

**BYLAWS
OF
SEPM (Society for Sedimentary Geology)**

(Approved October 28, 1987)
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April 23, 1989; November 9, 1989; April 25, 1993; June 13, 1994; March 7, 1995;
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ARTICLE I

OFFICE

Section 1.1 The name of the corporation is SEPM (Society for Sedimentary Geology).

Section 1.2 The registered office shall be in the State of Oklahoma.

ARTICLE II

MEMBERSHIP CLASSIFICATION AND ELIGIBILITY

Section 2.1 Members shall be persons classified as follows:

- A. Members: Persons whose activities are in keeping with the objective of the Society and who are enrolled in a geoscience or allied program or hold a degree in geoscience or an allied science.
- B. Associates: Persons engaged and interested in the earth sciences or whose interests are in keeping with the objective of the Society, but who have not completed the requirements for Member status.
- C. Honorary Members: Persons who have distinguished themselves in a scientific discipline of significance to the Society.
- D. Emeritus Members: Persons who have reached the age of sixty-five (65) and have completed thirty (30) years of membership.
- E. Sustaining Members: Persons who provide substantial financial support for sustaining the objective of the Society.
- F. All members of the Society must acknowledge and adhere to the Society's Code of Conduct.

Section 2.2 Corporate Members shall be corporations or organizations that provide substantial financial support for sustaining the objective of the Society.

ARTICLE III

PROCEDURE FOR ELECTION TO MEMBERSHIP

Section 3.1 Applicants for all categories of membership, except Honorary Members and Emeritus Members, shall complete an application form that has been approved by a majority vote of the members of the Council. The application shall include an acknowledgement of the Society's Code of Conduct.

A. Applicants for Member status shall provide a statement of their qualifications to meet the requirements outlined in Article II, Section 2.1A, including dates and locations of educational programs or degrees, and a summary of their geoscience experience.

B. Applicants for Associate status shall provide a statement of their academic and professional experience and/or interests.

C. Honorary Members are elected by a majority vote of the Council after being nominated by a committee.

D. Emeritus Members are to be converted to such rank upon their request to the Executive Director. The Executive Director will notify members eligible for such conversion in accordance with Article II of these Bylaws.

ARTICLE IV

DUES AND SUBSCRIPTION RATES

Section 4.1 Annual dues and journal subscription rates, herein referred to jointly as annual membership costs, shall be determined by the Council and shall be assessed on a calendar year basis.

Section 4.2 Annual membership costs shall be assessed according to which of the Society's membership benefit options are selected by the member.

Section 4.3 For persons who are currently enrolled full-time in a fully accredited college or university pursuing a degree in earth sciences or an allied science there will be an option for reduction in membership costs. The period of reduced annual membership costs for students shall be limited as specified by Council. Individuals seeking such cost reduction must confirm of their student status each year.

Section 4.4 Annual membership costs of Honorary Members shall be waived and each shall receive all SEPM membership options available.

Section 4.5 Emeritus Members may request a waiver of annual dues. Applications should be made to the business office and approved by the Executive Director. If no waiver is requested, then annual dues for Emeritus Members shall be the same as those for Members. In all cases, journal subscription rates for Emeritus Members will be the same as those for Members.

Section 4.6 Sustaining Members shall pay a minimum annual membership cost to be determined by the Council which shall include all SEPM membership benefit options associated with the Sustaining membership.

Section 4.7 Corporate Members shall pay a minimum annual membership cost to be determined by Council which shall include all membership options included with a Corporate Membership.

Section 4.8 Annual membership costs are payable in advance on or before the first day of each calendar year. A bill shall be mailed and/or emailed to each member in the last quarter of each year, stating the amount of annual membership cost and the conditions and penalty for default of payment. A member who fails to remit by January 1 shall not receive the benefits of membership until full payment for that year is received.

Section 4.9 A member who fails to remit shall be dropped from membership on the following January 1. Members may be reinstated upon payment of current annual membership costs and no membership application shall be required provided such reinstatement occurs within three (3) years.

Section 4.10 As part of a special membership promotional project, the Council may offer a reduced rate to member applicants.

ARTICLE V

DUTIES AND PRIVILEGES OF MEMBERS

Section 5.1 Members, whether paying a reduced fee as a student or not, shall have the privilege of holding office, except as restricted by Article VIII in Section 8.1 of these Bylaws. Members shall also have the privilege of voting on Society business and in Society elections, serving on Society committees, and transacting the business of the Society.

Section 5.2 Associates shall have all the privileges of membership with the exception that Associates may not hold council office.

Section 5.3 Honorary Members shall have all the privileges of membership.

Section 5.4 Emeritus Members shall have all the privileges of membership.

Section 5.5 Sustaining Members shall have all the privileges of the membership

Section 5.6 Corporate Members may dedicate dues to a specific established program of the Society. The names of Corporate Members may be published in an issue of the Society's journals.

ARTICLE VI

BOARD OF DIRECTORS

Section 6.1 The executive authority of this Society shall be vested in a Board of Directors (herein called "Council") consisting of fourteen (13) council positions. Council membership shall include the president, president-elect, secretary-treasurer, the journal editors, the special publications editor, and seven councilors Editorial positions may have co-editors.

Section 6.2 The Council shall have general and ultimate executive control and management of the affairs and funds of this Society. Duties shall include, but not be limited to: designation of time and place of the Annual Meeting of the Society; supervision of election of officers and filling of vacancies; determination of applicant qualifications and classifications; maintaining a headquarters and staff; accepting, creating, and administering funds for the objective provided under the Certificate of Incorporation of the Society; establishing appropriate fiscal policies; and performing any other administrative duties required to accomplish the objective of this Society.

Section 6.3 The Council shall meet at the Annual Meeting and at other times and places designated by the Council and at the call of the president. Robert's Rules of Order shall apply at all Council meetings and a simple majority of Council members shall constitute a quorum. No proxy votes shall be allowed and no alternates may be appointed for absent members. The Council may act on Society matters by mail and or email or online vote when needed.

ARTICLE VII

OFFICERS

Section 7.1 The officers of this Society shall be as follows: president, president-elect, secretary-treasurer, councilor for paleontology, councilor for sedimentology, councilor for research activities, international councilor, early-career councilor, student councilor, editor(s) for special publications, web and technology councilor. and the editors for the official technical journals as named in Article X of these Bylaws. Terms of office shall commence on January 1st of each year following their election to the Council.

Section 7.2 The president shall be the chief executive officer of the Society and shall preside over all meetings of the Society and Council. The president shall serve a term of 2 years following a 1-year term as president-elect.

Section 7.3 The president-elect shall serve for one (1) year as such and the following year shall assume the office of president. The president-elect shall acquaint himself with all the details of the office of president, and shall perform such duties as may be assigned by the president or Council. The president- elect shall also perform the duties of the president if the president is absent or unable to serve, and shall assume the office of president in the event of a vacancy for any cause.

Section 7.4 The secretary-treasurer shall be responsible for recording the actions of the Council, shall supervise the receipt of all funds and, under the direction of the Council, be responsible for all disbursements of funds of the Society. In the absence of both the president and the president-elect, the duties of presiding officer shall be performed by the secretary-treasurer.

Section 7.5 The councilors shall perform specific duties as directed by the Council.

Section 7.6 The editor(s) for special publications shall be responsible for all non-journal publications.

Section 7.7 The editors of the Society's official periodical publications as named in Article X of these Bylaws shall supervise production of their respective journals and have final authority in soliciting, accepting, and rejecting all material for publication in this journal. The editors may appoint associate editors as needed to accomplish publication of the journals. If journal coeditors are selected, they shall share a single vote when voting on motions before the Council.

Section 7.8 The president-elect shall each serve a one (1) year term and follow with a two (2) year term as president. The secretary-treasurer and councilors shall each serve a three (3) year term. None of these officers shall be eligible for a second term in that same office.

Section 7.9 The editors of the Society's official journal publications as named in Article X of these Bylaws and the special publications editor(s) shall be elected to serve four (4) year terms.

Section 7.10 The President of the SEPM Foundation shall provide liaison between SEPM and the SEPM Foundation, Inc. communicating Society goals to the Foundation members and discussing fund raising possibilities with the SEPM Council.

Section 7.11 The Council shall select one individual to fill any vacancy occurring in the offices of secretary-treasurer, councilors, or editors. An individual to fill a vacancy occurring in the office of president-elect or president shall be elected by mail and or email or online ballot to the membership through a special election called by the Council. That ballot shall contain the names of two (2) qualified Members nominated by the Council.

Section 7.12 The Council by three-quarters (75%) majority vote of the whole Council may dismiss a member of Council who does not or cannot fulfill their responsibilities.

ARTICLE VIII ELECTION OF OFFICERS

Section 8.1 Beginning in 2021, the current past president shall chair the Nominating Committee as a non-voting member. The nominating committee shall consist of seven (7) Members, none of whom shall be current members of the Council. The Members shall be selected, one each, by the current Councilor for Research Activities, Web and Technology Councilor, International Councilor, Early Career Councilor, Student Councilor, Councilor for Paleontology and Councilor for Sedimentology. The Members shall be selected from among the membership of the Society and should be representative of the diversity, scientific disciplines, and geographical spread of the membership. Members shall serve a single 1-year term on the committee. Committee members may not serve consecutive terms on the committee.

The chair of the committee shall instruct the committee to submit the names of at least two (2) qualified nominees for each of the offices up for election except for the positions of editors, and web & technology councilor, who run unopposed. The seven (7) Council positions, excluding the president-elect, journal editors, and special publications editor(s) shall be elected in groups of two (2) or three (3) each year so that a regular rotation of new and continuing council members is established. Confirmed candidates for elective offices shall be completed by September 1st of each year and sent to the Headquarters Office for ballot preparation.

- A. Council positions elected each year will continue in the established regular rotation.
- B. The president-elect position will only be elected on even year ballots.
- C. Eligibility for Nomination for international councilor is limited to those members of the

- Society who reside outside of the U.S and Canada.
- D. Eligibility for Nomination for early career councilor is limited to those members of the Society with less than twelve (12) years of experience beyond achieving the competency generally associated with a bachelor's degree in the earth sciences.
 - E. Eligibility for Nomination for student councilor is open to Members of the Society, who at the time of their application shall be a student in an Earth Sciences program with an anticipated final degree graduation date that is at least 2 years away.

Section 8.2 Ballots containing biographies of nominees shall be mailed and/or emailed to each voting Member of the Society on or near October 1st. Names of nominees shall be arranged in alphabetical order under each office on the ballot. The returned or online submitted ballots received by Headquarters Office on or before November 15 or a date set by HQ shall be reviewed by the secretary-treasurer. Only votes received by eligible members in good standing may be counted.

ARTICLE IX

BUSINESS PROCEDURES

Section 9.1 The Society shall employ an executive director, selected by the Council, whose duties shall include but not be limited to:

- A. In consultation with the president and the Council, to direct operation of the headquarters, employ headquarters personnel, and manage the day-to-day business operation of the Society.
- B. To advise and aid the Council, committees, and membership in accomplishment of the objective of the Society.
- C. The executive director shall be answerable to and under the direction of the president and Council.

Section 9.2 The Council shall establish and amend as necessary a Procedures Manual which shall provide guidelines for Society financial matters, the operation of the headquarters, and the various facets of day-to-day Society business, not otherwise covered in the Bylaws, such as committees, representatives to other societies or groups, production of journals, special publications, short courses, and symposia.

Section 9.3 The Council is responsible for the annual budget, which shall be based on the calendar year. A balanced budget will be presented from the Headquarters staff to the Headquarters and Business Committee who will present a balanced budget to Council, and a balanced budget will be adopted by Council.

Section 9.4 The secretary-treasurer shall cause an audit to be performed annually by an independent certified public accountant at the expense of the Society. The secretary-treasurer, president, executive director, and all headquarters office employees shall be bonded for an amount to be set by the Council and the expense shall be borne by the Society.

Section 9.5 Authorized signatories shall be determined by the Council.

Section 9.6 In the event of the dissolution of the Society, the assets remaining, after discharge of all liabilities, shall go for charitable, scientific, or educational purposes in strict compliance with exemption provided under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of

any future United States Internal Revenue Law). Under these circumstances, no member of the Society shall have any right of interest in the assets of the Society.

Section 9.7 The Council is responsible for approving an official Society logo and authorizing its use. The logo will be a unique graphic device intended to be identified with the corporate entity SEPM, and its use will be restricted to the identification of Society services and products, or of products and services cosponsored by the Society by a specific action of Council, as well as general business uses such as letterhead, envelopes, membership cards, invoices, and printed matter. Unauthorized use by individual members is specifically prohibited.

ARTICLE X

PUBLICATIONS

Section 10.1 The *Journal of Sedimentary Research* (formerly the *Journal of Sedimentary Petrology*) and *PALAIOS* are designated as the official periodical publications of the Society.

Section 10.2 The Council is authorized to provide for other publications in keeping with the objective of the Society.

ARTICLE XI

AWARDS

Section 11.1 The Council shall have the responsibility for establishing awards, for approving the recipients, and for selecting mechanisms to accord appropriate recognition to award recipients.

Section 11.2 Nominations for award recipients shall be the responsibility of appropriate standing committees as detailed in the Procedures Manual.

ARTICLE XII

SECTIONS

Section 12.1 Regional or special interest Sections that promote the objective of the Society may be established upon approval of the Council of a petition for such a Section signed by twenty (20) voting Members of the Society and after Council approval of such a Section's proposed Constitution and Bylaws.

Section 12.2 Section Constitutions and Bylaws must not conflict with the Society's Certificate of Incorporation and Bylaws and any modifications to such documents shall be filed promptly with the Society.

Section 12.3 The Council may withdraw recognition of any regional or special interest Section if there is sufficient evidence either of inactivity of that Section or that activities of that Section have ceased to be in keeping with the objective of the Society.

ARTICLE XIII

COMMITTEES AND REPRESENTATIVES

Section 13.1 The Council shall have the authority to establish, direct, and dissolve standing committees of

the Society.

Section 13.2 The charge; method of appointment of chairmen, vice-chairmen, and committee members; number of members; and terms of standing committees shall be detailed in the Procedures Manual.

Section 13.3 Ad hoc committees may be appointed by the president, upon approval of the Council, to consider specific questions or conduct specific studies.

Section 13.4 Representatives to other organizations shall be designated and shall serve as provided for in the Procedures Manual.

Section 13.5 Committee chairs, Section presidents, and representatives shall submit an annual written report to the Council.

ARTICLE XIV

ANNUAL

MEETING

Section 14.1 The Society shall hold at least one (1) stated meeting of its members each year which shall be known as the Annual Meeting. The Council shall designate the time and place of the Annual Meeting.

Section 14.2 At the Annual Meeting there shall be an annual business meeting at which time the Council may present to the Members present items of business for information, recommendation, discussion, or vote.

ARTICLE XV

AMENDMENT

Section 15.1 Amendments to these Bylaws may be proposed by the following means: resolution of the Council or written proposal signed by ten percent (10%) of the voting Members of the Society.

Section 15.2 Proposed amendments shall be approved by the Council, then submitted to the Members for consideration by mail and/or online ballot, or to the Members present at the annual business meeting, and shall be passed by a two-thirds (2/3) affirmative vote of the Members voting.

ARTICLE XVI

EXEMPT ACTIVITIES

Section 16.1 Notwithstanding any other provision of these Bylaws, no member, Council member, 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 any organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future Internal Revenue law).