shall be awarded that status upon unanimous approval of the Board. Life Members shall have all rights accorded Active Members but shall not pay dues.

G. CORPORATE MEMBERS

Any corporation or organization which is actively engaged in geophysical exploration, geophysical research, or a related field, or in furnishing services or products used in geophysical exploration or research, and with an active interest in supporting the objectives of this Society shall be eligible to be a corporate member. Corporate Members pay dues and shall have all privileges of membership except the rights to vote, to petition, and to hold office.

SECTION 2. ELECTION OF MEMBERS

Any person desiring to be an Active, Associate, or Student Member of the Society shall submit an appropriate application form for approval by the Board of Directors. Members of the Society of Exploration Geophysicists applying for the corresponding grade, as listed above, in the Society shall be automatically accepted into the Society. An applicant for Associate membership need not provide a sponsor. Any other applicant for Student Membership must provide the name and contact information of his or her major professor or thesis advisor or department chair certifying his or her full-time student status. Nominees for Honorary and Life Membership shall be awarded that status upon unanimous approval of the Board.

SECTION 3. VOTING RIGHTS

Each Active Member, Emeritus Member, Honorary Member, and Life Member shall be entitled to vote on each matter submitted to a vote of the members.

SECTION 4. TERMINATION OF MEMBERSHIP FOR CAUSE

The Board of Directors may suspend or expel a member for a cause after an appropriate hearing and upon a two-thirds vote of all the Directors. Upon written request signed and filed with the Secretary by a terminated member, the Board of Directors may, by the two-thirds affirmative vote of the members of the Board, reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

SECTION 5. NON-PAYMENT OF DUES

When any member of any class, except Honorary or Lifetime, shall be in default on the payment of dues for a period to be set by the Board, that membership is automatically ended. To be Reinstated, payment of current year dues is required.

SECTION 6. TRANSFER OF MEMBERSHIP

Membership in the Society is not transferable or assignable.

SECTION 7. UPGRADE OF MEMBERSHIP STATUS

Any member who upgrades membership status in the Society of Exploration Geophysicists shall receive the same upgrade in membership status upon the Society receiving notice by the member, and confirmation, of such upgrading. Any member of the Society may request an upgrade in membership status in the Society by updating their Membership Application in the Member database and notifying the GSH office or by filing a physical membership application form for that status. The procedure for approval of upgrades shall be the same as for approving original membership applications. Exception for Lifetime and Honorary Memberships, which are awarded by the GSH.

ARTICLE IV. MEETING OF MEMBERS

SECTION 1. ANNUAL MEETING

An annual meeting of the membership shall be held no later than the end of May of each calendar year for the transaction of such business as may come before the meeting. At the annual meeting the membership will approve retroactively all actions taken by the Board that past year and “receive” the financial report for the current fiscal year or such like as well as consider any other business duly brought before the meeting.

SECTION 2. SPECIAL MEETINGS

Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

SECTION 3. PLACE OF MEETING

The Board of Directors may designate any place as the place of meeting for any annual, regular, or special meeting. If no designation is made, the place of meeting shall be the registered office of the Society in the State of Texas. However, if all of the members shall meet at any time and shall consent to the holding of a meeting, such meeting shall be valid without call or notice, and any corporate action may be taken at such meeting.

SECTION 4. NOTICE OF MEETING

Written, electronic or printed notice stating the place, day, and hour of any meeting shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the directions of the President or the Secretary, or of the officers or persons calling the meeting. In the event of a special meeting or when required by statute or these bylaws, the purpose, or purposes for which the meeting is called shall be stated in the notice. If mailed, the notices of a meeting shall be deemed delivered when deposited in the United States Mail addressed to the members' mailing addresses as they appear on the records of the Society, with postage thereon prepaid.

SECTION 5. QUORUM

A quorum at any meeting shall consist of ten percent (10%) of the voting membership of the Society or 51% of the Board of Directors. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice.

SECTION 6. PROXIES

At any meeting of members, a member entitled to vote may vote by proxy executed, in writing, by the member or by a duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

ARTICLE V. EXECUTIVE COMMITTEE

SECTION 1. MEMBERSHIP

The Executive Committee shall consist of the President, the First Vice President, the Second Vice President, the Treasurer, and the Past President. If needed the most immediate available Past President will be appointed to serve.

SECTION 2. DUTIES

The Executive committee's role is to act quickly when urgent matters arise, meet more often than the board and is accountable to the board. The intent of the Executive Committee is to manage business that cannot wait until the next board meeting or is of a nature that should not be presented to the full board for some reason. The Executive Committee shall have the responsibility to appoint the Section Representatives needed to fill out the number of SEG Council members allowed the Society by the Society of Exploration Geophysicists, plus two Alternate Section Representatives. The appointments shall take place no later than August 1 of each fiscal year.

The Executive Committee shall act on behalf of the board when a decision needs to be made quickly or an action needs to be taken when the full board cannot meet, or it would be inefficient to do so.

SECTION 3. VOTING

All actions of the Executive Committee shall require a majority vote of all members of the Committee.

ARTICLE VI. BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS

The affairs of the Society shall be managed by its Board of Directors.

SECTION 2. MEMBERS

The Board of Directors shall consist of the President, President-Elect, First Vice President, First Vice President-Elect, Second Vice President, Second Vice President-Elect, Secretary, Treasurer, Treasurer-Elect, Communications Director, Communications Director-Elect, the two most recent, available Past Presidents, and the appointed Section Representatives. Directors need not be residents of Texas.

SECTION 3. REGULAR MEETINGS

A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw at the annual meeting of members. The Board may provide by resolution the time and place for the holding of additional regular monthly meetings of the Board of Directors. Meetings can be in person or via electronic means depending upon the requirements for the meeting in terms of location or setting.

SECTION 4. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meetings of the Board called by them.

SECTION 5. NOTICE

Notice of any special meeting of Board of Directors shall be given at least five days previously thereto by written notice delivered personally, sent by mail, E-mail, or facsimile to each director at the director's address as shown by the records of the Society. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed with postage thereon prepaid. If notice is given by E-mail or facsimile, such notice shall be deemed delivered when the E-mail or facsimile is received. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meetings of the Board need be specified in the notice of waiver of such meeting, unless specifically required by law or by these bylaws.

SECTION 6. QUORUM

A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. However, if less than a majority of the directors are present at said meeting, Alternate Section Representatives may assume the responsibility of directors for the duration of the meeting. If a majority is still not present, then a majority of those directors present may adjourn the meeting without further notice.

SECTION 7. MANNER OF ACTING

The act of a majority of the directors in attendance at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

SECTION 8. COMPENSATION

Directors as such shall not receive any salaries for their services. However, by resolution by the Board of Directors, a fixed sum, and expenses of attendance, if any, may be allowed for attendance of each regular or special meetings of the Board. Nothing herein contained shall be construed to preclude any director from serving the Society in any other capacity and receiving compensation, therefore.

SECTION 9. INFORMATION ACTION BY DIRECTORS

Any action required, by law, to be taken at a meeting of directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the directors.

ARTICLE VII. OFFICERS

SECTION 1. OFFICERS

The officers of the Society shall be a President, a President-Elect, a First Vice President, a First Vice President-Elect, a Second Vice President, a Second Vice President Elect, a Secretary, a Treasurer, Treasurer- Elect, and Communications Director and Communications Director -Elect and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable. Such officers shall have the authority and shall perform the duties prescribed by the Board of Directors. Each Officer shall serve from the first day of July following the election, or from the date of appointment, until the following June 30. Each Officer- Elect will assume the Office after the expiration of the preceding Officer and serve until the following June 30th.

SECTION 2. ELECTION OF OFFICERS

A slate of nominees for officers shall be prepared by a Nominations Committee; these nominees shall be for the offices of President-Elect, First Vice President-Elect, Second Vice President-Elect, Secretary, Treasurer-Elect, and

Communications Director Elect. The Nominations Committee shall consist of the President and the two most recent, available Past Presidents. This slate shall be prepared and announced to the Society not less than eight weeks before the Annual Meeting.

Additional nominations for any office may be made in writing and signed by ten percent or more of the voting members of the Society at any time within four weeks following the announcement of the slate proposed by the Nominations Committee. Such additional nominations shall be submitted to the President. Each nominee for the office of President-Elect must be Active, Emeritus, Honorary, or Life Member of the Society and of the Society of Exploration Geophysicists; also, each nominee must have completed service as a member of the Board of Directors of the Society or have completed service as a member of the Executive Committee of the Society of Exploration Geophysicists. Nominees for other offices must be Active, Emeritus, Honorary, or Life Members of the Society. No person who is currently serving as an elected officer of the Society may be nominated for any office.

The Society shall employ a voting system that ensures reliability, accuracy, and confidentiality of the voting process. The voting system, with candidate information, shall be made available to eligible voters no less than three weeks before the Annual Meeting. Eligible voters will be verified by a unique identifier designed to prevent duplicate votes. Only ballots properly voted on-line shall be counted by a Tellers Committee appointed by the President. Neither nominee nor members of the Nominations Committee shall serve on the Tellers Committee. A plurality of valid ballots shall be necessary and sufficient for election. In case of a tie vote, the decision shall be made by casting lots.

SECTION 3. REMOVAL

Any officer may be removed by the Board of Directors, by majority vote whenever in its judgment the best interests of the Society would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

SECTION 4. VACANCY

A vacancy in any office, excluding the Presidency, First Vice Presidency, and Second Vice Presidency, because of death, resignation, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term. In the case of a vacancy in the Presidency, First Vice Presidency, and Second Vice Presidency, the President-Elect, First Vice President-Elect, or Second Vice President-Elect shall succeed to the office of President, First Vice President, or Second Vice President respectively for the unexpired portion of the term. If this unexpired term is six months or less, the President-Elect, First Vice President-Elect or Second Vice President-Elect will also serve as President, First Vice President, or Second Vice President respectively for the following year; if the unexpired portion of the term is more than six months, the Board of Directors will appoint a President-Elect, First Vice President-Elect, or Second Vice President-Elect.

SECTION 5. PRESIDENT

The President shall be the principal executive officer of the Society and in general shall supervise and shall control all the business and affairs of the Society. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other proper officer authorized by the Board of Directors, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Society. In general, the President shall perform all duties prescribed by the Board of Directors, these bylaws, or the parliamentary authority adopted by the Society.

SECTION 6. PRESIDENT-ELECT

The President-Elect shall be a member of the Board of Directors and shall assist and succeed the President upon the expiration or vacancy of the President's term of office. The President-Elect shall be responsible for providing

continuity of the affairs of the Society from one fiscal year to the next and oversees the Membership of the Society. The President-elect will perform all duties prescribed by the President, the Board of Directors, these bylaws, or such parliamentary authority as may be adopted by the Society.

SECTION 7. FIRST VICE PRESIDENT

The First Vice President shall be responsible for arranging all technical programs of the Society and shall have the authority to nominate such assistants as may be required. The First VP shall be responsible for liaising with GSH Board members, especially with regards to Finance and Communications Director. Additionally, the First Vice President shall perform all duties prescribed by the President, the Board of Directors, these bylaws, or the parliamentary authority adopted by the Society.

SECTION 8. FIRST VICE PRESIDENT-ELECT

The First Vice President-Elect shall assist and succeed the First Vice President upon the expiration or vacancy of the First Vice President's term of office. The First Vice President-Elect shall be responsible for providing continuity of the affairs of the First Vice Presidential office from one fiscal year to the next. Additionally, the First Vice President-Elect shall perform all duties prescribed by the President, the Board of Directors, these bylaws, or the parliamentary authority adopted by the Society.

SECTION 9. SECOND VICE PRESIDENT

The Second Vice President shall be responsible for arranging social meetings and fund-raising events and shall have the authority to nominate such assistants as needed. The Second VP shall be responsible to liaise with GSH Board members, especially with regards to Finance and Communications Director. Additionally, the Second Vice President shall perform all the duties prescribed by the President or the Board of Directors, these bylaws, or the parliamentary authority adopted by the Society.

SECTION 10. SECOND VICE PRESIDENT-ELECT

The Second Vice President-Elect shall assist and succeed the Second Vice President upon the expiration or vacancy of the Second Vice President's term of office. The Second Vice President-Elect shall be responsible for providing continuity of the affairs of the Second Vice Presidential office from one fiscal year to the next. Additionally, the Second Vice President-Elect shall perform all duties prescribed by the President, the Board of Directors, these bylaws, or the parliamentary authority adopted by the Society.

SECTION 11. SECRETARY

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors, shall give all notices in accordance with the provisions of these bylaws or as required by law, shall be custodian of the corporate records of the Society, and shall have the authority to nominate such assistants as needed. In general, the Secretary shall perform all duties prescribed by the President, the Board of Directors, these bylaws, or the parliamentary authority adopted by the Society.

SECTION 12. TREASURER

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Society and shall receive and shall give receipts for moneys due and payable to the Society in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article X, Section 1 and 2 of these bylaws. The Treasurer shall have the authority to nominate such assistants as needed. In general, the Treasurer shall perform all duties prescribed by the President, the Board of Directors, these bylaws, or the parliamentary authority adopted by the Society. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board shall determine.

SECTION 13. TREASURER ELECT

The Treasurer-Elect shall assist and succeed the Treasurer upon the expiration or vacancy of the Treasurer's term of office. The Treasurer -Elect shall be responsible for providing continuity of the affairs of the Treasurer office from one fiscal year to the next. Additionally, the Treasurer -Elect shall perform all duties prescribed by the President, the Board of Directors, these bylaws, or the parliamentary authority adopted by the Society.

SECTION 14. COMMUNICATIONS DIRECTOR

The Communications Director shall be responsible for oversight of the Society's external communication, consistent public image, advertising, social media efforts and branding and shall have the authority to nominate such assistants as shall be required. Initially, reporting to the Communications Director will be the editor of the journal, the website administrator, and the newsletter administrator for direction regarding outside communications of the society. The Communications Director shall be responsible for liaising with GSH Board members, especially with regards to Finance and 1st and 2nd VP. Additionally, the Communications Director shall perform all duties prescribed by the President, Board of Directors, these bylaws, or the parliamentary authority adopted by the society. The Communications Director shall also have an obligation to manage the approved budget authorized by the board and obtain approval by the board for any overages beyond the approved budget prior to expenditure.

SECTION 15. COMMUNICATIONS DIRECTOR ELECT

The Communications Director Elect shall assist and succeed the Communications Director upon the expiration or vacancy of the Communications Director term of office. The Communications Director Elect shall perform all duties prescribed by the President, Board of Directors, these bylaws, or the parliamentary authority adopted by the society. The Communications Director Elect shall take on and or oversee all previous responsibilities of assisting with the publication of the Society's monthly Journal.

ARTICLE VIII. SECTION REPRESENTATIVES

SECTION 1. SECTION REPRESENTATIVES

The Section Representatives shall represent the Society and its members at meetings of the Council of the Society of Exploration Geophysicists. Section Representatives shall serve as Directors of the Society for the length of their terms.

SECTION 2. APPOINTMENT OF REPRESENTATIVES

The allotted Section Representatives to the Society of Exploration Geophysicists shall be appointed by the Executive Committee for a three-year term. Any Section Representatives to which the Society may be entitled must be Active, Emeritus, Honorary, or Life Members of the Society of Exploration Geophysicists and the Society. When a Section Representative cannot attend the Council Meeting of the Society for Exploration Geophysicists, an Alternate Section Representative or other qualified alternate appointed by the President shall assume full privileges and responsibilities of a Section Representative at the Council Meeting.

ARTICLE IX. COMMITTEES

SECTION 1. OPERATING COMMITTEES

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors. Such committees, to the extent provided in such resolution, shall have, and shall exercise the authority of the Board of Directors in the management of the Society. However, no such committee shall have the authority of the Board of Directors in reference to the following: amending, altering, or repealing the bylaws; electing, appointing, or removing any member of any such

committee or any director or officer of the Society; amending the articles of incorporation; adopting a plan of merger or a plan of consolidation with another corporation; authorizing the voluntary dissolution of the Society or revoking the proceedings thereof; adopting a plan for distribution of the assets of the Society; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provide that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed by law.

SECTION 2. OTHER COMMITTEES

Other committees not having and exercising the authority of the Board of Directors in the management of the Society shall be designated by a resolution adopted by a majority of directors present at a meeting at which a quorum is present; except as otherwise provided in such resolution, members of each such committee shall be members of the Society. The President shall have the right to appoint members or to block the appointment of a member to any such committee. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the Society shall be served by such removal.

SECTION 3. TERM OF OFFICE

Each member of a committee shall continue as such until the completion of the fiscal year of the Society, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

SECTION 4. CHAIR

One member of each committee shall be appointed chair by the person or persons authorized to appoint members thereof.

SECTION 5. VACANCIES

Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. QUORUM

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7. RULES

Each committee may adopt rules for its own government consistent with these bylaws, State and Federal law or with rules adopted by the Board of Directors

ARTICLE X. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

SECTION 1. CONTRACTS

The Board of Directors may authorize any officer or officers, agent, or agents of the Society, in addition to the officers so authorized by these bylaws, to enter any contract or to execute and to deliver any instrument in the name of and on behalf of the Society. Such authority may be general or may be confined to specific instances.

SECTION 2. CHECKS AND DRAFTS

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Society shall be signed by such officer or officers, agent, or agents of the Society and in such manner as shall

be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or Treasurer-Elect and countersigned by the President of the Society.

SECTION 3. DEPOSITS

All funds of the Society shall be deposited to the credit of the Society in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the Society any contribution, gift, bequest, or device for the general purpose or for any special purpose of the Society.

SECTION 5. FINANCIAL RESPONSIBILITY AND FIDUCIARY DUTIES

Any member of the Board or Committee that is responsible for managing a budget for a project(s) has a fiduciary duty to carefully manage the monies allocated and not waste or inappropriately spend the monies. The member also has a duty to keep their budget up to date and to report into the Treasurer and President if any indication occurs that their project would go over budget. The member should be prepared to educate the Board fully at the monthly meetings on their budget and project especially noting if they are going to go over budget. Our 501C3 corporation should not deviate from their mission to promote science and the profession of geophysics from K-12, universities, professionals and community.

Each Officer is responsible for managing committees under the Society organizational structure.

ARTICLE XI. DUES

SECTION 1. ANNUAL DUES

The Board of Directors shall determine the amount of initiation fee, if any, and the annual dues payable to the Society of Active Members, Emeritus Members, Associate Members, Corporate Members and Student Members.

SECTION 2. PAYMENT OF DUES

Dues shall be payable in advance of the first day of July in each fiscal year. The first year's dues of a new member shall provide membership for the remainder of the fiscal year following the new member's election to the Society.

ARTICLE XII. MISCELLANEOUS

SECTION 1. BOOKS AND RECORDS

The Society shall keep correct complete books, records of account and shall also keep minutes of the business proceedings of its members, Board of Directors, and committees having the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names of the members entitled to vote. All books and records of the Society may be inspected by any member, or by an agent or attorney duly appointed by a member, for any proper purpose at any reasonable time.

- Society Permanent and short-term Records Required by law Articles of Incorporation
- Audit reports from independent audits
- Corporate resolutions
- Checks for important purchases and payments: all other checks for three years.
- Determination Letter from the IRS and correspondence relating to it.
- Financial statements (year-end)

- Insurance policies 3 years after expiration
- Minutes of board meetings and annual meetings of members
- Real estate deeds, mortgages, bills of sale
- Tax returns

SECTION 2. FISCAL YEAR

The fiscal year of the Society shall begin on the first day of July and end on the last day in June in each calendar year.

SECTION 3. GOVERNING RULES

The current edition of Robert's Rules of Order, Newly Revised, shall govern the Society in all cases to which it is applicable and in which it is consistent with these bylaws.

SECTION 4. PRIVACY POLICY

GSH may collect personal information for the use of other members or to complete various transactions, such as:

- Product or service orders, activations, and registrations
- Profile creation
- Information requests
- Membership data

The types of personal information provided to Society may include:

- Contact information, such as name, address, telephone number, and email address.
- Financial information, such as credit card number
- Other unique information that is necessary for the maintenance or the establishment of membership status

Credit card information is used only for payment processing and fraud prevention. Credit card information and other sensitive personal information required to process a request is not used for any other purpose and will not be kept longer than necessary for providing the services, unless the Society is asked to retain financial information for future purposes. GSH will not give, sell, rent or lease personal information to others outside of the GSH corporation.

ARTICLE XIII. AMENDMENTS TO BYLAWS

SECTION 1. AMENDMENTS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least five days written notice is given of an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting.

ARTICLE XIV. DISSOLUTION OF SOCIETY

SECTION 1. INITIATION

A petition to dissolve the Society must be signed by at least ten percent (10%) of the voting members and must be delivered to the Secretary. Immediately upon receiving this petition, the Secretary shall notify the President and then verify the membership status of the signatories.

SECTION 2. VOTE

Ballots shall be sent to each voting member of the society no more than four weeks after the Secretary receives the petition. The ballot shall be accompanied by any explanation by the Board of Directors or its appointed agent against

dissolution. Such ballots shall be deemed to be delivered when deposited in the United States Mail addressed to the voting members at the mailing addresses as they appear on the records of the Society, with the postage thereon prepaid. Only ballots signed and returned by voting members no later than eight weeks after posting shall be counted by a Tellers Committee, appointed by the President. Neither petitioners nor members of the Board of Directors shall serve on the Tellers Committee. A two-thirds majority vote of the membership is necessary for dissolution of the Society. Notice shall be sent to all members within four weeks of the count.

SECTION 3. DISTRIBUTION OF FUNDS

If the result of the balloting is to dissolve the Society, the Board of Directors shall transfer all the assets of the Society to one or more organizations that are exempt under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of the Internal Revenue laws.

APPENDIX

SEG CODE OF ETHICS

The Constitution of the SEG, Article IV, Section 1, states that "Membership of any class shall be contingent upon conformance with the established principles of professional ethics." As an elaboration of these established principles of professional ethics, the following Code of Ethics is enunciated. It shall be your duty as a geophysicist, to maintain the dignity of your chosen profession:

1. To execute your professional work in a spirit of fidelity to clients and employers, fairness to employees and contractors, and devotion to high ideals of personal honor.
2. To treat as confidential your knowledge of the business affairs, geophysical or geological information, or technical processes of clients or employers when their interests require secrecy.
3. To inform a client or employer or any business connections, interests, or affiliations, which might influence your judgment or impair the disinterested quality of your services.
4. To accept financial or other compensation for a particular service from one source only, except with the full knowledge and consent of all interested parties.
5. To refrain from associating yourself with, or knowingly to allow the use of your name by an enterprise of questionable character.
6. To advertise only in a manner consistent with the dignity of the profession, to refrain from using any improper or questionable methods of soliciting professional work, and to decline to pay or to accept compensation for work secured by such improper or questionable methods.
7. To refrain from using unfair means to win professional advancement and to avoid injuring unfairly or maliciously, directly, or indirectly, another geophysicist's professional reputation, business, or chances of employment.
8. To cooperate in building up the geophysical profession by the interchange of general information and experience with your fellow geophysicists and with students and by contributions to the work of technical societies, schools or applied science, and the technical press.
9. To interest yourself in the public welfare, and to be ready to apply your special knowledge, skill, and training in the public behalf for the use and benefit of humankind.