

BY-LAWS
OF
FOUR CORNERS GEOLOGICAL SOCIETY FOUNDATION, INC.
(a New Mexico non-profit corporation)
(April, 1996)

ARTICLE I – OFFICE

The principal office of the corporation shall be located at 1690 North Butler St., Farmington, San Juan County, New Mexico. The corporation may also have offices at such other places as the Board of Trustees of the corporation may require.

ARTICLE II – MEMBERS

1. **Membership.** The members of the corporation shall consist of the persons signing the Articles of Incorporation and such other person or persons as may be subsequently elected by vote of the Four Corners Geological Society, at any annual or special meeting of the Society.
2. **Rights of Members.** The right of a member to vote and all his right, title and interest in or to the corporation shall cease on the termination of his membership. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the corporation.
3. **Resignation of Members.** Any member may resign from the corporation by delivering a written resignation to the President or Secretary of the corporation.

ARTICLE III – MEETINGS

1. **Annual Meeting.** The annual meeting of the members of the corporation shall be held the 1st day of September at the principal office of the corporation, 1690 North Butler St., Farmington, New Mexico 87401, for the purpose of electing Trustees and for the transaction of such other business as may come before the meeting. If the election of Trustees shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Trustees shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.
2. **Special Meetings.** Special meetings of the members may be called by the President or the Board of Trustees.
3. **Place of Meeting.** The annual meeting of the members shall be held at the principal office of the corporation unless otherwise designated by the Board of Trustees. The Board of Trustees may designate any place within San Juan County, New Mexico, or La Plata County, Colorado, as the place of meeting for any annual meeting or for any special meeting called by the Board of Trustees.
4. **Notice of Meetings.** Written or printed notice stating the place, day and hour of any meeting of members shall be delivered either personally or by mail to each member entitled to vote at such meeting not less than the (10) nor more than thirty (30) days before the date of such meeting. In case of a special meeting, or when required by statute or by these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail,

addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

5. **Quorum.** A majority of the members shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.
6. **Voting.** At every meeting of members, each member shall be entitled to vote in person, or by proxy duly appointed by instrument in writing which is subscribed by such member and which bears a date not more than eleven (11) months prior to such meeting, unless such instrument provides for a longer period. Each member of the corporation shall be entitled to one vote. The vote for trustees and, upon the demand of any member, the vote upon any question before the meeting, shall be by ballot. All elections shall be held and all questions decided by a majority vote of the persons present in person or by proxy.
7. **Voting by Mail.** Where trustees or officers are to be elected by members, the election may be conducted by mail in such manner as the Board of Trustees shall determine.

ARTICLE IV – BOARD OF TRUSTEES

1. **General Powers.** All the corporate powers, except such as are otherwise provided for in these By-Laws and in the laws of the State of New Mexico, shall be and are hereby vested in and shall be exercised by the Board of Trustees. The Board of Trustees may, by general resolution, delegate to committees of their own number, or to officers of the corporation, such duties as they see fit. Trustees need not be residents of San Juan County, New Mexico.
2. **Number, Tenure and Qualifications.** The number of Trustees shall not be less than three (3) nor more than six (6). Trustees shall be elected by members of the Four Corners Geological Society from their membership. Each Trustee shall hold office for a term of three (3) years, provided, that at least one-third of the members of the Board of Trustees shall be elected each year. Trustees may succeed themselves in office. The elected members of the initial Board of Trustees may determine the length of the term of office for each Trustee, in order to achieve staggered terms for subsequently elected Trustees.
3. **Regular Meetings.** A regular annual meeting of the Board of Trustees shall be held, without other notice than this By-Law, immediately after and at the same place as the annual meeting of members. The Board of Trustees may provide by resolution the time and place, within San Juan County, New Mexico, for the holding of additional regular meetings of the Board without other notice than such resolution.
4. **Special Meetings.** Special meetings of the Board of Trustees may be called by or at the request of the President or any two Trustees. The person or persons authorized to call special meetings of the Board may fix any place, within San Juan County, New Mexico, or La Plata County, Colorado, as the place for holding any special meetings of the Board called by them.

5. **Notice.** Notice of any special meeting of the Board of Trustees shall be given at least two (2) days previously thereto personally or by mail to each Trustee at his address as shown by the records of the corporation.
6. **Quorum.** A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Trustees are present at said meeting, the majority of the Trustees present may adjourn the meeting from time to time without further notice.
7. **Manner of Acting.** The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees unless the act of a greater number is required by law or by these By-Laws.
8. **Vacancies.** Any vacancy occurring in the Board of Trustees shall be filled by the Board of Trustees, to serve until the next annual meeting of the Society.

ARTICLE V – OFFICERS

1. **Officers.** The officers of the corporation shall be a President, Vice President, Secretary and Treasurer. The Board of Trustees may elect or appoint such other officers as it shall deem necessary, such officers to have the authority and perform the duties prescribed from time to time by the Board of Trustees. Any two or more offices may be held by the same person except the offices of President and Secretary.
2. **Election and Term of Office.** The officers of the corporation shall be elected annually by the Board of Trustees at the regular annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.
3. **Removal.** Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interests of the corporation would be served thereby.
4. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Trustees for the unexpired portion of the term.
5. **Duties of Officers.** The President shall be the principal executive officer of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Trustees.

The Vice President, in the absence of the President, or in the event of his inability or refusal to act, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Trustees.

The Treasurer, if required by the Board of Trustees, shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Trustees shall determine. He shall have charge and custody of and be

responsible for all funds and securities of the corporation, receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Trustees; and in general, perform all of the duties incident to the Office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Trustees.

The Secretary shall keep the minutes of the meetings of the members and of the Board of Trustees in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these By-Laws and as required by law, be custodian of the corporate records and of the seal of the corporation, and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these By-Laws, keep a register of the post office address of each member, which shall be furnished to the Secretary by such member; and in general, perform all duties incident to the Office of Secretary, and such other duties as from time to time may be assigned to him by the Board of Trustees.

ARTICLE VI – ADVISORY COMMITTEE

The Board of Trustees may appoint from its number, or from among such persons as the Board may see fit, one or more advisory committees, and at any time may appoint additional members thereto. The members of any such committee shall serve during the pleasure of the Board of Trustees. Such advisory committees shall advise with and aid the officers of the corporation in all matters designated by the Board of Trustees. Each such committee may, subject to the approval of the Board of Trustees, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

ARTICLE VII – FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

ARTICLE VIII – SEAL

The Board of Trustees may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation: FOUR CORNERS GEOLOGICAL SOCIETY FOUNDATION, INC., a New Mexico non-profit corporation. It shall be unnecessary to use the corporate seal on any documents whatsoever.

ARTICLE IX – WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Non-profit Corporation Act of the State of New Mexico, or under the provisions of the Articles of Incorporation or the By-Laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X – AMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority of the Trustees present at any regular meeting, or at any special meeting, if at least ten days written notice is given of intention to alter, amend or repeal, or to adopt new By-Laws at such meetings. All By-Laws made by the Board of Trustees may be altered, amended or repealed by the members.

ARTICLE XI – EXEMPT ACTIVITIES

Notwithstanding any other provision of these By-Laws, no member, trustee, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of such Code and regulations as they now exist or as they may hereafter be amended.

We, the undersigned, duly elected members of the Board of Trustees of the FOUR CORNERS GEOLOGICAL SOCIETY FOUNDATION, INC. do hereby adopt, ratify and approve the foregoing By-Laws of the FOUR CORNERS GEOLOGICAL SOCIETY FOUNDATION, INC., a New Mexico non-profit corporation, Farmington, New Mexico.

Dated 19th April, 1996 and signed by the President, Elliott A. Riggs, and the Secretary (David Schoderbek).

AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT BY DESIGNATED INITIAL REGISTERED AGENT

To the State Corporation Commission,
State of New Mexico.

STATE OF NEW MEXICO
COUNTY OF SAN JUAN

On this 19th day of April, 1996, before me a Notary Public in and for the State and County aforesaid, personally appeared ELLIOTT A. RIGGS, who is to me known to be the person and who, being by me duly sworn, acknowledged to me that he does hereby accept the appointment as the Initial Registered Agent of FOUR CORNERS GEOLOGICAL SOCIETY FOUNDATION, INC., the Corporation which is named in the annexed Articles of Incorporation, and which is applying for a Certificate of Incorporation pursuant to the provisions of the Non-Profit Corporation Act of the State of New Mexico.

ELLIOTT A. RIGGS (*signature*)

SUBSCRIBED AND SWORN TO before me on the 23rd day of April, 1996

H. Rousebrough, (*signature*) Notary Public.

My commission expires: 11/16/99

(*Seal of the Notary Public*)
