



# **BY-LAWS OF THE EUROPEAN ASSOCIATION OF GEOCHEMISTRY**

## *OUTLINE*

### Introduction

#### Article I. Offices

- 1.1 Principal Office
- 1.2 Registered Office and Registered Agent

#### Article II. Members

- 2.1 Class of Members
- 2.2 Admission of Members and Renewal of Membership
- 2.3 Membership Fees
- 2.4 Student Membership Fees
- 2.5 Certificate of Membership
- 2.6 Voting Rights
- 2.7 Resolution of Disputes
- 2.8 Transfer of Membership
- 2.9 Waiver of Interest in EAG Property
- 2.10 Duration of member benefits

#### Article III. Meetings of Members

- 3.1 General Assembly
- 3.2 Special Meetings
- 3.3 Notice of Meeting
- 3.4 Quorum
- 3.5 Voting by Mail

#### Article IV. Council of Councillors

- 4.1 Management of the EAG
- 4.2 Membership of EAG council
- 4.3 Nomination of Non-Officer Councillors
- 4.4 Election of Non-Officer Councillors

- 4.5 Vacancies
- 4.6 Annual Meeting of the Council
- 4.7 Regular Meetings
- 4.8 Special Meetings
- 4.9 Notice
- 4.10 Quorum
- 4.11 Duties of Councillors
- 4.12 Actions of Council
- 4.13 Compensation
- 4.14 Removal of Councillors

Article V. Officers

- 5.1 Officer Positions
- 5.2 Nomination of Officers
- 5.3 Election and Term of Office
- 5.4 Removal
- 5.5 Vacancies
- 5.6 President
- 5.7 Vice President
- 5.8 Treasurer
- 5.9 General Secretary
- 5.10 Goldschmidt Conference Chairs

Article VI. Committees

- 6.1 Establishment of Committees
- 6.2 Other Committees
- 6.3 Authorization of Specific Committees
- 6.4 Auditing Committee
- 6.5 Nominating Committee
- 6.6 Program Committee
- 6.7 Communications Committee
- 6.8 Publications Committee
- 6.9 EAG-GS Fellows Committee
- 6.10 EAG Award Committees
- 6.11 Goldschmidt Conference Committee

- 6.12 Committee Chairperson and Vice Chairperson
- 6.13 Notice of Meetings
- 6.14 Quorum
- 6.15 Action of Committees
- 6.16 Compensation
- 6.17 Committee Vacancies
- 6.18 Rules

Article VII. EAG Activities

- 7.1 Awards
- 7.2 Award Nominations
- 7.3 Publicity
- 7.4 EAG Publications
- 7.5 Sponsorship of Meetings
- 7.6 National and International Program Endorsements
- 7.7 Divisions

Article VIII. Transactions of the EAG

- 8.1 Contracts
- 8.2 Deposits
- 8.3 Gifts
- 8.4 Potential Conflicts of Interest
- 8.5 Prohibited Acts

Article IX. Books and Records

- 9.1 Required Books and Records
- 9.2 Inspection and Copying
- 9.3 Audits

Article X. Fiscal Year

- 10.1 Calendar Year

Article XI. Members

- 11.1 Notice by Mail, Telegram, E-mail, or Facsimile

11.2 Signed Waiver of notice

11.3 Waiver of notice by attendance

Article XII. Special Procedures Concerning Meetings

12.1 Meetings by Telephone

12.2 Decision Without Meeting

Article XIII. Amendments to By-Laws

13.1 Procedures

Article XIV. Miscellaneous Provisions

14.1 Legal Authority Governing Construction of By-Laws

14.2 Legal Construction

14.3 Headings

14.4 Gender

14.5 Seal

14.6 Power of Attorney

14.7 Parties Bound

14.8 Certificate of General Secretary

# **BY-LAWS OF THE EUROPEAN ASSOCIATION OF GEOCHEMISTRY**

## **INTRODUCTION - THE MANDATE OF THE EUROPEAN ASSOCIATION OF GEOCHEMISTRY**

These By-Laws (the “By-Laws”) govern the affairs of The European Association of Geochemistry, a non-profit corporation (the “EAG”) organized in France as a ‘1901 association’.

The European Association of Geochemistry (EAG) was established in 1985 to promote the subject of geochemistry internationally and in particular to provide a platform within Europe for the presentation of geochemistry, the exchange of ideas in geochemistry, the publication of geochemistry and the recognition of scientific excellence in geochemistry.

To this end the EAG has established 6 core activities designed to support geochemistry in Europe, as follows:

1. The EAG organizes a series of biennial European Goldschmidt conferences that alternate with equivalent meetings held in North America under the primary auspices of their companion organization the Geochemical Society (GS). The Goldschmidt Conference is designed as the primary meeting worldwide for the presentation and exchange of scientific ideas in geochemistry.
2. The EAG also has a system of honours that includes:
  - The Houtermans Medal – a junior award for important breakthroughs by an individual of no more than 35 years of age or no more than 6 years post-PhD.
  - The Urey Medal – the EAG’s highest honour bestowed for outstanding achievements in geochemistry.
  - The EAG Science Innovation award – This honor is to be bestowed upon scientists who have recently made important and innovative breakthrough in geochemistry, considered to be of fundamental significance. The subject area of the award is decided by the council each year. The recipient must have celebrated their 35th but not have celebrated their 55th birthday by the year in which the award is received.

In addition, the EAG has two additional honours in collaboration with the GS:

- The Gast Lecture – an honorary lecture to be given at the Goldschmidt Conference by a mid-career scientist.
- Geochemistry Fellowship – an honour recognizing a long history of scientific excellence bestowed on members of the EAG and GS.

The Houtermans medal, Urey medal, Science Innovation award, and Geochemistry fellowship honours are bestowed irrespective of area of geochemistry and country of residence. The Gast Lecture differs in that it is to be given by a Europe-based mid-career

scientist when the meeting is outside Europe and by a non-European-based mid-career scientist when the meeting is in Europe.

3. The EAG at various times sponsors smaller conferences and workshops as well as sessions at larger meetings such as the annual meeting of the European Geosciences Union (EGU).
4. *Chemical Geology*, published by Elsevier, is the official scientific journal of the EAG.
5. The EAG, along with many other geochemically-relevant organizations communicates through and participates in the production of the international journal *Elements*.
6. Finally, the EAG supports an expanding web-based presence providing support and networking for geochemists in Europe (<http://www.eag.eu.com>)

## **Article I. OFFICES**

### PRINCIPAL OFFICE

- 1.1 The principal office of the EAG is officially located in France in accord with its registration as a non-profit '1901 association'. Its managing office can be located at any site within Europe as determined by the EAG council.

### REGISTERED OFFICE AND REGISTERED AGENT

- 1.2 The EAG shall comply with the requirements of the law of 1901 governing non-profit organizations in France.

## **Article II. MEMBERS**

### CLASS OF MEMBERS

- 2.1 The EAG shall have two classes of members, honorary and active.

### ADMISSION OF MEMBERS AND RENEWAL OF MEMBERSHIP

- 2.2 Any person of good character and unchallenged basic scientific integrity and honesty, regardless of sex, nationality, residence, employment, prominence or proficiency, may become a member of the EAG or renew a membership provided only that he or she:
  - will subscribe to the declared purposes of the EAG;
  - pays all required fees.

### MEMBERSHIP FEES

- 2.3 The council may set and change the amount of a membership fee payable to the EAG by its members. The annual fees of all members shall be set by the council at the annual EAG Council meeting. Memberships are set to run for the current calendar year. Fees notices for the forthcoming period shall be mailed on or about the 1<sup>st</sup> November. Re- or new-enrollments can be organized at any time but will require payment of a full year's membership for any part of a year.

### STUDENT MEMBERSHIP FEES AND FEES

- 2.4 A special membership rate for student members shall be set by the Council at the annual EAG Council meeting. This membership shall include all the rights and privileges of full membership and shall be open to all students who are enrolled in full time studies in a degree-granting institution of higher education. Written certification to that effect shall be provided to the EAG by a member of the faculty of the student's institution.

#### CERTIFICATES OF MEMBERSHIP

- 2.5 The Council may provide evidence of membership in the EAG. When a person has been admitted as a member and has paid any required fees, the EAG will issue a certificate of membership to the person.

#### VOTING RIGHTS

- 2.6 Each member shall be entitled to vote on all matters that are considered by the EAG, including the election of Officers and Councillors.

#### RESOLUTION OF DISPUTES

- 2.7 In any dispute between members relating to the activities of the EAG, all parties involved shall cooperate in good faith to resolve the dispute. If the parties cannot resolve the dispute between themselves, they shall cooperate to select one or more mediators to help resolve the dispute.

#### TRANSFER OF MEMBERSHIP

- 2.8 Membership in the EAG is not transferable or assignable. Membership terminates on the dissolution of the EAG or the death of a member. Membership in the EAG is not a property right that may be transferred after a member's death.

#### WAIVER OF INTEREST IN EAG PROPERTY

- 2.9 All real and personal property, including all improvements located on the property, acquired by the EAG shall be owned by the EAG. A member shall have no interest in specific property of the EAG. Each member hereby expressly waives the right to require partition of all or part of the EAG's property.

#### DURATION OF MEMBER BENEFITS

- 2.10 EAG Membership is on an annual basis. Member benefits, including receiving any journal subscriptions (e.g. Elements) begins upon payment of the annual dues and continues to the end of that year.

### **Article III. MEETING OF MEMBERS**

#### GENERAL ASSEMBLY

- 3.1 The EAG shall hold an annual meeting called the General Assembly. This meeting will be held, when possible, at the same time and place of that as the Goldschmidt Conference. At this General Assembly, the members shall elect councillors and officers to fill posts that will become vacant the following year, and transact any other business that may come before the meeting.

#### SPECIAL MEETINGS

- 3.2 Special meetings of the members may be called by the President, the Council, or not less than one tenth of the members.

#### NOTICE OF MEETING

- 3.3 Notice of any meeting of members, including the General Assembly, shall be delivered to each member not less than ten (10) nor more than fifty (50) days before the date of the meeting. The notice shall state the place, day and time of the meeting, who called the meeting, and the general purpose or purposes for which the meeting is called. Notice shall be given by or at the direction of the President or General Secretary of the EAG, or the Officers or persons calling the meeting. If all of the members meet and consent to the holding of a meeting, any corporate action may be taken at the meeting regardless of a lack of proper notice.

#### QUORUM

- 3.4 The members holding one tenth of the votes that may be cast at a meeting, attending in person, shall constitute a quorum at that meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required to constitute a quorum. If a quorum is not present at any time during a meeting, any decision made at the General Assembly must be ratified by a quorate of the Council or electronically by the entire society.

#### VOTING BY MAIL

- 3.5 The Council may authorize members to vote by mail or electronic correspondence on the election of Officers and Councillors and any other matter that may be voted on by the members.

### **Article IV. EAG COUNCIL**

#### MANAGEMENT OF THE EAG

- 4.1 The Council shall direct all affairs and activities of the EAG, including expenditure of its funds.

#### MEMBERSHIP OF THE EAG COUNCIL

- 4.2 The EAG Council will consist of officers and councillors. The Council shall be composed as follows: The President, Vice-President, Past-President, General Secretary, Treasurer, and two Goldschmidt Conference Chairs. Additionally there shall be Non-Officer Councillors. The council may co-opt up to 2 additional councillors in connection with specific activities of EAG.

## NOMINATION OF NON-OFFICER COUNCILLORS

- 4.3 The Nominations Committee shall consider possible nominees and make nominations for each election of Non-Officer Councillor. The General Secretary shall include the names nominated by the Nominations Committee, and any report of the committee, with the notice to members of the meeting at which the election occurs. In addition, other nominations may be made by Council or any ten (10) members of the EAG. These nominations and the nominees' acceptances must be received by the General Secretary at least three (3) months before the start date of the elections.

## ELECTION OF NON-OFFICER COUNCILLORS

- 4.4 Only those persons who meet the qualification requirements to be Councillors may be elected as Councillor. Each of the Non-Officer Councillors shall be elected by the vote of the membership of the EAG for staggered terms of three years each. The election of Non-Officer Councillors shall be conducted during the General Assembly or at a different date by electronic vote. Each Non-Officer Councillor shall take office on the first day of the fiscal year following the year of his or her election. In electing Non-Officer Councillors, members shall not be permitted to cumulate their votes by giving one candidate as many vote as the number of Councillors to be elected or by distributing the same number of votes among any number of candidates. Each Non-Officer Councillor shall hold office until a successor is elected and qualified. A Non-Officer Councillor may be elected to succeed himself or herself as a Non-Officer Councillor.

## VACANCIES

- 4.5 Any vacancy occurring on the Council not due to the normal term expiration shall be filled by the Council. A vacancy shall be filled by the affirmative vote of a majority of the remaining Councillors, even if it is less than a quorum of the Council or if it is a sole remaining Councillor. A Councillor elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office. Any Council post to be filled by reason of an increase in the number of Councillors shall be filled by election at the General Assembly or at a special meeting of members called for that purpose.

## ANNUAL MEETING OF THE COUNCIL

- 4.6 An annual EAG council meeting may be held without notice other than the By-Laws. The annual council meeting shall be held at the same place as the General Assembly.

## REGULAR MEETINGS

- 4.7 The Council may provide for regular meetings by resolution stating the time and place of such meetings. No notice of regular meetings of the Council is required other than a resolution of the Council stating the time and the place of the meeting.

## SPECIAL MEETINGS

- 4.8 Special meetings of the Council may be called by or at the request of the President or any two Councillors. A person or persons authorized to call special meetings of the Council may fix any place as the place for holding a special meeting. The person or persons calling a special meeting shall notify the General Secretary of the information required to be included in the notice of the meeting. The General Secretary shall give notice to the Councillors as required in the By-Laws.

#### NOTICE

- 4.9 A written, printed or electronic notice of any special meeting of the Council shall be delivered to each Councillor not less than seven nor more than sixty days before the date of the meeting. The notice shall state the place, day and time of the meeting, who called the meeting and the purpose or purposes for which the meeting is called.

#### QUORUM

- 4.10 In meetings of the Council, a quorum shall consist of the President or Vice-President, the General Secretary or Treasurer, one of the other Ex-Officio Councillors and any three of the Non-Officer Councillors. The Councillors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Councillors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Councillors required to constitute a quorum. If a quorum is not present at any time during a meeting, a majority of the Councillors present may adjourn and reconvene the meeting one time without further notice. In the event that action must be taken in the absence of a quorum of the Council, the President may convene an emergency executive committee (the "Emergency Executive Committee"). The members of the Emergency Executive Committee shall be the President, General Secretary and the Treasurer. If one of these is not able to attend, the President may appoint some other member of the Council as a replacement. Such Emergency Executive Committee shall have the power to act on behalf of the Council, but each of its actions is subject to ratification by a full quorum of the Council at its next meeting following such action, or by mail if necessary.

#### DUTIES OF COUNCILLORS

- 4.11 Councillors shall exercise ordinary business judgment in managing the affairs of the EAG. Councillors shall act as fiduciaries with respect to the interest of the members. In acting in their official capacity as Councillors of the EAG, Councillors shall act in good faith and take action as they reasonably believe to be in the best interest of the EAG and that are not unlawful. In all other instances, the Council shall not take any action that they should reasonably believe would be opposed to the EAG's best interests or would be unlawful. A Councillor shall not be liable if, in the exercise of ordinary care, the Councillor acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the EAG.

#### ACTIONS OF THE COUNCIL

- 4.12 The Council shall try to act by consensus. However, the vote of a majority of Councillors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Council unless the act of a greater number is required by law or the By-Laws. A Councillor who is present at a meeting and abstains from a vote is not considered to be present and voting for the purposes of determining the decision of the Council.

#### COMPENSATION

- 4.13 Councillors may receive some compensation for costs involved in attending meetings or other EAG activities. Any compensation that the EAG pays to a Councillor shall be against receipts for the costs incurred.

#### REMOVAL OF COUNCILLORS

- 4.14 The members may vote to remove a Councillor at any time for good cause. Good cause for removal of a Councillor shall include the unexcused failure to attend three consecutive EAG Council meetings. To remove a councillor 1) notice must be made on the meeting agenda, and 2) the Councillor in question shall have the right to present evidence why he or she should not be removed. At the meeting, the EAG shall consider possible arrangements for resolving the problems that are in the mutual interest of the EAG and the Councillor. A Councillor may be removed by a majority vote of the council. The removal of a Councillor who is an Ex-Officio Councillor shall also operate to remove that person from their executive office.

## **Article V. OFFICERS**

#### OFFICER POSITIONS

- 5.1 The Officers of the EAG shall be a President, a Vice-President, a General Secretary, a Treasurer, two Goldschmidt Conference Chairs and the most recently retired president. The duties of the Officers are detailed below. All are required to make annual reports to the EAG. The Council may create additional Officer positions, define the authority and duties of each position and elect or appoint persons to fill the positions. Unless expressly stated, such new Officers shall not be ex-officio members of the Council. Any two or more offices may be held by the same person, except the offices of President and General Secretary.

#### NOMINATIONS OF OFFICERS

- 5.2 Nominations for Officer(s) shall be made by the Council, with due consideration of the recommendations of the Nominations Committee. Nominations are to be communicated to the Council by the Nominations Committee at least three (3) weeks prior to the date at which nominees will be voted upon by the council. Elections shall be on the basis of a plurality of the votes cast. The elected Officers shall assume his or

her responsibilities on the first day of the fiscal year following the year of his or her election.

The President and Vice president nominees should have prior experience as a council member prior to their nomination.

#### ELECTION AND TERM OF OFFICE

- 5.3 Each EAG officer shall be elected by the vote of the council members, by secret ballot. The President, the Vice-President and the Past-President are to serve terms of two years. The person elected Vice-President will serve for a total of six years, the first two as Vice-President, the second two as President, and the final two as Past-President. The Vice-President/President/Past-President shall be eligible for re-election for additional terms of office following these six years of service. The General Secretary and the Treasurer will serve terms of three years. They shall be eligible for re-election. The two Goldschmidt Conference Chairs will serve four year terms, one replaced every two years. Each Officer shall hold office until a successor is duly selected and qualified.

#### REMOVAL

- 5.4 Any Officer elected or appointed by the membership may be removed by a majority vote of the entire membership when, in their judgment, the best interests of the EAG will be served thereby. Good cause for removal of an officer shall include the unexcused failure to attend three consecutive EAG Council meetings or failure to perform the duties outlined in these by-laws. The removal of an Officer shall be without prejudice to the contract rights, if any, of the Officer. The removal of an Ex-Officio Councillor shall operate to remove that person from the Council.

#### VACANCIES

- 5.5 A vacancy in any office may be filled by the Council for the unexpired portion of the Officer's term. A vacancy is filled by the majority of the remaining Councillors, even if it is less than a quorum of the Council or if it is a sole remaining Councillor. An Officer elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

#### PRESIDENT

- 5.6 The President is the chief executive officer of the EAG. The President shall supervise and control all of the business and affairs of the EAG. The President shall preside at all meetings of the members and of the Council. The President may execute any deeds, mortgages, bonds, contracts or other instruments that the Council has authorized to be executed. However, the President may not execute instruments on behalf of the EAG if this power is expressly delegated to another Officer or agent of the EAG by the Council, the By-Laws or statute. The President shall perform other duties prescribed by the Council and all duties incident to the office of the President. Key duties shall include:
- To ensure that all aspects of the EAG are effectively maintained

- To be an ambassador for European geochemistry
- To chair meetings of the Council and the General Assembly
- Provide support for the Goldschmidt Conference Committee as required. The primary role will be to liaise with other societies, organise the Honours Ceremony, and to intervene if problems arise.
- To build strong and effective working relationships with partner organizations such as the Geochemical Society
- To oversee appropriate recognition through EAG Honours

#### VICE-PRESIDENT

5.7 If the President is absent, is unable to act, or refuses to act, the Vice-President shall perform the duties of the President. When the Vice-President acts in place of the President, the Vice-President shall have all the powers of, and be subject to, all the restrictions upon the President.

- The Vice-President shall perform other duties as assigned by the President or Council.
- A role of the Vice-President shall be to nominate members and chairpersons of committees listed in Sec. 6.3 and to present these to the Council for approval in the calendar year before that of the Goldschmidt Conference at which they must take effect.
- The role of the Vice-President is as a co-Convenor of the forthcoming Goldschmidt Conference, serving on the Goldschmidt Conference Committee according to the guidelines outlined for the Goldschmidt Conference Organising Committee.

#### TREASURER

5.8 The Treasurer shall:

- Have charge and custody of and be responsible for all funds and securities of the EAG.
- Receive and give receipts for monies due and payable to the EAG from any source.
- Deposit all monies in the name of the EAG in banks, trust companies or other depositories as provided in the By-Laws or as directed by the Council or President.
- Write checks and disburse funds to discharge obligations of the EAG.
- Maintain the financial books and records of the EAG.
- Prepare financial reports at least annually.
- Provide support for the Goldschmidt Conference Committee as required with particular respect to the finances.
- Perform all of the duties incident to the Office of Treasurer.

- This will include presenting an annual report encompassing the previous year's income and expenses and an accounting of the current status of all accounts at the Annual EAG Council Meeting. In conjunction with this annual report, the Treasurer will also provide evidence that the Auditing Committee has verified the accounting for the previous year.
- At the Annual EAG Council Meeting, a provisional budget will be presented.
- Prepare the Treasurer's report for his or her last year in office. The books shall be audited prior to transfer to the incoming Treasurer.
- Due to the EAG Headquarters being located in France, the Treasurer should be based in France and be fluent in French.

#### GENERAL SECRETARY

5.9 The General Secretary shall:

- Give all notices as provided in the By-Laws or as required by law.
- Take minutes of the meetings of the members and of the Council and keep the minutes as part of the corporate records.
- Maintain custody of the corporate records and of seal of the EAG.
- Prepare final EAG certificates and documents as authorised.
- Keep a register of the mailing address of each member, Councillor, Officer and employee of the EAG.
- Provide support for the Goldschmidt Conference Committee as required. The primary role will be to ensure that publicity is properly organised and that the Committee is aware of concerns expressed by the Council.
- Perform duties as assigned by the President or by the Council.
- Perform all duties incident to the office of General Secretary. This shall include the presentation of an annual report of the Office of the General Secretary to the Council.

#### GOLDSCHMIDT CONFERENCE CHAIRS

5.10 Two Goldschmidt conference chairs each serving four-year terms. These two officers consists of the primary convenor of the most recent past Goldschmidt conference and the upcoming Goldschmidt conference. The term of office normally starts at the beginning of the calendar year following the most recent Goldschmidt. The tasks of the Goldschmidt conference chair includes:

- Solicit and secure meeting locations for future Goldschmidt conference locations.
- Identify new areas of new scientific interest to be included in future Goldschmidt conference.
- Publicize and promote future Goldschmidt conferences.
- The Senior Goldschmidt Conference convenor shall provide advice and corporate

memory for the successful running of the upcoming Goldschmidt meeting including its financial implications and its logistics.

- The Junior Goldschmidt Conference Chair shall serve as primary convenor of the upcoming Goldschmidt conference as described in section 6.11.

## **Article VI. COMMITTEES**

### ESTABLISHMENT OF COMMITTEES

6.1 The Council may adopt a resolution establishing one or more committees delegating specified authority to a committee. The Council may delegate its power to appoint and remove members of a committee. However, the Council shall retain ultimate authority to appoint or remove members of a committee. The establishment of a committee or the delegation of authority to a committee shall not relieve the Council, or any individual Councillor, of any responsibility imposed by the By-Laws or otherwise imposed by law. Under no circumstances shall a committee have the authority of the Council to:

- Amend the Articles of Incorporation.
- Adopt a Plan of Merger or Plan of Consolidation with another society.
- Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the EAG.
- Authorize the dissolution of the EAG.
- Invoke proceedings for the dissolution of the EAG.
- Adopt a plan for the distribution of the assets of the EAG.
- Amend, alter, or repeal the By-Laws.
- Elect, appoint, or remove a Councillor or Officer of the EAG.
- Approve any transaction to which the EAG is a party and that involves a potential conflict of interest as defined in paragraph 8.04, below.
- Take any action outside the scope of authority delegated to it by the Council.
- Take final action on a matter that requires the approval of the members.

### OTHER COMMITTEES

6.2 Other committees not having and exercising the authority of the Council in the management of the EAG may be designated and appointed by a resolution adopted by a majority of Councillors at a meeting at which a quorum is present, or by the President if authorized by the Council or the Articles of Incorporation or the By-Laws. Membership on such committees may, but need not be, limited to Councillors.

### AUTHORIZATION OF SPECIFIC COMMITTEES

6.3 The following committees are established by the By-Laws:

- Auditing Committee
- Nominations Committee
- Program Committee
- Communications Committee
- Publication Committee
- H.C. Urey Medal Committee
- F.G. Houtermans Medal Committee
- P.G.W. Gast Lecture Committee (joint with GS)
- Geochemistry Fellows Committee (joint with GS)
- Goldschmidt Conference Committee
- Science Innovation Award Committee

#### AUDITING COMMITTEE

- 6.4 The Auditing Committee shall consist of two (2) appointed members. Any or all of these may reside at the institution of the Treasurer. All two members of the Auditing Committee shall sign the audit. The tenure of the two members shall coincide with that of the Treasurer. An audit of the Treasurer's annual report shall be made by the Auditing Committee and submitted to the Council at its Annual Meeting.

#### NOMINATIONS COMMITTEE

- 6.5 The Nominations Committee shall consist of at least three (3) and no more than six (6) members, at least one of whom shall be a member of the Council. The appointments shall be made for staggered three year terms so that one third of the members shall be replaced each year. The Chairperson of the Nominations Committee shall have voting power and shall be chosen from among the members who were members of the committee the preceding year. The role of the Nominations Committee shall be 1) the recommendation of a first choice and alternate for all councillor positions envisioned to become vacant the following year and 2) a recommendation to the council of candidates for officer positions envisioned to become vacant the following year.

#### PROGRAM COMMITTEE

- 6.6 The primary role of the Program Committee is to:
- Solicit and propose geochemistry special sessions for the annual EGU meeting.
  - Provide a regularly updated list of all future meetings of potential interest to European geochemists for inclusion in the EAG web page.
  - Bring other workshops and meetings to the attention of the EAG Council for possible co-sponsorship.
  - Identify areas of current scientific interest that might benefit from the organization of an EAG workshop.

- Identify sources of additional funding for EAG-relevant meetings.
- When directed to do so, the Program Committee may also be required to assist in the planning and organization of the V. M. Goldschmidt Conference.
- The Program Committee shall consist of three to six appointed members. Each of these members shall be appointed for a three-year term. These terms shall be staggered so that a third of the members of the committee shall be replaced each year. An annual report of the Program Committee shall be made to the Council at its Annual Meeting.

#### COMMUNICATIONS COMMITTEE

6.7 The EAG Communications Committee shall:

- Liaise between the EAG and Elements, and be responsible for:
  - soliciting, editing, and submitting EAG contributions to Elements
  - reporting the annual subscription fees for to the EAG council
  - choosing advisory board members of Elements
  - nominating potential editors for Elements
  - selecting the EAG representative for the Elements Executive Board
- Solicit, edit, and submit all EAG contributions to Geochemical News
- Seek to promote EAG and its activities through representation at conferences (for example)
- Perform other tasks assigned by the Council to further the communication of geochemistry
- The Communications Committee shall consist of three to six appointed members. Each of these members shall be appointed for a three-year term. These terms shall be staggered so that a third of the members of the committee shall be replaced each year. However, under special circumstances (for example web expertise) incumbent committee members shall be eligible for re-nomination.
- An annual report of the Communications Committee shall be made to the Council at its Annual Meeting.

#### PUBLICATIONS COMMITTEE

6.8 The EAG Publications Committee shall:

- Exploring/implementing special publications sponsored by the EAG
- The Publications Committee shall consist of three to six appointed members. Each of these members shall be appointed for a three-year term. These terms shall be staggered so that a third of the members of the committee shall be replaced each year. An annual report of the Program Committee shall be made to the Council at its Annual Meeting.

## EAG-GS FELLOWS COMMITTEE

- 6.9 Nominations for Geochemical Fellows will be sought and recommendations for election made by the Geochemical Fellows Committee, made of eight (8) members, four (4) from GS, and four (4) from EAG. This Committee will include six (6) appointed members, and the President of each society as ex-officio members. The appointed members are to be jointly selected by the society Presidents from a list of names suggested by the Council / Board of each society. Each member of the Geochemical Fellows Committee will serve for three years. Each year two new members of the Committee will replace departing members. The Chair should be replaced each year by a member who has already served for one year. The Chair of the Committee will be selected by the Presidents. The term of each appointee shall begin upon the adjournment of the Goldschmidt Conference where they are elected.

## EAG AWARD COMMITTEES

- 6.10 There shall be an award committee for each award of EAG including the Paul W. Gast Lecturer (the "Award Committees").
- Each committee shall consist of up to six (6) members who shall be appointed for staggered three (3) year terms.
  - At least one (1) member of each of the H. C. Urey and F. G. Houtermans Award Committees shall be from outside Europe.
  - In each of the Award Committees, one of the two members whose term is closest to expiration shall be appointed to serve as Chairperson.
  - The Chairperson shall be eligible to vote and ties shall be resolved by the Council.
  - For each H. C. Urey and F. G. Houtermans Award the Council requires the name of a first choice and an alternate. The final decision as to the recipient will lie with the Council after due consideration has been given to other factors, the primary of which is the result of discussion with members of the Council of the GS to ensure that no single individual receives the equivalent award from both societies.
  - When the Goldschmidt Conference is held outside of Europe the Gast Lecturer is chosen by GS from a list of names proposed by EAG originating from the Paul W. Gast Lecturer Committee.
  - When the Goldschmidt Conference is held in Europe the Gast Lecturer is chosen by EAG from a list of names proposed by GS. The Paul W. Gast Lecturer Committee examines the list and makes a recommendation for a first choice and alternate for the EAG Council to consider.
  - Note that whereas the Urey, Houtermans, and Scientific Innovation Awards are bestowed purely upon the basis of scientific achievement, the Gast Lecturer is also expected to be a gifted communicator. The idea of the Gast Lecture is that it provides a vehicle for communicating interesting new scientific developments that are mainly taking place in the non-host continent to the scientific community of the continent hosting the Goldschmidt Conference.
  - Members are not eligible to vote on a nominee if there is a conflict of interest.

Conflict of interest is defined as being a member of the same institution or university as the nominee or having been or being a dissertation supervisor or graduate student of the nominee.

- Members of the Council are ineligible for these awards during their term of office.
- The EAG may provide financial compensation for the expenses of award winners to attend the Goldschmidt meeting during which they receive their award.

#### GOLDSCHMIDT CONFERENCE COMMITTEE

6.11 The Goldschmidt Conference Committee shall comprise the primary non-commercial individuals with responsibility for running the next European Goldschmidt Conferences.

- Given the current lead in time required of approximately three to four years this should normally include those involved in the running of the next two conferences. This allows corporate memory to be established.
- An important component of the Committee will be teams, each comprising three scientists, who will be responsible for running the science of a Goldschmidt Conference. These Science Teams will rotate between Conferences. Therefore two Teams may be active on the Goldschmidt Conference Committee at any one time.
- The three scientists should have considerable scientific breadth and between them carry some research awareness of high temperature geochemistry, low temperature geochemistry and biogeochemistry.
- The main role of the Science Team will be to develop and implement the scientific program of the Conference. To do this the Team needs to organise, run, and respond to the International Program Committee (IPC) whose task it will be to propose ideas for sessions, chairs, keynote speakers and invited speakers. The IPC must be in place at least 2 years before the Conference. The IPC has to report back to the Science Team no later than 20 months prior to the Conference to allow time for the Science Team to blend and structure their suggestions into a coherent set of special sessions with putative chair, keynote speakers, and invited speakers. They then need to appoint the Chairs and with their further input invite Keynote Speakers in time to be already identified in time to aid in the publicity of the conference.
- One scientist from each Science Team will be the primary Convenor for the respective Goldschmidt Conference. This person should be identified and involved in the decisions about the choice of other members. The primary Convenor needs to report to the Council on a regular basis.
- The Goldschmidt Conference Committee will be chaired by the primary Convenor of the next Goldschmidt Conference. That is, this role will transfer every two years.
- The co-Convenor should be a prominent geochemist who is based near the location of the forthcoming meeting. This person will be responsible for organizing local university-based support such as students to assist with

projection and person registration desks, the organisation of field excursions etc.

- The third co-Convenor should be the Vice-President of EAG. The ultimate responsibility for the success of the meeting rests with the EAG Council because this is the most important activity undertaken by the society. Therefore, they need to be well represented on the Committee. Among the roles of the Vice President is to aid in the raise funding and commercial support for the meeting.
- The President, Secretary and Treasurer of EAG should also be members of the Goldschmidt Conference Committee. Theirs roles are more to provide support and direction in addition to facilitating clarification (as detailed above).
- The Goldschmidt Conference Committee could liaise with local conference personnel such as Davos Tourismus, when the meeting is in Switzerland.
- The Goldschmidt Conference Committee may also work very closely with Cambridge Publications who could be responsible for all of the administration and detailed organisation of the Conference.

#### COMMITTEE CHAIRPERSON AND VICE-CHAIRPERSON

- 6.12 One member of each committee shall be designated as the Chairperson of the committee and another member of each committee shall be designated as the Vice Chairperson. The Chairperson shall call and preside at all meetings of the committee and communicate when necessary to the committee by electronic mail. When the Chairperson is absent, is unable to act, or refuses to act, the Vice Chairperson shall perform the duties of the Chairperson. When a Vice-Chairperson acts in place of the Chairperson, the Vice-Chairperson shall have all the powers of and be subject to all the restrictions upon the Chairperson.

#### NOTICE OF MEETINGS

- 6.13 Written or printed notice of a committee meeting shall be delivered to each member of a committee not less than seven (7) nor more than thirty (30) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, and the purpose or purposes for which the meeting is called. Committees may choose to do all of their business electronically.

#### QUORUM

- 6.14 One half of the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to constitute a quorum. If a quorum is not present at any time during the meeting, the Chairperson may adjourn and reconvene the meeting one time without further notice.

#### ACTION OF COMMITTEES

- 6.15 Committees shall try to take action by consensus. However, the vote of the majority of

committee members present and voting at a meeting at which at quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the By-Laws. A committee member who is present at a meeting and abstains from a vote is not considered to be present and voting for the purpose of determining the act of the committee.

#### COMPENSATION

- 6.16 Committee members may receive some compensation for costs involved in attending meetings or other EAG activities. Any compensation that the EAG pays to a committee member shall be against receipts for the costs incurred.

#### COMMITTEE VACANCIES

- 6.17 Unless otherwise noted, each committee member shall continue to serve on the committee until a successor is appointed. However, the term of a committee member may terminate earlier if the committee is terminated or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

#### RULES

- 6.18 Each committee may adopt rules for its own operation not inconsistent with the By-Laws or with rules adopted by the Council.

## **Article VII. CORPORATION ACTIVITIES**

#### AWARDS

- 7.1 The Council may conceive and confer such awards as it deems in the best interest of the EAG. EAG awards currently include
- H. C. Urey Award - This award, consisting of a medal and a certificate, will be conferred for major achievements in geochemistry or cosmochemistry. Such achievements may consist either of a single outstanding contribution, or of a series of publications that have had great influence on the field. The H.C. Urey Award is normally given annually, but may be omitted in a given year at the discretion of the Council. It may also be given to more than one individual in a given year if their contributions to a particular field are deemed of similar importance.
  - F. G. Houtermans Award - This award, consisting of a medal, and a certificate shall be conferred on a young scientist for a single outstanding contribution to geochemistry or cosmochemistry, published as a single paper or a series of papers on a single topic. Candidates must have held a recognised doctorate or its equivalent for no more than six (6) years of professional activity or be not more than thirty five (35) years of age, whichever anniversary date is later on

December 31st of the year in which the award is made. The F.G. Houtermans is normally given annually, but may be omitted in a given year at the discretion of the Council.

- The Gast Lectureship - This lectureship shall be conferred jointly by the GS and the EAG on a scientist for outstanding contributions to geochemistry or cosmochemistry and for outstanding oral communication skills. The Gast lecturer gives an honorary lecture at the Goldschmidt Conference. Candidates should have received their Ph.D. at least 10 years before the award and no more than 25 years before the award. This lectureship is to be given by a Europe-based mid-career scientist when the Goldschmidt meeting is held outside Europe and by a non-European-based mid-career scientist when the Goldschmidt meeting is held within Europe. The Gast Lectureship is normally given annually, but may be omitted in a given year at the discretion of the Councils of the EAG and the GS.
- Geochemistry Fellowship – This honour shall be conferred jointly by the GS and the EAG on scientists in recognition of a long history of scientific excellence. Up to ten (10) Geochemistry Fellowships can be awarded each year. Existing and new Urey, Goldschmidt and Treibs medallists become Fellows automatically. Geochemistry Fellowships are normally given annually, but may be omitted in a given year at the discretion of the Councils of the EAG and the GS. Only under unusual circumstances, approved in advance by the governing bodies of the GS and the EAG, may more than ten Fellows be named in any one year.
- Science Innovation Award – This award, consisting of a medal and a certificate, will be conferred for recently particularly important and innovative breakthroughs in geochemistry, considered to be of fundamental significance. Such achievements may consist either of a single outstanding contribution, or of a series of publications that have had great influence on the field. The subject area of the award is decided by the council each year. The recipient must have celebrated their 35th but not have celebrated their 55th birthday by the year in which the award is received. The Science Innovation Award is normally given annually, but may be omitted in a given year at the discretion of the Council. It may also be given to more than one individual in a given year if their contributions to a particular field are deemed of similar importance. The EAG Science Innovation Award is named after different scientists depending on the subject area and includes the Nicholas John Shackelton metal in climate, oceans and geochemical cycles, and the Samuel Epstein metal in isotope geochemistry.

#### AWARD NOMINATIONS

- 7.2 The Award Committees shall solicit nominations for awards from the membership and shall seek out suitable nominees on their own. Awards shall not be shared, except in highly unusual cases such as independent discoveries or joint work where the contributions of the co-authors are essentially equal. All duly documented nominations considered by the Award Committees shall remain active for three (3) years, unless the candidate becomes disqualified. Current Councillors are ineligible to receive an award. Past recipients of an award are ineligible to repeat as recipient. Except for the time and age restrictions of the F. G. Houtermans Award and the Gast lectureship, there shall be no other restrictions on eligibility. Neither citizenship nor membership in the EAG shall

enter into consideration. The Award Committees shall select nominees as follows:

- The Award Committees shall select a first and second choice for each award, or in the case of Geochemistry Fellowships up to ten choices, and present them, with adequate documentation, to the Council well before the end of the calendar year preceding the next Goldschmidt Conference. The deadline for submission of choices for awards shall be set such that the awardees can be announced prior to the abstract deadline for the annual Goldschmidt meeting.
- Adequate documentation shall consist of a two-page curriculum vitae, a bibliography limited to two pages, a nominating letter with paragraph(s) detailing why the candidate is suitable for the award and three supporting letters.
- This documentation is to be made available to all Award Committee members before voting occurs.
- The Council shall then make its final choice between the nominations or vote not to make an award in a particular year. This choice shall be made by mail or e-mail voting prior to the abstract deadline of the annual Goldschmidt Conference.
- No member of the Award Committee may nominate a candidate directly.
- The EAG shall reimburse travel expenses of award recipients only in exceptional cases, as determined by the Council.

#### PUBLICITY

- 7.3 The Award Committees shall have the responsibility of arranging for appropriate citations for each award and of arranging for suitable publicity of the awards.

#### EAG PUBLICATIONS

- 7.4 The EAG's journal shall be Chemical Geology. The EAG may provide recommendations for posts of editor and advisory board members of Chemical Geology to Elsevier. The relationship between EAG and Chemical Geology should be reviewed regularly by the Council.

#### SPONSORSHIP OF MEETINGS

- 7.5 The EAG may co-sponsor meetings of suitable geochemical interest (e.g., the EGU). The EAG shall co-sponsor other meetings upon prior approval of the Council. The amount of any funds provided shall be set by the Council.

#### NATIONAL AND INTERNATIONAL PROGRAM ENDORSEMENTS

- 7.6 The Council may provide an official endorsement by the EAG for national and international scientific programs of unusual interest to geochemists. Such letters of endorsement shall be sent to the appropriate organization by the President.

## DIVISIONS

- 7.7 From time to time it may be in the interest of the EAG to recognize large portions of the Society that have coherent interests or direction of research. Recognition may include but not be limited to special Medals or Awards, Membership on the Council, or special representation on the committees. Each such division shall have a Chairperson and By-Laws approved by the Council. The Chairperson of each division, or his or her representative, shall present an annual report to the Council at its Annual Meeting. Division members will retain all rights and privileges of members of the EAG. Members will not be limited to affiliation in one division.

**Article VIII. TRANSACTIONS OF THE CORPORATION**

## CONTRACTS

- 8.1 The Council may authorize any Officer or agent of the EAG to enter into a contract or execute and deliver any instrument in the name of and on behalf of the EAG. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

## DEPOSITS

- 8.2 All funds of the EAG shall be deposited to the credit of the EAG in banks, trust companies, or other depositories that the Council selects.

## GIFTS

- 8.3 The Council may accept on behalf of the EAG any contribution, gift, bequest, or devise for the EAG. The Council may make gifts and give charitable contributions that are not prohibited by the By-Laws, the Articles of Incorporation, state law, and any requirements for maintaining the EAG's tax status.

## POTENTIAL CONFLICTS OF INTEREST

- 8.4 The EAG shall not make any loan to a Councillor or Officer of the EAG.
- A member, Councillor, Officer, or committee member of the EAG may lend money to and otherwise transact business with the EAG except as otherwise provided by the By-Laws, Articles of Incorporation, and all applicable laws. Such a person transacting business with the corporation has the same rights and obligations relating to those matters as other persons transacting business with the EAG.
  - The EAG shall not borrow money from or otherwise transact business with a member, Councillor, Officer, or committee member of the EAG unless the transaction is described fully in a legally binding instrument and is in the best interests of the EAG.
  - The EAG shall not borrow money from or otherwise transact business with a member, Councillor, Officer, or committee member of the EAG without full

disclosure of all relevant facts and without the approval of the Council, not including the vote of any person having a personal interest in the transaction.

#### PROHIBITED ACTS

- 8.5 As long as the EAG is in existence, and except with the prior approval of the Council or the members, no member, Councillor, Officer, or committee member of the EAG shall:
- Do any act in violation of the By-Laws or a binding obligation of the EAG.
  - Do any act with the intention of harming the EAG or any of its operations.
  - Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the EAG.
  - Receive an improper personal benefit from the operation of the EAG.
  - Use the assets of the EAG, directly or indirectly, for any purpose other than carrying on the business of the EAG.
  - Wrongfully transfer or dispose of EAG property, including intangible property such as goodwill.
  - Use the name of the EAG (or any substantially similar name) or any trademark or trade name adopted by the EAG, except on behalf of the EAG in the ordinary course of the EAG's business.
  - Disclose any of the EAG's business practices, trade secrets or any other information not generally known to the business community or any person not authorized to receive it.

### **Article IX. BOOKS AND RECORDS**

#### REQUIRED BOOKS AND RECORDS

- 9.1 The EAG shall keep correct and complete books and records of each account. The EAG's books and records shall include:
- A file-endorsed copy of all documents 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.
  - A copy of the By-Laws, and any amended versions or amendments to the By-Laws.
  - Minutes of the proceedings of the members, Council, and committees having any of the authority of the Council.
  - A list of the names and addresses of the members, Councillors, Officers, and - any committee members of the EAG.
  - A financial statement showing the assets, liabilities, and net worth of the EAG at the end of the three most recent fiscal years.

- A financial statement showing the income and expenses of the EAG for the three most recent fiscal years.
- All rulings, letters, and other documents relating to the EAG's tax status.

#### INSPECTION AND COPYING

- 9.2 Any member, Councillor, Officer, or committee member of the EAG may inspect and receive copies of all books and records of the EAG required to be kept by the By-Laws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the EAG and if the person submits a request in writing to the President or the General Secretary. Any person entitled to inspect and copy the EAG's books and records may do so through his or her attorney or other duly authorized representative. A person entitled to inspect the EAG's books and records may do so at a reasonable time no later than five (5) working days after the EAG's receipt of a proper written request. The Council may establish reasonable fees for the copying the EAG's books and records by members. The EAG shall provide requested copies of books or records no later than five (5) working days after the EAG's receipt of a proper written request.

#### AUDITS

- 9.3 Any member shall have the right to have an audit conducted of the EAG's books. The member requesting the audit shall bear the expense of the audit unless the members vote to authorize payment of audit expenses. The member requesting the audit may select the accounting firm to conduct the audit. A member may not exercise these rights to compel audits so as to subject the EAG to an audit more than once in any fiscal year.

## **Article X. FISCAL YEAR**

#### CALENDAR YEAR

- 10.1 The fiscal year of the EAG shall begin on the first day of January and end on the last day of December in each year.

## **Article XI. MEMBERS**

#### NOTICE BY MAIL, TELEGRAM, E-MAIL, OR FACSIMILE

- 11.1 Any notice required or permitted by the By-Laws to be given to a member, Councillor, Officer, or member of a committee of the EAG may be given by mail, telegram, e-mail or facsimile. If mailed, a notice shall be deemed to be delivered when deposited in the mail addressed to the person at his or her address as it appears on the records of the EAG, with postage prepaid. If given by telegram, a notice shall be deemed to be delivered when accepted by the telegraph company and addressed to the person at his or her address as it appears on the records of the EAG. If given by e-mail, a notice shall be deemed to be delivered when sent to the e-mail addressed to the person at his or her e-mail address as it appears on the records of the EAG. A person may change his or

her address by giving written notice to the General Secretary of the EAG.

#### SIGNED WAIVER OF NOTICE

- 11.2 Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or the By-Laws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

#### WAIVER OF NOTICE BY ATTENDANCE

- 11.3 The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **Article XII. SPECIAL PROCEDURES CONCERNING MEETINGS**

#### MEETING BY TELEPHONE

- 12.1 The members, Council, and any committee of the EAG may hold a meeting by telephone conference-call in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice. Participation of a person in a conference-call meeting constitutes presence of that person at the meeting.

#### DECISION WITHOUT MEETING

- 12.2 Any decision required or permitted to be made at a meeting of the members, Council, or any committee of the EAG may be made without a meeting. A decision without a meeting may be made if a written or electronic consent to the decision by all of the persons entitled to vote on the matter. The original signed consents shall be kept with the EAG's records.

## **Article XIII. AMENDMENTS TO BY-LAWS**

#### PROCEDURES

- 13.1 The By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted either by the majority of the membership or by the Council. The notice of any meeting at which the By-Laws are altered, amended, or repealed, or at which new By-Laws are adopted shall include the text of the proposed By-Law provisions as well as the text of

any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions. The following types of By-Law amendments may be adopted:

- Setting or changing the authorized number of Councillors.
- Changing from a fixed number to a variable number of Councillors or vice versa.
- Increasing or extending the terms of Councillors.
- Increasing the quorum for membership meetings.
- Authorizing or prohibiting cumulative voting.

## **Article XIV. MISCELLANEOUS PROVISIONS**

### LEGAL AUTHORITIES GOVERNING CONSTRUCTION OF BY-LAWS

- 14.1 The By-Laws shall be construed in accordance with the 1901 French law governing Non-Profit Associations. All references in the By-Laws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

### LEGAL CONSTRUCTION

- 14.2 If any By-Law provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the By-Laws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the By-Laws.

### HEADINGS

- 14.3 The headings used in the By-Laws are used for convenience and shall not be considered in construing the terms of the By-Laws.

### GENDER

- 14.4 All words used in the By-Laws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

### SEAL

- 14.5 The Council may provide for a corporate seal.

### POWER OF ATTORNEY

- 14.6 A person may execute any instrument related to the EAG by means of a power of attorney if an original executed copy of the power of attorney is provided to the

General Secretary of the EAG to be kept with the EAG records.

PARTIES BOUND

- 14.7 The By-Laws shall be binding upon and inure to the benefit of the members, Councillors, Officers, committee members, employees, and agents of the EAG and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the By-Laws.

CERTIFICATE OF GENERAL SECRETARY

- 14.8 I certify that I am the duly elected and acting General Secretary of the EAG and that the foregoing By-Laws constitute the By-Laws of the EAG. These By-Laws were duly adopted at a meeting of the Council of Councillors held on May 22, 2007.

DATED: October, 2008

Last update: February 2012

Eric H. OELKERS