037460

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0047
2010
Open to Public Inspection

A For the 2010 calendar year, or tax year beginning , and ending

B Check if applicable
☐ Address change
☐ Name change
☐ Initial return
☐ Terminated
☐ Amended return
☐ Application pending

C Name of organization: SOCIETY OF ECONOMIC GEOLOGISTS, INC
Doing Business As
Number and street (or P O box if mail is not delivered to street address): 7811 SHAFFER PARKWAY
Room/suite
City or town, state or country, and ZIP + 4: LITTLETON CO 80127

D Employer identification number: 84-1576304
E Telephone number: 720-981-7882
G Gross receipts $ 10,227,433

F Name and address of principal officer:
BRIAN HOAL
7811 SHAFFER PARKWAY
LITTLETON CO 80127

H(a) Is this a group return for affiliates? ☐ Yes ☒ No
H(b) Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list (see instructions)

I Tax-exempt status ☒ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ WWW.SEGWEB.ORG

H(c) Group exemption number ▶

K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1930

M State of legal domicile CO

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities:
TO SUPPORT RESEARCH AND EDUCATION IN THE FIELD OF ECONOMIC GEOLOGY.

2 Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a)	3	17
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	17
5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	9
6 Total number of volunteers (estimate if necessary)	6	75
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	
b Net unrelated business taxable income from Form 990-T, line 34	7b	0

	Prior Year	Current Year
Revenue		
8 Contributions and grants (Part VIII, line 1h)	477,960	4,484,365
9 Program service revenue (Part VIII, line 2g)	775,407	1,976,433
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	-192,114	267,483
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	3,388	
12 Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,064,641	6,728,281
Expenses		
13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)		120,480
14 Benefits paid to or for members (Part IX, column (A), line 4)		
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	577,883	620,142
16a Professional fundraising fees (Part IX, column (A), line 11e)		
b Total fundraising expenses (Part IX, column (D), line 25) ▶		
17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	879,566	1,429,017
18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	1,457,449	2,169,639
19 Revenue less expenses. Subtract line 18 from line 12	-392,808	4,558,642
Net Assets or Fund Balances	**Beginning of Current Year**	**End of Year**
20 Total assets (Part X, line 16)	9,461,726	14,896,653
21 Total liabilities (Part X, line 26)	508,044	710,974
22 Net assets or fund balances Subtract line 21 from line 20	8,953,682	14,185,679

SCANNED JUN 27 2011

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IRS-OSC
OGDEN, UT

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Sign Here
▶ Harold J. Noyes
Signature of officer
Date 5/26
▶ HAROLD J. NOYES Treasurer
Type or print name and title

Paid Preparer Use Only
Print/Type preparer's name: THOMAS A. DOSEN
Preparer's signature: Thomas A Dosen CPA
Date: 5/25/11
Check ☐ if self-employed
PTIN: P00491735
Firm's name ▶ BAUERLE AND COMPANY, P.C.
Firm's EIN ▶ 84-0817888
Firm's address ▶ 1720 SOUTH BELLAIRE ST, SUITE 1010, DENVER, CO 80222
Phone no 303-759-0089

May the IRS discuss this return with the preparer shown above? (see instructions) ☐ Yes ☐ No

9-17 6

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Part III **Statement of Program Service Accomplishments**

Check if Schedule O contains a response to any question in this Part III [X]

1 Briefly describe the organization's mission:

TO SUPPORT RESEARCH AND EDUCATION IN THE FIELD OF ECONOMIC GEOLOGY.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [ ] Yes [X] No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [ ] Yes [X] No

If "Yes," describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses $ 910,205 including grants of $) (Revenue $ 622,364)

PUBLICATION OF "ECONOMIC GEOLOGY" JOURNAL, GUIDEBOOKS, "REVIEWS IN ECONOMIC GEOLOGY", "SEG NEWSLETTER" AND OTHER RELATED PUBLICATIONS.

4b (Code:) (Expenses $ 596,024 including grants of $) (Revenue $ 1,354,069)

HOST OF CONFERENCES, COURSES AND FIELD TRIPS.

4c (Code:) (Expenses $ 274,033 including grants of $) (Revenue $ 4,486,515)

ADMINISTRATION AND MEMBER SERVICES FOR ALL MEMBERS.

4d Other program services (Describe in Schedule O.)

(Expenses $ 120,480 including grants of $ 120,480) (Revenue $)

4e **Total program service expenses** ▶ 1,900,742

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors? (see instructions)	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V	10	X	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	11a	X	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b		X
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	11d		X
e	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII	12a	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional	12b		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Parts I and IV	14b		X
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV	16	X	
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17		X
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18		X
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19		X
20a	Did the organization operate one or more hospitals? If "Yes," complete Schedule H	20a		X
b	If "Yes" to line 20a, did the organization attach its audited financial statements to this return? **Note.** Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)	20b		

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Part IV Checklist of Required Schedules (continued)

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21		X
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23		X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):			
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? If "Yes," complete Schedule M	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I	33		X
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	34		X
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)?	35		X
a	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2 ☐ Yes ☒ No			
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V ☐

					Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a	6			
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	9			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			2b	X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file. (see instructions)					
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?			3a		X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O			3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?			4a		X
b	If "Yes," enter the name of the foreign country: ▶ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b		X
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?			5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?			6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b		
7	**Organizations that may receive deductible contributions under section 170(c).**					
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?			7a		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			7g		X
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			7h		X
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			8		X
9	**Sponsoring organizations maintaining donor advised funds.**					
a	Did the organization make any taxable distributions under section 4966?			9a		X
b	Did the organization make a distribution to a donor, donor advisor, or related person?			9b		X
10	**Section 501(c)(7) organizations.** Enter:					
a	Initiation fees and capital contributions included on Part VIII, line 12	10a				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b				
11	**Section 501(c)(12) organizations.** Enter:					
a	Gross income from members or shareholders	11a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b				
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b				
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**					
a	Is the organization licensed to issue qualified health plans in more than one state?			13a		
	Note. See the instructions for additional information the organization must report on Schedule O					
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b				
c	Enter the amount of reserves on hand	13c				
14a	Did the organization receive any payments for indoor tanning services during the tax year?			14a		X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O			14b		

Part VI **Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI [X]

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a 17			
b	Enter the number of voting members included in line 1a, above, who are independent	1b 17			
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		2		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		3		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		4		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		5		X
6	Does the organization have members or stockholders?		6	X	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		7a	X	
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		7b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following.				
a	The governing body?		8a	X	
b	Each committee with authority to act on behalf of the governing body?		8b	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		9		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

			Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a		X
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b		
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11a	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.			
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	12a	X	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	X	
13	Does the organization have a written whistleblower policy?	13	X	
14	Does the organization have a written document retention and destruction policy?	14	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	X	
b	Other officers or key employees of the organization	15b	X	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (See instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ NONE

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you make these available Check all that apply

[ ] Own website [X] Another's website [X] Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶ ANNA THOMS 7811 SHAFFER PARKWAY

LITTLETON CO 80127 720-981-7882

Form 990 (2010) SOCIETY OF ECONOMIC GEOLOGISTS, INC 84-1576304

Part VII **Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response to any question in this Part VII ☐

Section A. **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee"
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

List persons in the following order: individual trustees or directors, institutional trustees, officers, key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organizations compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position: Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(1) BRIAN G. HOAL EXECUTIVE DIRECTOR	40.00	X		X				110,747	0	0
(2) JOHN F.H. THOMPSON PAST PRESIDENT	1.00	X						0	0	0
(3) HAROLD J. NOYES TREASURER	1.00	X		X				0	0	0
(4) JEFFREY W. HEDENQUIST PRESIDENT	1.00	X		X				0	0	0
(5) DOUGLAS J. KERWIN VP	1.00	X		X				0	0	0
(6) ANTHONY C. HARRIS VP	1.00	X		X				0	0	0
(7) MIGUEL CARDOZO COUNCILOR	1.00	X						0	0	0
(8) BARTON J. SUCHOMEL SEG FOUNDATION PRES.	1.00	X						0	0	0
(9) STUART F. SIMMONS PUBS BOARD CHAIR	1.00	X		X				0	0	0
(10) JENS GUTZMER COUNCILOR	1.00	X						0	0	0
(11) ALEXANDER S. YAKUBCHUK COUNCILOR	1.00	X						0	0	0
(12) YASUSHI WATANABE COUNCILOR	1.00	X						0	0	0
(13) BENOIT DUBE COUNCILOR	1.00	X						0	0	0
(14) FERENC MOLNAR COUNCILOR	1.00	X						0	0	0
(15) RICARDO D. PRESNELL COUNCILOR	1.00	X						0	0	0
(16) LUCY H. CHAPMAN COUNCILOR	1.00	X						0	0	0

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(17) JEFF L. DOEBRICH COUNCILOR	1.00	X						0	0	0
(18) STEPHEN J. PIERCEY COUNCILOR	1.00	X						0	0	0
(19) M. STEPHEN ENDERS PRESIDENT-ELECT	1.00	X		X				0	0	0
(20)										
(21)										
(22)										
(23)										
(24)										
(25)										
(26)										
(27)										
(28)										
1b Sub-total ▶								110,747		
c Total from continuation sheets to Part VII, Section A ▶										
d Total (add lines 1b and 1c) ▶								110,747		

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 in reportable compensation from the organization ▶ 1

			Yes	No
3	Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	3		X
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? If "Yes," complete Schedule J for such individual	4		X
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person	5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization.

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 in compensation from the organization ▶ 0

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Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a Federated campaigns	1a					
	b Membership dues	1b	487,905				
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	3,996,460				
	g Noncash contributions included in lines 1a-1f $						
	h Total. Add lines 1a–1f ▶			4,484,365			
Program Service Revenue			Busn. Code				
	2a CONFERENCE SUPPORT			1,068,625	1,068,625		
	b PUBLICATIONS			622,364	622,364		
	c FIELD TRIPS & OTHER			285,444	285,444		
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a–2f ▶			1,976,433			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶			292,327	292,327		
	4 Income from investment of tax-exempt bond proceeds ▶						
	5 Royalties ▶						
		(i) Real	(ii) Personal				
	6a Gross Rents						
	b Less rental exps						
	c Rental inc or (loss)						
	d Net rental income or (loss) ▶						
	7a Gross amount from sales of assets other than inventory	(i) Securities 3,474,308	(ii) Other				
	b Less cost or other basis & sales exps	3,499,152					
	c Gain or (loss)	-24,844					
	d Net gain or (loss) ▶			-24,844	-24,844		
	8a Gross income from fundraising events (not including $ of contributions reported on line 1c) See Part IV, line 18	a					
	b Less direct expenses	b					
	c Net income or (loss) from fundraising events ▶						
	9a Gross income from gaming activities See Part IV, line 19	a					
	b Less. direct expenses	b					
	c Net income or (loss) from gaming activities ▶						
	10a Gross sales of inventory, less returns and allowances	a					
	b Less cost of goods sold	b					
	c Net income or (loss) from sales of inventory ▶						
	Miscellaneous Revenue		Busn. Code				
	11a						
	b						
	c						
	d All other revenue						
	e Total. Add lines 11a–11d ▶						
	12 Total revenue. See instructions ▶			6,728,281	2,243,916	0	0

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Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U S See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	120,480	120,480		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	110,747	110,747		
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	398,776	398,776		
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	17,397	17,397		
9 Other employee benefits	54,949	54,949		
10 Payroll taxes	38,273	38,273		
11 Fees for services (non-employees):				
a Management				
b Legal	10,081	8,348	1,733	
c Accounting	5,000		5,000	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees	21,140		21,140	
g Other				
12 Advertising and promotion				
13 Office expenses	37,474		37,474	
14 Information technology	53,093	53,093		
15 Royalties				
16 Occupancy				
17 Travel	8,558	8,558		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	11,792		11,792	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	128,321		128,321	
23 Insurance	5,372		5,372	
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a SEG CONFERENCE & EXHIBITS	496,501	496,501		
b PRINTING AND PUBLICATIONS	408,097	408,097		
c FIELD TRIPS & OTHER EVENT	99,523	99,523		
d MAINTAINCE & UTILITIES	90,036		90,036	
e EDITOR'S OFFICE	81,399	81,399		
f All other expenses	-27,370	4,601	-31,971	
25 **Total functional expenses.** Add lines 1 through 24f	2,169,639	1,900,742	268,897	0
26 **Joint costs.** Check here ▶ ☐ if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

					(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest bearing			552,385	1	531,720
	2	Savings and temporary cash investments				2	
	3	Pledges and grants receivable, net				3	
	4	Accounts receivable, net			5,334	4	21,231
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L				5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)				6	
	7	Notes and loans receivable, net				7	
	8	Inventories for sale or use				8	
	9	Prepaid expenses and deferred charges			36,863	9	36,688
	10a	Land, buildings, and equipment: cost or other basis Complete Part VI of Schedule D	10a	4,525,845			
	b	Less: accumulated depreciation	10b	1,237,591	3,364,818	10c	3,288,254
	11	Investments—publicly traded securities			5,502,326	11	10,748,592
	12	Investments—other securities. See Part IV, line 11				12	
	13	Investments—program-related. See Part IV, line 11				13	
	14	Intangible assets				14	
	15	Other assets See Part IV, line 11				15	270,168
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)			9,461,726	16	14,896,653
Liabilities	17	Accounts payable and accrued expenses			52,514	17	229,481
	18	Grants payable				18	
	19	Deferred revenue			455,530	19	481,493
	20	Tax-exempt bond liabilities				20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D				21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L				22	
	23	Secured mortgages and notes payable to unrelated third parties				23	
	24	Unsecured notes and loans payable to unrelated third parties				24	
	25	Other liabilities Complete Part X of Schedule D				25	
	26	**Total liabilities.** Add lines 17 through 25			508,044	26	710,974
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**					
	27	Unrestricted net assets			7,758,378	27	9,258,531
	28	Temporarily restricted net assets				28	3,754,207
	29	Permanently restricted net assets			1,195,304	29	1,172,941
		Organizations that do not follow SFAS 117, check here ▶ [ ] and complete lines 30 through 34.					
	30	Capital stock or trust principal, or current funds				30	
	31	Paid-in or capital surplus, or land, building, or equipment fund				31	
	32	Retained earnings, endowment, accumulated income, or other funds				32	
	33	Total net assets or fund balances			8,953,682	33	14,185,679
	34	Total liabilities and net assets/fund balances			9,461,726	34	14,896,653

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI [X]

1	Total revenue (must equal Part VIII, column (A), line 12)	1	6,728,281
2	Total expenses (must equal Part IX, column (A), line 25)	2	2,169,639
3	Revenue less expenses. Subtract line 2 from line 1	3	4,558,642
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	8,953,682
5	Other changes in net assets or fund balances (explain in Schedule O)	5	673,355
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	14,185,679

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII [ ]

			Yes	No
1	Accounting method used to prepare the Form 990: [ ] Cash [X] Accrual [ ] Other ______ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	X	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.			
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both. [X] Separate basis [ ] Consolidated basis [ ] Both consolidated and separate basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.	3b		

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SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047
2010
Open to Public Inspection

Name of the organization
SOCIETY OF ECONOMIC GEOLOGISTS, INC

Employer identification number
84-1576304

Part I **Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state:

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II)

9 ☒ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☐ Type I b ☐ Type II c ☐ Type III–Functionally integrated d ☐ Type III–Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii) A family member of a person described in (i) above?

(iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1–9 above or IRC section **(see instructions)**)	(iv) Is the organization in col (i) listed in your governing document? Yes	(iv) No	(v) Did you notify the organization in col (i) of your support? Yes	(v) No	(vi) Is the organization in col (i) organized in the US? Yes	(vi) No	(vii) Amount of support
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

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Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 **Total support.** Add lines 7 through 10						

12 Gross receipts from related activities, etc (see instructions) | 12 |

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f)) | 14 | %

15 Public support percentage from 2009 Schedule A, Part II, line 14 | 15 | %

16a **33 1/3% support test—2010.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support test—2009.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10%-facts-and-circumstances test—2010.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

b **10%-facts-and-circumstances test—2009.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants")	392,165	403,080	400,313	477,960	4,484,365	6,157,883
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose			733,948	949,109	2,268,760	3,951,817
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5	392,165	403,080	1,134,261	1,427,069	6,753,125	10,109,700
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6.)						10,109,700

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6	392,165	403,080	1,134,261	1,427,069	6,753,125	10,109,700
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	460,723	559,231	319,819	170,314	292,327	1,802,414
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	460,723	559,231	319,819	170,314	292,327	1,802,414
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on					0	
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 **Total support.** (Add lines 9, 10c, 11, and 12.)	852,888	962,311	1,454,080	1,597,383	7,045,452	11,912,114

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

15	Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	84.87 %
16	Public support percentage from 2009 Schedule A, Part III, line 15	16	67.23 %

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2010** (line 10c, column (f) divided by line 13, column (f))	17	15 %
18	Investment income percentage from **2009** Schedule A, Part III, line 17	18	33 %

19a **33 1/3% support tests—2010.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☒

b **33 1/3% support tests—2009.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization	Employer identification number
SOCIETY OF ECONOMIC GEOLOGISTS, INC	84-1576304

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

☐ Preservation of land for public use (e g., recreation or education) ☐ Preservation of an historically important land area
☐ Protection of natural habitat ☐ Preservation of a certified historic structure
☐ Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

			Held at the End of the Tax Year
a	Total number of conservation easements	2a	
b	Total acreage restricted by conservation easements	2b	
c	Number of conservation easements on a certified historic structure included in (a)	2c	
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶

4 Number of states where property subject to conservation easement is located ▶

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items.

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $

(ii) Assets included in Form 990, Part X ▶ $

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ $

b Assets included in Form 990, Part X ▶ $

037460

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply).

a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	1,195,304	1,117,463	1,741,788		
b Contributions					
c Net investment earnings, gains, and losses	22,363	77,841	-624,325		
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	1,172,941	1,195,304	1,117,463		

2 Provide the estimated percentage of the year end balance held as.

a Board designated or quasi-endowment ▶ %

b Permanent endowment ▶ 100.00 %

c Term endowment ▶ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

		Yes	No
(i) unrelated organizations	3a(i)		X
(ii) related organizations	3a(ii)		X
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		585,328		585,328
b Buildings		2,945,084	790,560	2,154,524
c Leasehold improvements		526,700	32,919	493,781
d Equipment		355,142	300,521	54,621
e Other		113,591	113,591	
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) ▶				3,288,254

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Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Amount
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	

2. FIN 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740)

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Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	6,728,281
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	2,169,639
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	4,558,642
4	Net unrealized gains (losses) on investments	4	673,355
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net). Add lines 4 through 8	9	673,355
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	5,231,997

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	7,401,636
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains on investments	2a	673,355		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV.)	2d			
e	Add lines **2a** through **2d**			2e	673,355
3	Subtract line **2e** from line **1**			3	6,728,281
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total revenue. Add lines **3** and **4c**. (This must equal Form 990, Part I, line 12)			5	6,728,281

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	2,169,639
2	Amounts included on line 1 but not on Form 990, Part IX, line 25.				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV.)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	2,169,639
4	Amounts included on Form 990, Part IX, line 25, but not on line **1**:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV.)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total expenses Add lines **3** and **4c**. (This must equal Form 990, Part I, line 18.)			5	2,169,639

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information

PART X - LIABILITY UNDER FIN 48 FOOTNOTE

THE "INCOME TAXES" TOPIC OF THE FASB ACCOUNTING STANDARDS CODIFICATION REQUIRES AN ORGANIZATION TO DISCLOSE ANY MATERIAL UNCERTAIN TAX POSITIONS THAT MANAGEMENT BELIEVES DOES NOT MEET A "MORE-LIKELY-THAN-NOT" STANDARD OF BEING SUSTAINED UNDER AN INCOME TAX AUDIT, AND TO RECORD A LIABILITY FOR ANY SUCH TAXES INCLUDING PENALTY AND INTEREST. AS OF DECEMBER 31, 2010, THE MANAGEMENT HAS NOT IDENTIFIED ANY UNCERTAIN TAX POSITIONS THAT DO NOT

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Part XIV Supplemental Information (continued)

MEET A "MORE-LIKELY-THAN-NOT" STANDARD OF BEING SUSTAINED UNDER AN INCOME TAX AUDIT.

037460

SCHEDULE F
(Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047
2010
Open to Public Inspection

Name of the organization: SOCIETY OF ECONOMIC GEOLOGISTS, INC

Employer identification number: 84-1576304

Part I **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 **For grantmakers.** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☐ Yes ☐ No

2 **For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of grant funds outside the United States

3 Activities per Region (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e g , fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total					
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)					

037460

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1) GRANTS	AUSTRALIA	14	27,200	USD WIRE AND CK			
(2) GRANTS	CANADA	27	26,220	USD WIRE AND CK			
(3) GRANTS	COLUMBIA	7	7,860	USD WIRE AND CK			
(4) GRANTS	GERMANY	4	5,200	USD WIRE AND CK			
(5) GRANTS	JAPAN	3	5,550	USD WIRE AND CK			
(6) GRANTS	RUSSIA	3	5,600	USD WIRE AND CK			
(7) GRANTS	UNITED KINGDOM	9	11,250	USD WIRE AND CK			
(8) GRANTS	VARIOUS OTHER REGION GRANTS UNDER $5,000		31,600	USD WIRE AND CK			
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

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Part IV Foreign Forms

1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926) ☐ Yes ☒ No

2 Did the organization have an interest in a foreign trust during the tax year? If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A) ☐ Yes ☒ No

3 Did the organization have an ownership interest in a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 5471, Information Return of U S Persons with respect to Certain Foreign Corporations. (see Instructions for Form 5471) ☐ Yes ☒ No

4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621) ☐ Yes ☒ No

5 Did the organization have an ownership interest in a foreign partnership during the tax year? If "Yes," the organization may be required to file Form 8865, Return of U.S Persons with respect to Certain Foreign Partnerships. (see Instructions for Form 8865) ☐ Yes ☒ No

6 Did the organization have any operations in or related to any boycotting countries during the tax year? If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713) ☐ Yes ☒ No

Part V **Supplemental Information**

Complete this part to provide the information required in Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method), Part II, line 1 (accounting method), Part III (accounting method), and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions)

SCHEDULE O
(Form 990 or 990-EZ)
Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047
2010
Open to Public Inspection

Name of the organization	Employer identification number
SOCIETY OF ECONOMIC GEOLOGISTS, INC	84-1576304

FORM 990, PART III, LINE 4D - ALL OTHER ACHIEVEMENTS

GRANTS PAID TO INDIVIDUALS OUTSIDE THE UNITED STATES

FORM 990, PART VI, LINE 6 - CLASSES OF MEMBERS OR STOCKHOLDERS

THE ORGANIZATION IS ORGANZIED WITH MEMBERS.

FORM 990, PART VI, LINE 7A - ELECTION OF MEMBERS AND THEIR RIGHTS

BOARD OF DIRECTORS ARE ELECTED BY THE ORGANIZATION MEMBERS

FORM 990, PART VI, LINE 11B - ORGANIZATION'S PROCESS TO REVIEW FORM 990

PDF COPY OF RETURN IS SENT OUT TO EXECUTIVE COMMITTEE MEMBERS PRIOR TO FILING

FORM 990, PART VI, LINE 12C - ENFORCEMENT OF CONFLICTS POLICY

INDIVIDUALS ANNUALLY SIGN A STATEMENT REGARDING CONFLICTS OF INTEREST.

FORM 990, PART VI, LINE 15A - COMPENSATION PROCESS FOR TOP OFFICIAL

THE ORGANIZATION MAINTAINS A SALARY REVIEW COMMITTEE TO EVALUATE PERFORMANCE AND RECOMMEND COMPENSATION BASED ON INDEPENDENT SALARY SURVEY.

FORM 990, PART VI, LINE 15B - COMPENSATION PROCESS FOR OFFICERS

THERE ARE NO KEY EMPLOYEES OR OTHER COMPENSATED OFFICERS. THE ORGANIZATION UTILIZES REVIEW COMMITTEE INPUT TO EVALUATE PERFORMANCE AND RECOMMEND COMPENSATION FOR STAFF MEMBERS.

Name of the organization: SOCIETY OF ECONOMIC GEOLOGISTS, INC

Employer identification number: 84-1576304

FORM 990, PART VI, LINE 19 - GOVERNING DOCUMENTS DISCLOSURE EXPLANATION

DOCUMENTS ARE AVAILABLE UPON REQUEST

FORM 990, PART XI, LINE 5 - OTHER CHANGES IN NET ASSETS EXPLANATION

CHANGE IN NET ASSETS WAS DUE TO UNREALIZED GAINS ON THE ORGANIZATIONS MARKETABLE SECURITIES.

037460

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization

(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2010

Attachment Sequence No 67

Name(s) shown on return: SOCIETY OF ECONOMIC GEOLOGISTS, INC

Identifying number: 84-1576304

Business or activity to which this form relates: INDIRECT DEPRECIATION

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation. Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2009 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2011. Add lines 9 and 10, less line 12 ▶	13	

Note: Do not use Part II or Part III below for listed property Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	128,321

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2010	17	0
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B—Assets Placed in Service During 2010 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only–see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2010 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions	22	128,321
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

DAA

THERE ARE NO AMOUNTS FOR PAGE 2

Federal Statements

Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	Acquired after 6/30/75	US Obs ($ or %)
SAVINGS ACCOUNT	$ 2,150					
TOTAL	$ 2,150					

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	Acquired after 6/30/75	US Obs ($ or %)
DIVIDENDS & INTEREST	$ 290,177					
TOTAL	$ 290,177					

Federal Statements

Form 990, Part IX, Line 24f - All Other Expenses

Description	Total Expenses	Program Service	Management & General	Fund Raising
REAL ESTATE TAX	$ 39,734	$	$ 39,734	$
BANK AND CREDIT CARD FEES	24,566		24,566	
SEG EXHIBITS	4,601	4,601		
MEMBERSHIP SERVICES	2,729		2,729	
REIMB. ADMIN. FEES	-99,000		-99,000	
TOTAL	$ -27,370	$ 4,601	$ -31,971	$ 0

SOCIETY OF ECONOMIC GEOLOGISTS, INC.
7811 Shaffer Parkway · Littleton, CO 80127-3732 USA · Tel 1 720 981 7882 · Fax 1 720 981 7874 E-mail seg@segweb.org
www.segweb.org

BYLAWS

OF

SOCIETY OF ECONOMIC GEOLOGISTS, INC.

(a Colorado Nonprofit Corporation)

As amended March 26, 2011

ARTICLE I. CERTAIN DEFINED TERMS

Unless the context indicates otherwise, the following terms as used in these Bylaws shall have the meanings provided below:

.1 **"Act"** shall mean the Colorado Revised Nonprofit Corporation Act, as it may be amended from time to time, as presently set forth at C.R.S. Section 7-121-101, et. seq.

.2 **"Articles of Incorporation"** shall mean the Articles of Incorporation of the Society as filed with the Colorado Secretary of State, as the same may be amended from time to time.

.3 **"Bylaws"** shall mean these Bylaws of the Society, as the same may be amended from time to time as provided herein.

.4 **"Code"** shall mean the Internal Revenue Code of 1986, as amended from time to time.

.5 **"Council"** is defined in Section 5.1.

.6 **"Council Member"** is defined in Section 5.2.

.7 **"Councilor"** is defined in Section 5.2(b).

.8 **"Fellow"** is defined in Section 3.1(a); and the term "Fellowship" shall refer either to all Fellows or the status of a member as a Fellow of the Society.

ATT #1

.9 "**Member**" as a capitalized term is defined in Section 3.1(b); and the term "Membership" shall refer either to all Members or the status as a Member of the Society.

.10 **"members"** as an uncapitalized term shall mean all Fellows, Members, Student Members, Honorary Fellows, Senior Fellows and Senior Members of the Society as those terms are defined in Sections 3.1 and 3.2; and the uncapitalized term "membership" shall refer to all members or the status as a member of the Society.

.11 **"Society"** shall mean SOCIETY OF ECONOMIC GEOLOGISTS, Inc., a Colorado nonprofit corporation.

.12 "**Society Year**" shall mean a year commencing on January 1 and ending on the following December 31.

ARTICLE II. OFFICES

2.1 Offices. The principal office of the Society in the State of Colorado is 7811 Shaffer Parkway, Littleton, Colorado 80127-3732. The Council may from time to time change the principal office of the Society. The Society may also have other offices at such place or places within or without the State of Colorado, as the Council may from time to time determine or as the business of the Society may require.

2.2 Registered Office and Agent. The Society shall have and continuously maintain within the State of Colorado a registered office and registered agent whose office is identical with such registered office. The initial registered office and registered agent are specified in the Articles of Incorporation. The Society may change its registered agent or its registered office, or both, upon filing with the Colorado Secretary of State as specified by the Act.

ARTICLE III. MEMBERSHIP

3.1 Members. The Society shall have the following classes of members, each with the following qualifications, and to be appointed and elected to membership as follows:

(a) Fellows. A person shall be qualified for admission as a "Fellow" in the Society who by knowledge, experience and honorable standing in the profession of economic geology is qualified to advance the objectives of the Society; provided that the person has had a minimum of eight years of professional experience, including not less than five years at work principally devoted to economic geology, and of which three years must have been in positions of responsibility. Graduates in geology or engineering shall be credited with full-time postgraduate study in geology for not more than three years toward the required eight years of experience. These minimum experience requirements alone will not necessarily qualify a candidate for Fellowship. Individuals who have rendered extraordinary service in the profession, but who do not meet the above requirements, are also eligible for Fellowship. An applicant for Fellowship must be sponsored by two Fellows. Completed applications for Fellowship shall be submitted to the Executive Director who shall promptly forward those properly completed to the Chair of the Fellowship Admissions Committee, who shall refer them to the full committee for review. The names, addresses and positions of all applicants who, in the judgment of the Fellowship Admissions Committee, meet the qualifications and requirements for Fellowship set forth herein shall be submitted to the membership through publication in the *SEG Newsletter*, with the request that any objection to an applicant be presented in writing to the Chair of the Fellowship Admissions Committee. After at least forty-five days have elapsed from the submission of an applicant's name to the members, the applicant's name, together with any written comment from the members, shall be presented to the Executive Committee for action. One adverse vote by the Executive Committee shall cause an applicant's name to be placed upon the table without prejudice, and such applicant's name may be brought up for reconsideration at the next stated meeting of the Council. Applicants approved for Fellowship shall be so notified by the office of the Executive Director. A candidate for Fellowship who is a member of the Society for Geology Applied to Mineral Deposits (SGA) may submit a copy of the original completed SGA membership nomination form to the Executive Director, who shall refer it directly to the Executive Committee for action. Recipients of the Lindgren Award shall be accepted into Fellowship without the formal election procedure.

(b) Members. An applicant to become a "Member" of the Society must hold at least a bachelor's degree or its equivalent with a major in geology or related science from a degree-granting college or university and must, at the time of application, be engaged in professional activity related to the geology of mineral deposits, or be engaged in teaching subjects related to the field of economic geology. An applicant to become a Member must be sponsored by a Fellow of the Society. (The SEG may also consider membership applications from candidates with career experience and/or positions of responsibility plus interest that, in the aggregate, make up for a lack of a bachelor's degree or its equivalent in geology or related science from a degree-granting institution. Such a membership application must be accompanied by an appropriately detailed curriculum vitae together with a letter of support from an SEG Fellow who knows the applicant well). The application form, bearing the signature of the sponsor, shall be submitted to the office of the Executive Director. If the application form has been properly completed and the applicant is judged to meet the qualifications for Membership, the applicant shall be accepted for Membership and promptly notified. Except for their voting rights as provided in Section 3.3, and that Members may not sponsor applicants for Membership or hold elective office in the Society, Members shall have the same privileges as Fellows. A Member shall not qualify automatically for Fellow status nor enjoy any preferential right thereto, but must apply for Fellow status on the same basis as any other person.

(c) Student Members. An applicant to become a "Student Member" must be enrolled as a full-time student in earth science at a degree-granting college or university and must be sponsored by either a Fellow or the head of the earth science department of the applicant's college or university. The completed application form shall be sent to the office of the Executive Director. If the applicant is judged to meet the qualifications to become a Student Member, the applicant shall be admitted as a Student Member without further review. Student Members shall have the same rights and privileges as Members as provided in this Article. The membership of a Student Member shall terminate automatically on the cessation of full-time studies at a degree-granting college or university. A Student Member shall not qualify automatically for Member or Fellow status, nor enjoy any preferential right thereto, but must apply for Member or Fellow status on the same basis as any other person.

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3.2 Senior and Honorary Status. The Members and Fellows of the Society may also have the following status in relation to their memberships:

(a) Senior Membership. Fellows and Members of the Society who have paid dues for thirty years and who have reached the age of at least seventy years old shall be designated either as "Senior Fellows" or "Senior Members," respectively, and upon such designation will receive the SEG Newsletter at no charge. They may, upon request, continue to receive the official bulletin of the Society for an annual fee of US$50. Senior Fellows and Senior Members shall have all of the rights and privileges of Fellows and Members, respectively, as provided in this Article.

(b) Honorary Fellows. The Council may grant the member status of "Honorary Fellow" in the Society to any member or other person who, in the opinion of the Council, has rendered extraordinary service to the Society or to the science and practice of economic geology. Honorary Fellows shall have all of the rights and privileges of Fellows as provided in this Article, and shall be exempt from paying dues or any other membership-related fees.

3.3 Member Voting Rights. The membership of the Society shall have the following voting rights:

(a) Members. Members and Student Members shall have the right to vote for the election of Councilors and officers elected by the membership as provided in Article VII.

(b) Fellows. Fellows shall have the right to vote (i) for the election of Councilors and officers elected by the membership as provided in Article VII, and (ii) upon any amendment to the Articles of Incorporation.

(c) General Provisions. Except as provided in subsections (a) and (b) above, and unless a vote of the membership is expressly required by a non-waivable provision of the Act, the members shall not be entitled to vote upon any other matter or action to be taken by the Society. Each member shall be entitled to one vote on any matter that is submitted to its class of membership. On any matter that is submitted for vote to both classes of members, the Members and Fellows shall constitute a single voting group. There shall be no cumulative voting rights of the members on any matter.

3.4 Membership Dues. Senior Fellows and Senior Members shall be exempt from any membership dues unless they elect to receive the official bulletin of the Society as described in Section 3.2 (a). Honorary Fellows shall be exempt from paying dues or any other membership-related fees. The annual membership dues shall be established from time to time by the Council, and shall include a one-year subscription to the official bulletin of the Society and the *SEG Newsletter*. The office of the Executive Director shall notify candidates in writing of their election to the membership, at which time a statement will be sent to each new member indicating the amount of the annual dues for the calendar year in which election takes place. New members are added to the Society membership roster on the date when the first dues payment is received by the Society. New members admitted prior to October 1 in any year shall pay full dues for the calendar year and shall receive all of the issues of the official bulletin and the newsletter for that year. New members elected to membership subsequent to September 30 in any year shall not be required to pay annual dues for that year and their membership shall become effective on January 1 of the following year; or if they wish to do so, they may activate their membership at the date of election by paying the annual dues for the current year and will be entitled to receive all issues of the bulletin and newsletter for the year.

3.5 Membership Not Transferrable. Membership in the Society is not transferable or assignable, and no member shall attempt to transfer or assign any of the rights or privileges of membership in the Society.

3.6 Member Resignation. Any member may resign from the Society at any time. Such resignation shall be in writing and shall be accepted by the Executive Director, but the acceptance shall not release the member from liability for outstanding dues or any other outstanding obligation to the Society.

3.7 Termination of Membership. The members shall be subject to expulsion and termination of their membership in the Society, as follows:

(a) Nonpayment of Dues. The Executive Committee may by a majority vote terminate the membership of any member who is two years in arrears in the payment of dues as provided in Section 3.4.

(b) Expulsion for Cause. Every member is expected to behave in such a manner as will reflect credit upon the Society and upon the profession of geology. Any member who is judged guilty by the Council of professional conduct tending to bring the Society into disrepute, of casting discredit upon the profession, or of violating accepted professional ethics, may be expelled from the Society by a three-fourths vote of all of the Council Members.

(c) Procedure. Any member who is the subject of termination or expulsion proceedings under subsection (a) or (b) above will be provided with not less than fifteen days' prior written notice of the proposed termination or expulsion. The member will be provided with an opportunity to be heard (either orally or in writing) not less than five days before the effective date of termination or expulsion. The opportunity to be heard will be before the Executive Committee in the case of termination under subsection (a), and before the Council in the case of expulsion under subsection (b). The written notice to the member must be mailed either by first class or certified mail sent to the last address of the member as shown in the records of the Society.

3.8 Reinstatement. Any member who ceases to be a member under either Section 3.6 or Section 3.7(a) may be reinstated by a majority vote of the Executive Committee, provided that the member still meets the qualification requirements and subject to payment by the member of any outstanding dues or other obligations to the Society.

ARTICLE IV. MEETINGS OF MEMBERS

4.1 No Annual Meetings. There shall be no requirement for any annual meeting of the members of the Society.

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4.2 Special Meetings. Special meetings of the members may be called (a) by a resolution of the Council, or (b) by written demand, stating the purpose or purposes for which the meeting is to be held, signed and dated by members holding not less than one-tenth of all of the votes entitled to be cast on the matter proposed to be considered at the meeting.

4.3 Place of Meeting. The Council may designate any place, either within or without the State of Colorado, as the place of meeting for any special meeting called by the Council. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be the principal office of the Society in the State of Colorado.

4.4 Record Date. The record date to be used by the Society to determine which members are entitled to notice and to vote may be set by the Council, but may not be more than seventy days before the meeting or action requiring a vote of the members.

4.5 Notice of Meetings. Written notice stating the place, date and time of any meeting of the members shall be delivered, either personally or by mail (including electronic mail), to each member entitled to vote at such meeting. The notice shall be given not less than ten or more than sixty days before the date of the meeting. The notice shall be given either (a) by or at the direction of the Executive Director, or (b) by the members calling the meeting in accordance with Section 4.2. All notices of special meetings shall include the purpose or purposes for which the meeting is called. When giving notice of a special meeting, notice shall be given of a matter that a member intends to raise at the meeting if (a) the Executive Director is requested in writing to do so by the number of members entitled to call a special meeting in accordance with Section 4.2, and (b) the request is received by the Executive Director at least ten days prior to the date notice of the meeting is given. Written notice to the members is effective upon the earliest of (a) the date received, (b) five days after deposit in the United States mail, first class postage prepaid, addressed to the last address for the member as shown in the records of the Society, or (c) if mailed to such address by certified or registered mail, return receipt requested, the date shown on the return receipt signed by or on behalf of the addressee.

4.6 Waiver of Notice. A member may waive any notice required to be given under these Bylaws or the Act by either (a) a written waiver signed by the member entitled to notice (whether before, at or after a meeting or when the action will occur) delivered to the Society for inclusion in the minutes or filing with the corporate records (but such delivery and filing shall not be conditions to the effectiveness of the waiver), or (b) a member's attendance at the meeting, by which such member (i) waives objection to lack of notice or defective notice (unless the member at the beginning of the meeting objects to the holding or transacting of business at the meeting because of lack of notice or defective notice), and (ii) waives objection to consideration of a particular matter at the meeting that is not within the purpose(s) described in the meeting notice (unless the member objects to considering the matter when it is presented).

4.7 Informal Action by Members. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if a consent in writing setting forth the action taken shall be signed by all of the members entitled to vote on such action; provided, however, that all such consents must be received within sixty days of the earliest dated consent received by the Society and such consents must not have been revoked. All consents must be filed with the minutes of the meetings of members.

4.8 Quorum. The members holding at least 25% of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the members, the majority of the members present may adjourn the meeting from time to time and without further notice.

4.9 Proxies. At any meeting of the members, a member entitled to vote may vote by proxy executed in writing and signed by the member or by his duly authorized attorney-in-fact. Only members shall have the right to hold and vote proxies of other members. Unless expressly stated otherwise in the proxy, no proxy shall be valid for more than eleven months following the date of its execution by a member.

4.10 Manner of Acting. A majority of the votes entitled to be cast on a matter to be voted upon by the members present in person or by proxy at a meeting at which a quorum is present shall be necessary for the approval of the matter, unless a greater majority is expressly required by these Bylaws or the Act.

4.11 Action by Ballot. All votes for the annual election of Councilors and for the elected officers of the Society shall be taken by written and/or electronic ballot in accordance with Article VII. A vote on any other action that may be taken at any special meeting of the members may also be taken without a meeting if the Society delivers a written and/or electronic ballot to every member entitled to vote on the matter which sets forth each proposed action and provides an opportunity to vote for or against each proposed action. All solicitations for votes by written and/or electronic ballot shall (a) indicate the number of responses required to meet quorum requirements, (b) state the percentage of approvals necessary to approve each matter, (c) specify the time by which the ballot must be received by the Society to be counted, and (d) be accompanied by written and/or electronic information regarding the matter to be voted upon. Approval by written and/or electronic ballot shall be valid when the number of votes cast by ballot equals or exceeds the quorum required at a meeting authorizing the action and the number of approvals equals or exceeds the number that would be required to approve the matter at a meeting.

4.12 Attendance by Telephone. Any or all of the members may participate in meetings by telephone conference call or similar communications equipment or technology by which all of the members participating in the meeting can hear each other at the same time. Participation in a meeting in this manner shall constitute presence in person for the establishment of a quorum under Section 4.8.

ARTICLE V. COUNCIL

5.1 Council. The business and affairs of the Society shall be managed and directed by the "Council," which subject to the provisions of these Bylaws, shall serve and act in the same manner as a board of directors under the Act.

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5.2 Council Members. Each member of the Council or "Council Member," subject to the provisions of these Bylaws, shall serve and act in the same manner and capacity as a director under the Act. The Council Members shall consist of the following:

(a) the President, President-Elect, Past President, Vice President for Regional Affairs, Vice President for Student Affairs, Treasurer, and the Chair of the Publications Board, each as a full voting member of the Council;

(b) nine members of the Council elected from the Fellowship in accordance with Article VII, each as a full voting member of the Council (the "Councilors"); and

(c) (i) the President of the Society of Economic Geologists Foundation, as an ex officio voting member of the Council, and (ii) the President and the Secretary of the Society for Geology Applied to Mineral Deposits, as ex officio voting members of the Council on only those matters requiring a simple majority vote, and (iii) the Executive Director, as an ex officio nonvoting member of the Council.

5.3 Qualifications. Council Members shall be natural persons of at least eighteen years of age, but need not be residents of the State of Colorado. The nine Councilors must be Fellows of the Society. None of the Councilors shall be eligible for reelection to the office of Councilor immediately following the expiration of their term of office. The qualifications for the other Council Members who are also officers of the Society are set forth in Article VI. Except as otherwise provided in these Bylaws, each Council Member shall hold office until his successor shall have been elected and qualified.

5.4 Term of Office. The term of office for the nine Councilors shall be three years, with three of the nine Councilors to be elected each year. The term of office for the nine Councilors will begin as of the start of the first Society Year following their election. Upon the adoption of these Bylaws, the initial nine Councilors will be separated by the Council into three classes of three Councilors each, with the three classes to be designated to serve one-year, two-year and three-year terms, respectively. The term of office for the remaining Council Members shall continue for so long as the Council Member holds the qualifying office as described in Sections 5.2(a) and 5.2(c).

5.5 Resignation and Removal. Any Council Member may resign at any time by giving written notice to the President, and the acceptance of such resignation shall not be necessary to make it effective unless the notice so provides. A Council Member may only be removed by the members for cause, but any Council Member whose membership is terminated or who is expelled for cause pursuant to Section 3.7 shall also be removed as a Council Member without further action by the Council.

5.6 Vacancies. Any vacancy occurring on the Council shall be filled by a Fellow of the Society selected by an affirmative vote of the majority of the remaining Council Members for the unexpired term of the office created by the vacancy.

5.7 Meetings. An annual meeting of the Council shall take place at the time and place designated by the Council or the President. The Council may by resolution establish the time and place for regular meetings without the need for further notice. Special meetings of the Council may be called by or at the request of the President, the Executive Director, or any three Council Members.

5.8 Notice. Notice of each annual and special meeting of the Council shall be given to each of the Council Members. The notice shall state the place, date and hour of the meeting, but need not state the purpose of the meeting unless otherwise required by the Act or these Bylaws. A notice of meeting shall be effective if provided either (a) at least two days prior to the meeting, if given in person, by telephone call, by hand or courier delivery of a written notice, or by telegram, telex, cable, telecopy, electronic mail, or similar method (to be effective either upon the personal communication or delivery to the Council Member, or by delivery to the last address designated by the Council Member for this purpose), or (b) at least five days prior to the meeting, if given by depositing a written notice in the United States mail, first class postage prepaid, to the last address designated by the Council Member for this purpose.

5.9 Waiver of Notice. A Council Member may waive any notice required to be given under these Bylaws or the Act by either (a) a written waiver signed by the Council Member (whether before, at or after a meeting) delivered to the Society for filing with the corporate records (but such delivery and filing shall not be conditions to the effectiveness of the waiver), or (b) a Council Member's attendance at or participation in a meeting, by which such Council Member (i) waives objection to lack of notice or defective notice (unless the Council Member at the beginning of the meeting or promptly upon the Council Member's later arrival objects to the holding or transacting of business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to the action taken), and (ii) waives objection to transacting business with respect to a particular purpose for which special notice was required (unless the Council Member objects to transacting business for the particular purpose and does not thereafter vote for or assent to action at the meeting with respect to such purpose).

5.10 Quorum. The presence in person or by proxy of any eight of the Council Members shall constitute a quorum for the transaction of business at any meeting of the Council.

5.11 Manner of Acting. At any meeting at which a quorum is present, the vote of a majority of the Council Members present at the meeting shall be the act of the Council, unless the act of a greater majority is required by these Bylaws, the Articles of Incorporation or the Act.

5.12 Greater Majority Required. The provisions of Sections 5.10 and 5.11 of this Article notwithstanding, the following actions by the Council shall require the approval of a three-fourths majority of all of the Council Members: (a) any expulsion of a member in accordance with Section 3.7(b), (b) any amendment to these Bylaws in accordance with Article XVII, (b) any amendment to the Articles of Incorporation to be submitted to the Fellows for approval in accordance with Section 3.3(b), (d) any plan of merger, (e) any sale, lease, exchange, or other disposition of all, or substantially all, of the property or assets of the Society, and (f) any dissolution of the Society.

5.13 Attendance by Telephone. The Council may hold and Council Members may participate in meetings by telephone conference call or similar communications equipment or technology by which all of the Council Members participating in the meeting can hear each other at the

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same time. Participation in a meeting in this manner shall constitute presence in person for the establishment of a quorum under Section 5.10.

5.14 Proxies. A Council Member will be deemed to be present at a meeting and may cast a vote for a particular proposal if the Council Member grants a signed, written proxy to another Council Member who is present at a meeting; provided, however, that the proxy may only authorize the cast of the vote directed to be cast by the proxy, and only with respect to the particular proposal that is described with reasonable specificity in the proxy.

5.15 Action Without a Meeting. Any action which is either required or may be taken at a meeting of the Council may be taken without a meeting if each and every Council Member in writing either (a) votes for such action, or (b) (i) votes against or abstains from voting on the action, and (ii) waives the right to demand that the action not be taken without a meeting. Action will be taken under this Section only if the affirmative vote equals or exceeds the minimum number of votes that would necessary to take such action at a meeting at which all of the Council Members were present and voted.

5.16 Compensation. Council Members as such shall not receive any stated salary for their services, but by resolution of the Council they may be reimbursed for expenses incurred on behalf of the Society including expenses of attending Council meetings. Nothing in this Section is intended to prevent any Council Member from serving the Society in any other capacity or from receiving compensation therefor.

ARTICLE VI. OFFICERS

6.1 Officers. The officers of the Society and their duties shall be as follows:

(a) President. The President shall preside at all meetings of the Society and of the Council, and shall serve as Chair of the Executive Committee. The President shall appoint such new or ad hoc committees as may be required and authorized by the Council, shall appoint an Assistant Secretary or Assistant Treasurer as may be required, and shall delegate Fellows from the membership to represent the Society.

(b) President-Elect. The President-Elect shall assume the office of the President in case of vacancy for any cause in that office and shall assume the duties of the President in case of absence or disability of the President. In the event a vacancy or disability shall occur in the office of President-Elect, the unexpired portion of the term shall be filled by a Fellow selected by majority vote of the Council. The President-Elect, in consultation with the President, selects the Committee on Committees as described in section 9.2 (g).

(c) Past President. The Past President shall assume the office of the President in case of absence of both the President and President-Elect. The Past President, in consultation with the President, selects the Nominating Committee as described in section 7.2 (a). The Past President shall serve as Chair of the Program Committee.

(d) Executive Director. The Executive Director shall be responsible for execution of policies set by the Council and for the performance of the Society's operations; shall keep records of the proceedings of the Council; shall be responsible to the Council for the work of any administrative staff attached to the office of the Executive Director; shall have custody of the corporate seal of the Society and shall affix and attest it as directed by the Council; and shall perform such other duties as the Council may direct. The Executive Director may negotiate, enter into and execute contracts, instruments and agreements on behalf of the Society as necessary or appropriate or as approved by the Council.

(e) Treasurer. The Treasurer, under the direction of the Council, shall manage the financial affairs of the Society, and shall receive and disburse all funds and perform other financial related services as required. The Treasurer shall annually submit appropriate reports covering the fiscal year and such other interim reports as required by the Council.

(f) Vice President for Regional Affairs. The Vice President for Regional Affairs shall act as a liaison between the Council and the Regional Vice Presidents; shall encourage activities by the Regional Vice Presidents appropriate to the objectives of the Society and shall request from the Council such resources and actions as may be needed to support these activities. The Vice President for Regional Affairs shall periodically provide the names of Regional Vice President candidates to the Council for ratification. The Vice President for Regional Affairs acts as Chair of the Society Traveling Lecturers Committee and the Regional Vice President Lectureship Committee as described in sections 9.2 (j) and (k), respectively.

(g) Vice President for Student Affairs. The Vice President for Student Affairs shall act as a liaison between the Council and the Student Affairs Committee; shall encourage activities appropriate to the objectives of the Society and shall request from the Council such resources and actions as may be needed to support student activities. The Vice President for Student Affairs shall serve as Chair of the Student Affairs Committee as described in section 9.2 (c).

(h) Chair of the Publications Board. The Chair of the Publications Board shall preside at all meetings of the Publications Board and shall appoint such committees or editors as may be required and authorized by the Board. The Chair of the Publications Board shall also report periodically to the Council on all activities of the Publications Board as described under Article VIII.

6.2 Qualifications of Officers. All officers of the Society shall be natural persons who are at least eighteen years of age, but need not be residents of the State of Colorado. All of the officers of the Society described in Section 6.1 must be Fellows of the Society. None of the officers of the Society shall be eligible for reelection to the same office immediately following the expiration of their term of office (but an officer shall be eligible for election to an office following the expiration of a term held by appointment following a vacancy). Except as otherwise provided in these Bylaws, each officer shall hold office until his successor shall have been elected and qualified.

6.3 Election of Officers. The Executive Director and Treasurer shall be the only officers of the Society that are appointed by the Council. The President, Vice President for Regional Affairs,

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and the Vice President for Student Affairs shall be elected by the members of the Society as provided in Article VII.

6.4 Terms of Office. The terms of office for the President shall be one year, commencing on the first day of the second January after his/her election. The President-Elect shall serve a one-year term of office, commencing on the first day of the first January after his/her election. The Past President shall serve a one-year term of office, commencing on the first day of the third January after his/her election. The term of office of the Vice President for Regional Affairs and the Vice President for Student Affairs shall be three years commencing on the January 1 following their election. The terms of office of the Executive Director and the Treasurer shall be indefinite. The Executive Director and the Treasurer shall be appointed by the Council, may be removed by the Council, and each shall continue to serve until their resignation or removal.

6.5 Past and Elect Designations. From the January 1 following his/her election, the candidate elected to the office of President shall be designated as "President-Elect". From the date the President leaves office and until the following December 31, he/she shall be designated as "Past President".

6.6 Resignation and Removal. Any officer may resign at any time by giving written notice to the President, and the acceptance of such resignation shall not be necessary to make it effective unless the notice so provides. The Executive Director and Treasurer may be removed at any time by the Council with or without cause. Any other elected officer may only be removed by the members for cause, but any officer whose membership is terminated or who is expelled for cause pursuant to Section 3.7 shall also be removed as an officer without further action by the Council.

6.7 Vacancies. Any vacancy occurring in any office may be filled by a Fellow appointed by the Council for the unexpired term of the office created by the vacancy.

6.8 Compensation. Officers as such shall not receive any stated salary for their services, but by resolution of the Council they may be reimbursed for expenses incurred on behalf of the Society. The foregoing notwithstanding, the Council shall have the right in its discretion to compensate the Executive Director by payment of salary or otherwise for the performance of his executive and administrative functions for the Society. Nothing in this Section is intended to prevent any officer from serving the Society in any other capacity or from receiving compensation therefor.

ARTICLE VII. ELECTION OF COUNCILORS AND OFFICERS

7.1 Councilors and Officers. Each of the nine Councilors and all of the following officers of the Society shall be elected by the members of the Society in accordance with the provisions of this Article VII: the President, the Vice President for Regional Affairs, and the Vice President for Student Affairs.

7.2 Nomination. The candidates for Councilor and for the elective offices of the Society described in Section 7.1 shall be nominated as follows:

(a) Nominating Committee. By January 31 of each year, the then Past President, in consultation with the President, shall select a Nominating Committee consisting of six Fellows, five of whom shall be chosen from the Fellowship at large, and the sixth from the Councilors. The Past President shall chair the Nominating Committee. Members of the Nominating Committee shall serve a one-year term and shall provide the Past President with a list of nominees for each of the elective offices for the following Society Year. A report, including the slate of nominations, shall be submitted by the Past President to the Executive Director not later than May 31 of the year during which the Nominating Committee serves.

(b) Nomination by Fellows. In addition to the slate of candidates provided by the Nominating Committee, any Fellow may nominate any other Fellow for elective office, provided that such nomination (a) shall have been endorsed by the signature of twenty five or more Fellows, and (b) shall have been received in writing by the Executive Director prior to May 31 of the same year during which the Nominating Committee submits its report to the Executive Director.

(c) Nomination Report. The Executive Director shall submit the report of the Nominating Committee (together with any timely nominations by Fellows received under subsection (b) above) to the Council not later than June 15 following receipt of said report. Upon approval by the Council, the report shall be published in the *SEG Newsletter* as soon as possible thereafter.

7.3 Election by Ballot. The annual election of the Councilors and the officers to be elected under Section 7.1 shall be effected by written and/or electronic ballot to be distributed to the members by the Executive Director during the month of August preceding the year in which the Councilors and elected officers are to take office. The distribution of the ballots shall be done by or at the direction of the Executive Director in accordance with the general provisions of Section 4.11. The ballots shall show the name of all Fellows duly nominated, and the last date on which returned properly marked ballots will be accepted for counting, which date shall not be less than forty five days after the date of distribution of the ballots by the Executive Director. The Executive Director, with one Fellow appointed by the President, shall count the ballot votes and report the results to the Council prior to or at the first meeting of the Council following the election. Unless an additional candidate is nominated by the Fellows under subsection (b) above, the ballot shall have only one candidate for each office. The candidates that receive a greater number of affirmative than negative votes will be elected to office. If a candidate receives the same or a greater number of negative than affirmative votes, that candidate will not be elected, and the office will remain vacant pending the next annual election and will be filled by the Council as provided in Sections 5.6 and 6.7. In the event an additional candidate is nominated by the Fellows under subsection (b) above, the candidate for that office receiving the highest number of votes from the members shall be elected to the office.

ARTICLE VIII. PUBLICATIONS

8.1 Publications. The official publication of the Society shall be the bulletin *Economic Geology*. The Society shall also publish the *SEG Newsletter*, in which news and announcements of Society activities will be reported, *Reviews in Economic Geology, Field Trip Guidebook Series, Special Publications*, and any other publications recommended by the Publications Board and approved by the Council.

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8.2 Publications Board. There shall be a permanent committee known as the "Publications Board" that shall oversee and supervise all publications of the Society; shall be responsible for developing, monitoring and maintaining standards for all Society publications; shall evaluate proposals for publications and the need for new publications, and recommend those proposals judged to meet the Society's standards for publication to the Council for approval. All editors of Society publications shall report directly to and shall be supervised by the Publications Board. The Publications Board shall consist of six voting members, including a Chair. The Editor of *Economic Geology* shall be a seventh nonvoting member of the Board. Each voting member will serve a three-year term, and thereafter, shall be eligible for re-appointment for a three-year term at the discretion of the Publications Board. Vacancies shall be filled by individuals selected by the Publications Board. The Editor of *Economic Geology* shall be subject to an annual performance review and re-appointment or removal at the discretion of the Publications Board. Any vacancy in the position of Editor of *Economic Geology* shall be filled by an individual selected and appointed by the Publications Board. The Executive Director shall be an eighth ex officio nonvoting member of the Board.

8.3 Publications Fund. There shall be a fund established and maintained by the Society to be known as the "Publications Fund." The Publications Fund shall be used for the payment or reimbursement of costs and expenses resulting from, arising out of, or relating to publications of the Society, including without limitation the creation, development, editing, production, publication, archiving and distribution of existing and future publications of the Society in any form or medium. Net revenues from sales or distribution of publications of the Society shall be deposited or credited to the Publications Fund. The Publications Fund shall be accounted for as a separate fund of the Society, but may be pooled and invested with other funds of the Society. The Publications Fund shall not be an endowment fund, as both principal and interest from the Publications Fund may be used for the purposes described in this Section 8.3.

ARTICLE IX. COMMITTEES

9.1 General Provisions. Excluding the Publications Board as provided for in Section 8.2, the Society shall initially have the standing committees provided for in Section 9.2. The Council may dissolve the standing committees and may from time to time change the membership and duties of the standing committees. Except for such standing committee memberships as may be otherwise specified in the Bylaws, the President-Elect shall present for Council approval the standing committee member nominees that are to serve during the President-Elect's term as President, except that the Nominating Committee and the Committee on Committees shall start serving upon approval by the Executive Committee, and their Chairs shall be designated by the Past President and the President-Elect, respectively. The rosters of the Nominating Committee and the Committee on Committees shall be presented to the Executive Director within 31 days after the Past President and the President-Elect take office. The Executive Director will as soon as possible seek the approval of the Executive Committee, after which both committees shall start serving. The roster of all other standing committees, with the exception of the Investment Committee and Budget Committee, shall be nominated by the Committee on Committees and presented by the President-Elect to the Council for approval at the Council meeting prior to the Society year during which the committees are to serve. All other committees required for

Society purposes shall be appointed by the President for such duties and terms of office as the Council or Executive Committee may authorize.

9.2 Standing Committees. There shall be, among others if established by the Council, the following standing committees:

(a) Executive Committee. The Executive Committee shall have the authority to direct, either separately or in conjunction with the Council, the affairs of the Society, subject to the limitations imposed by Section 9.3 and excepting the powers and privileges exclusively reserved for the Council by these Bylaws or the Articles of Incorporation. The Executive Committee shall consist of the President, who shall be Chair, President-Elect, Past President, Vice President for Regional Affairs, Chair of the Publications Board, and the Treasurer. The Executive Director shall be an ex officio nonvoting member of the Executive Committee.

(b) Fellowship Admissions Committee. The Fellowship Admissions Committee shall consider all applications for Fellowship and shall pass upon applicants in accordance with Section 3.1(a). The committee shall consist of six members including a Chair, with one or two appointments to be made annually to maintain the number. Each committee member will serve a three-year term renewable at the discretion of the President-Elect and the Council. At least one committee member, but not more than two, shall also be a Councilor.

(c) Student Affairs Committee. The Student Affairs Committee shall be responsible for relations between the Society and students, including establishment and operation of any student chapters, and shall advise the Council on ways and means to encourage student involvement in Society affairs. The committee shall consist of six members, including at least three from academia, and the Chair, Vice President for Student Affairs. Committee members, with the exception of the Chair, will serve for a three-year term renewable at the discretion of the President-Elect and the Council.

(d) Investment Committee. The Investment Committee shall act as investment adviser to the Council and under its direction shall manage the investment portfolio of the Society. The Committee shall consist of between five and seven members, including the Chair, each appointed for a three-year term, renewable at the discretion of the Council. At least one member shall be a member of the Council, and one member shall be designated by the Society of Economic Geologists Foundation. Committee members shall be nominated by the Chair of the Investment Committee and approved by the Council. In addition, the Treasurer and Executive Director shall be ex officio voting members.

(e) Program Committee. The Program Committee shall advise the Council as to programming in which the Society, through its members, contributes to the advancement of the profession and the interests of the membership. The Program Committee is responsible for developing a revolving three-year plan of Society activities and for maintaining a close liaison with the coordinators for the various Society meetings and activities.

The Program Committee shall consist of the Past President, Field Trip/Field Training Course Coordinator, the Short Course/Workshop Coordinator and all Meeting Coordinators. The Past

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President shall serve as Chair of the Committee. The Executive Director, Vice President for Regional Affairs, and Vice President for Student Affairs shall be *ex officio* voting members of the Committee.

The Past President, Vice President for Regional Affairs, Vice President for Student Affairs, and the Executive Director shall comprise a steering committee for the Program Committee, to screen proposals for new programs, and to present selected recommendations to the full Program Committee for discussion and action. The steering committee shall have discretionary authority over allocation of funding for small-scale program initiatives.

(f) Nominating Committee. Refer to Section 7.2(a) for the establishment, purposes and membership of the Nominating Committee.

(g) Committee on Committees. The Committee on Committees shall consist of six members, including a Chair, selected by the President-Elect in consultation with the President, and approved by the Executive Committee. Members of the Committee shall serve a one-year term and shall be appointed no later than January 31 of the year in which the President-Elect takes office. The committee membership shall reflect the main fields and geographic distribution of Society membership. The committee shall provide the President-Elect with a list of nominees who have agreed to serve, subject to approval by the Council, for those standing committee positions that will become open at the beginning of the President-Elect's term as President, except for ex officio positions or those appointed directly by the President. The nominations of the committee shall be presented to the President-Elect by September 15 of the year of appointment of the committee.

(h) Lindgren Award Committee. The Lindgren Award Committee is responsible for soliciting nominations for the Lindgren award, as described in Article X, Section10.1(d), and shall consist of six members, including a Chair, each to serve a three-year term renewable at the discretion of the President-Elect and the Council. Two new members will be appointed each year.

(i) SEG Distinguished Lecturer Committee. The SEG Distinguished Lecturer Committee is responsible for soliciting nominations for the SEG Distinguished Lecturer, as described in Article X, Section10.1(e). The committee shall consist of six members, including a Chair, representing the main fields and geographic distribution of Society membership, two to be appointed annually each for a three-year term renewable at the discretion of the President-Elect and the Council.

(j) Society Traveling Lecturers Committee. The Society Traveling Lecturers Committee is responsible for soliciting nominations for the Thayer Lindsley Visiting Lecturer and the International Exchange Lecturer positions as described in Article X, Section 10.1(f). The Committee shall consist of nine members, including a Chair, representing the main fields and geographic distribution of Society membership, with three members to be appointed annually each for a three-year term. The Vice President for Regional Affairs shall serve as an ex officio member of the committee.

(k) Regional Vice President Lectureship Committee. The Regional Vice President Lectureship Committee is responsible for nominations for the annual lectureship as described in Article X, Section 10.1(g). The Committee shall consist of the Vice President for Regional Affairs, as

Chair, the Regional Vice Presidents, and the Chair of the Society Traveling Lecturers Committee, who shall be an *ex officio* voting member.

(l) **Budget Committee.** The Budget Committee shall provide the Council with annual budgets for both the Society of Economic Geologists and the Society of Economic Geologists Foundation. The Budget Committee is responsible for developing a revolving three-year budget that takes account of the three-year plan of Society activities prepared by the Program Committee and specific information provided by the Investment Committee. The Budget Committee shall consist of the Treasurer, who shall be Chair, the Executive Director, one member designated by the Publications Board, and one member designated by the Society of Economic Geologists Foundation. Apart from the Treasurer and the Executive Director, Committee members will serve for a three-year term renewable at the discretion of the Council.

(m) **Audit Committee.** The Audit Committee shall provide independent financial oversight on behalf of the Council, the Publications Board, the members, and the Trustees of the Society of Economic Geologists Foundation. The Audit Committee shall consist of three members, including the Chair, each appointed for a three-year term, renewable at the discretion of the Council. The Council, the Publications Board, and the Trustees of the Society of Economic Geologists Foundation shall each designate one member to serve on this committee. The Chair of the Audit Committee and Secretary shall, subject to Council approval, be elected annually by the committee members.

9.3 Limitations. Notwithstanding any other provision of this Article, no committee of the Society shall be delegated or have the authority of the Council to (a) authorize distributions, (b) approve or propose to members action requiring member approval, (c) elect, appoint or remove any Council Member, (d) amend the Articles of Incorporation, (e) amend, alter or repeal these Bylaws, or (f) approve a plan of merger or a sale, lease, exchange or other distribution of all or substantially all of the Society's property or assets. Except for the Executive Committee, all of the standing committees shall serve as advisory committees to the Council, and none of these committees are delegated or shall have any power or authority of the Council as provided in these Bylaws, the Articles of Incorporation or the Act.

9.4 Quorum. For each standing committee, and unless provided otherwise by resolution of the Council in creating an ad hoc committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

9.5 Vacancies. Any vacancy in the membership of any committee may be filled by appointments made by the President subject to the approval of the Council.

9.6 Rules. The rules provided for in Article V as they relate to meetings, notice, waiver of notice, attendance by telephone, voting requirements, removal and resignation for the Council and Council Members shall similarly apply to the committees and their members.

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ARTICLE X. HONORS

10.1 Honors. The Society may confer honors upon members of the geological profession and/or allied professions, who in the opinion of the Council have made outstanding contributions to the advancement of economic geology. Nominees for honors shall be recommended by the membership and by a committee of the Councilors (see Section 10.2) for approval by Council. The names of recipients of Society honors shall be recorded by the Executive Director and maintained as part of the historical records of the Society. Subject to change by the Council from time to time, the honors which may be awarded by the Society include:

(a) Penrose Gold Medal. The Penrose Gold Medal was established in 1923 to be awarded primarily in recognition of a full career in the performance of "unusually original work in the earth sciences," which shall be broadly interpreted to encompass major contributions to economic geology (a) through research, (b) the profession through teaching, program administration, and development of exploration technology, and (c) the development of mineral resources through mine geology, exploration, and discovery. The medal may be awarded annually, but no less frequently than once every three years. A nominee for this honor need not be a member of the Society. Nominations of candidates for this honor shall be made as provided in Section 10.2 below. The award shall consist of a gold medal and a suitably inscribed certificate presented at the Society meeting following final selection of the recipient by the Council.

(b) Society of Economic Geologists Silver Medal. The Society of Economic Geologists Silver Medal may be awarded annually, but no less frequently than once every three years, for "excellence in original work in the geology of mineral deposits," which shall be broadly interpreted to encompass outstanding contributions to (a) the geology of mineral deposits, (b) the application of the science to minerals exploration, discovery, and/or mine development, and (c) the development of exploration technology. The award will be considered primarily in recognition of excellence by or during the awardee's mid-career. A nominee for this medal need not be a member of the Society. Nominations of candidates for this honor shall be made as provided in Section 10.2 below. The award shall consist of a silver medal and a suitably inscribed certificate presented at the Society meeting following final selection of the recipient by the Council.

(c) Ralph W. Marsden Award. The Ralph W. Marsden Award may be awarded annually, but no less frequently than once every three years, primarily for "outstanding service to the Society." Criteria for this Award shall be based largely on a nominee's record of exceptional stewardship and contributions to Society affairs. The recipient must be a person living at the time the nomination is forwarded to the Council for approval. Nominations of candidates for this honor shall be made as provided in Section 10.2 below. The award shall consist of an emblematic device and a suitably inscribed certificate to be presented at the Society meeting following final selection of the recipient by the Council.

(d) Lindgren Award. The Lindgren Award may be awarded annually, but no less frequently than once every three years, to a geologist whose published research represents an outstanding contribution to economic geology. The contribution shall be measured by consideration of one to three papers published by age 35. The recipient must be less than 37 years of age on January 1 of the year in which the award is presented. The award shall not be restricted as to the candidate's nationality, place of employment, or membership in the Society. Nominations for the award shall be submitted by members of the Society in accordance with rules governing the award. The Lindgren Award Committee shall submit the names of two or more candidates in ranked order, with supporting documentation, to the Council for final selection. The award shall consist of a suitably inscribed citation and a lifetime membership in the Society to be presented at the next annual meeting of the Council.

(e) **SEG Distinguished Lecturer.** The Society shall annually sponsor a Distinguished Lecturer to be selected on the basis of "preeminence in economic geology," either on some phase or phases of scientific research or on the application of the science to minerals exploration and/or development. The lecture shall be based on current research or applied economic geology and shall be presented orally at a regularly scheduled meeting of the Society. The lecturer will be selected by the Council from two or more nominees recommended in ranked order by the Distinguished Lecturer Committee. Recommendations should be alternated annually between applied economic geology and economic geology research. The honor shall consist of a suitably inscribed citation presented at the meeting at which the lecture is given.

(f) **Traveling Lecturers.** The Society shall annually sponsor traveling lectureships (Thayer Lindsley Visiting Lecturer and International Exchange Lecturer) for the purpose of bringing outstanding lecturers on economic geology to members of the Society and the wider profession, including students of economic geology. Lecturers shall be selected on the basis of widely recognized expertise in a field of economic geology, known competence as a public speaker, and the ability to represent the Society as an enthusiastic and effective ambassador. The Society Traveling Lecturer Committee will present lecturer nominees to the Council annually. The availability of Traveling Lecturers and their lecture topics shall be widely advertised, and their travels integrated with program activities where possible. Each lecture itinerary shall be approved by the Chair and organized by Society headquarters staff.

The Thayer Lindsley Visiting Lecturer shall lecture primarily at colleges and universities having geologic programs related to economic geology. The honor of being selected shall be recognized by a suitably inscribed certificate.

The International Exchange Lecturer shall lecture at sites selected on the basis of the greatest possible involvement of academic, industry, and government-based economic geologists. The honor shall be recognized by a suitably inscribed certificate.

(g) **Regional Vice President Lectureship Award.** The Society shall sponsor annually one or more Regional Vice President Lecturers who shall be selected on the basis of widely recognized expertise in a field of economic geology, known competence as a public speaker, and the ability to represent the Society as an enthusiastic and effective ambassador. Lecturers shall give a series of lectures within the Society Regions in which the lecturers reside, and the lectureships shall alternate among the various Regions. The appropriate Regional Vice President shall establish itineraries in consultation with the lecturer, and in coordination with Society headquarters. The honor of being selected for this lectureship shall consist of a suitably inscribed certificate.

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(h) Brian J. Skinner Award. The Brian J. Skinner Award shall be presented annually to the author(s) of an outstanding paper published in *Economic Geology*. The award-winning paper will be selected from original contributions appearing in any of the eight issues of a single volume of the journal. Papers will be judged on technical excellence, innovation, and impact on the science of economic geology. The nominating committee shall comprise the members of the Editorial Board of *Economic Geology*, chaired by the Editor. The nomination for the award will be presented to the Council for ratification. The honor of being selected shall be recognized by a suitably inscribed certificate.

10.2 Nomination and Selection. The Council is responsible for the final selection of recipients of all of the honors and awards provided for in this Article X. The nine Councilors will form an Awards Committee responsible for nominating candidates for the awards provided for in Section 10.1(a), (b) and (c) above. This committee will be chaired by a Councilor appointed by the President in consultation with the Past President. Nominations for the awards will also be sought directly from the membership through periodic announcements in the *SEG Newsletter* and should be submitted to the Executive Director, who will forward them to the Awards Committee of the Council. No later than September 20th of each year, this committee shall submit two or more nominees for each award (Penrose Gold Medal, Society of Economic Geologists Silver Medal, and the Ralph W. Marsden Award) in ranked order, with supporting documentation, to the Executive Director, who shall then promptly distribute copies of the nominations to all other Council Members for review and evaluation. Final selection of the award recipients will be made by the Council at its first meeting following distribution of the nominations.

ARTICLE XI. STANDARDS OF CONDUCT FOR COUNCIL MEMBERS AND OFFICERS

Each Council Member shall discharge his duties as a Council Member, including his duties as the member of any committee, and each officer with discretionary authority shall discharge his duties under that authority: (a) in good faith, (b) with the care an ordinarily prudent person in a like position would exercise in similar circumstances, and (c) in a manner that he reasonably believes to be in the best interests of the Society. A Council Member or officer may rely on information, opinions, reports or statements (including financial statements and other financial data), if prepared or presented by: (a) one or more officers or employees of the Society whom the Council Member or officer believes to be reliable and competent in the manners presented, (b) legal counsel, a public accountant, or other person as to matters the Council Member or officer reasonably believes are within such person's professional or expert competence, or (c) in the case of a Council Member, a committee of which the Council Member is not a member if he reasonably believes the committee merits confidence. A Council Member or officer is not acting in good faith if he has knowledge concerning the matter in question that makes the reliance otherwise permitted above unwarranted. A Council Member or officer is not liable as such to the Society or its members for any action taken or omitted, if, in connection with such action or omission, such Council Member or officer performed the duties of the position in compliance with this Article.

ARTICLE XII. LOANS AND CONFLICTING INTEREST TRANSACTIONS

12.1 Prohibition Against Loans. No loans shall be made by the Society to any Council Member or officer of the Society. Any Council Member or officer who assents to or participates in the making of any such loan shall be liable to the Society for the amount of the loan until its full repayment to the Society.

12.2 Conflicting Interest Transactions. As used in this Article, a "conflicting interest transaction" shall mean a contract, transaction or other financial relationship between the Society and (a) a Council Member, (b) a party related to a Council Member, or (c) an entity in which a Council member is a director, officer or has a financial interest. For the purposes of the foregoing definition and this Article, a "party related to a Council Member" shall mean a spouse, descendent, ancestor, sibling, the spouse or descendant of a sibling, an estate or trust in which the Council Member or any of the foregoing parties has a beneficial interest, or any entity in which the Council Member or any of the foregoing parties is a director, officer or has a financial interest.

12.3 Approval of Transactions. Council Members interested in a conflicting interest transaction may be counted in determining the presence of a quorum at a meeting of the Council or of a committee which authorizes, approves or ratifies the conflicting interest transaction.

12.4 Voidability of Transactions. No conflicting interest transaction shall be void or voidable, nor shall it be enjoined, set aside or give rise to any award of damages or other sanctions in any proceeding by a member or by the Society, solely because the affected Council Member is present at or participates in the meeting of the Council or committee that authorizes, approves or ratifies the conflicting interest transaction or solely because the affected Council Member's vote is counted for such purpose if:

(a) The material facts as to the Council Member's relationship or interest as to the conflicting interest transaction are disclosed or are known to the Council or committee, and the Council or committee in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of any majority of the disinterested Council Members or committee members (even though the disinterested Council Members are less than a quorum); or

(b) The material facts as to the Council Member's relationship or interest as to the conflicting interest transaction are disclosed or are known to the members entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved or ratified in good faith by a vote of the members entitled to vote thereon; or

(c) The conflicting interest transaction is fair as to the Society.

ARTICLE XIII. INDEMNIFICATION

13.1 Defined Terms. As used in this Article XIII, unless indicated otherwise by the context, the following terms shall have the meanings provided below:

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(a) **act.** The term "act" shall mean the Act, and in the case of any amendment of the Act after the date of adoption of this Article, when used in reference to any act or omission occurring prior to the effective date of such amendment, the term "act" shall include such amendment only to the extent that the amendment permits a nonprofit corporation broader indemnification rights than the Act permitted prior to the amendment.

(b) **council member or officer.** A "council member or officer" shall mean (i) an individual who is or was a Council Member and/or officer of the Society, (ii) an individual who while a Council Member and/or officer of the Society serves at the request of the Society as a director, council member, officer, partner, member, manager, trustee, employee, fiduciary or agent of any domestic or foreign corporation, nonprofit corporation, partnership, company, joint venture, joint enterprise or employee benefit plan, and (iii) any other office or position outside of the Society in which a Council Member and/or officer is serving at the request of the Society and for which indemnification by the Society is permitted by the Act. A "council member or officer" shall be deemed to be serving an employee benefit plan at the request of the Society if his duties to the Society also impose duties on or otherwise involve services by him to the plan or to the participants or beneficiaries of the plan. A "council member or officer" shall include, unless the context otherwise requires, the estate or personal representative of a council member or officer as defined herein.

(c) **expense.** The term "expense" shall include but not be limited to the costs and expenses of investigation, preparation and defense, and the fees and disbursements of counsel, accountants or other experts, incurred in a proceeding.

(d) **liability.** The term "liability" means the obligation to pay any judgment, settlement, penalty, fine (including any excise tax or other charge assessed with respect to an employee benefit plan) or expense incurred in connection with a proceeding.

(e) **proceeding.** The term "proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal.

(f) **society.** The term "society" shall mean the Society, and any domestic or foreign predecessor society, corporation or other entity in any merger, consolidation, reorganization or other transaction with the Society in which the predecessor's existence ceased upon consummation of the transaction.

13.2 Indemnification. To the extent either required or permitted by the act, if any council member or officer of the Society is made a party to or is involved in (as a witness or otherwise) any proceeding because such person is or was a council member or officer of the Society, the Society shall (a) indemnify such council member from and against any liability incurred in connection with such proceeding, and (b) advance to such council member or officer the expenses incurred in such proceeding. The Society may in its discretion (but shall not be obligated in any way to) indemnify and advance expenses to an employee or agent of the Society to the same extent as to a council member or officer. The foregoing provisions are not exclusive, and if otherwise permitted by the act or other applicable law, the Society may at its discretion provide for indemnification or advancement of expenses in a resolution of the Council, in a contract or in its Articles of Incorporation. Any repeal or modification of the provisions of this Article XIII for indemnification or advancement of expenses shall not adversely affect any right or protection afforded hereunder with respect to any act or omission occurring prior to the time of such repeal or modification. If all or any part of any provision of this Article shall be held to be prohibited by or invalid under the act or other applicable law, such provision shall be deemed to be amended to accomplish the objectives of the provision as originally written to the fullest extent permitted by law, and all of the other provisions hereof shall remain in full force and effect.

13.3 Insurance. The Society may purchase and maintain insurance on behalf of any council member or officer against any liability asserted against or incurred by him in such capacity or arising out of his status as such, whether or not the Society would have the power to indemnify him against such liability under the provisions of this Article XIII. Any such insurance may be obtained from any insurance company designated by the Council, whether such insurance company is formed under the law of Colorado or any jurisdiction of the United States or elsewhere, including any insurance company in which the Society has an equity or other interest through stock ownership or otherwise.

13.4 Limitation. Notwithstanding any other provision of this Article XIII, during any period that the Society is a "private foundation" as defined in Section 509 of the Code, the Society shall not indemnify or advance expenses to any person, nor shall it purchase or maintain insurance for such person, to the extent that such activities would be determined to be an act of self-dealing as defined in Section 4941 of the Code, to be a taxable expenditure within the meaning of Section 4945 of the Code, or to be otherwise prohibited under the Code, unless and to the extent that (a) a court orders such indemnification, or (b) the purchase or maintenance of such insurance can be treated as reasonable compensation to such person.

ARTICLE XIV. SEAL

The Council may adopt a seal which shall be circular in form and shall bear the name of the Society and the words "seal" and "Colorado" which upon adoption shall become the corporate seal of the Society. The seal may be used by causing it or a facsimile to be impressed, affixed, rubber stamped or otherwise manually reproduced.

ARTICLE XV. RULES OF THE COUNCIL

The Council may adopt rules of procedure for the conduct of its meetings and affairs which are in conformity with these Bylaws, the Articles of Incorporation and the Act.

ARTICLE XVI. GOVERNANCE POLICIES

16.1 Conflict of Interest Policy. This conflict of interest policy is adopted in addition to the provisions of Article XII above which address conflicting interest transactions. This conflict of interest policy of the Society (a) defines conflicts of interest, (b) identifies classes of individuals within the Society covered by this policy, (c) facilitates disclosure of information that may help identify conflicts of interest, and (d) specifies procedures to be followed in managing conflicts of interest.

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(a) Definition of Conflict of Interest. A "conflict of interest" arises when a person in a position of authority over the Society may benefit financially from a decision he or she could make in that capacity, including indirect benefits such as to family members or businesses with which the person is closely associated. This policy is focused upon material financial interest of, or benefit to, such persons.

(b) Individuals Covered. Persons covered by this policy are all of the Council Members.

(c) Facilitation of Disclosure. Persons covered by this policy will annually disclose or update to the President on a form provided by the Society their interests that could give rise to conflicts of interest, such as a list of family members, substantial business or investment holdings, and other transactions or affiliations with businesses and other organizations or those of family members.

(d) Procedures to Manage Conflicts. For each interest disclosed to the President, the President will determine whether to: (a) take no action, (b) assure full disclosure to the Council and other individuals covered by this policy, (c) ask the person to recuse from participation in related discussions or decisions within the Society, or (d) ask the person to resign from his or her position in the Society or, if the person refuses to resign, become subject to possible removal in accordance with the Society's removal procedures. The Executive Director will monitor proposed or ongoing transactions for conflicts of interest and disclose them to the President in order to deal with potential or actual conflicts, whether discovered before or after the transaction has occurred.

16.2. Whistleblower Policy. This whistleblower policy of the Society: (a) encourages staff and volunteers to come forward with credible information on illegal practices or serious violations of adopted policies of the Society, (b) specifies that the Society will protect the person from retaliation, and (c) identifies where such information can be reported.

(a) Encouragement of Reporting. The Society encourages complaints, reports or inquiries about illegal practices or serious violations of the Society's policies, including illegal or improper conduct by the Society itself, by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies. Other subjects on which the Society has existing complaint mechanisms should be addressed under those mechanisms, such as raising matters of alleged discrimination or harassment via the Society's human resources channels, unless those channels are themselves implicated in the wrongdoing. This policy is not intended to provide a means of appeal from outcomes in those other mechanisms.

(b) Protection from Retaliation. The Society prohibits retaliation by or on behalf of the Society against staff or volunteers for making good faith complaints, reports or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. The Society reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports or inquiries or who otherwise abuse this policy.

(c) Where to Report. Complaints, reports or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the bases for the complaints, reports or inquiries. They should be directed to the Executive Director or President; and if both of those persons are implicated in the complaint, report or inquiry, it should be directed to the Past President. The Society will conduct a prompt, discreet, and objective review or investigation. Staff or volunteers must recognize that the Society may be unable to fully evaluate a vague or general complaint, report or inquiry that is made anonymously.

16.3 Document Retention and Destruction Policy. This document retention and destruction policy of the Society identifies the record retention responsibilities of staff, volunteers, officers, Council Members, and outsiders for maintaining and documenting the storage and destruction of the Society's documents and records.

(a) Rules. The Society's staff, volunteers, officers, Council Members and outsiders (i.e., independent contractors via agreements with them) are required to honor these rules: (a) paper or electronic documents indicated under the terms for retention below will be transferred and maintained by the human resources, legal or administrative staffs/departments or their equivalents, (b) all other paper documents will be destroyed after three years, (c) all other electronic documents will be deleted from all individual computers, data bases, networks, and back-up storage after one year, and (d) **no paper or electronic documents will be destroyed or deleted if pertinent to any ongoing or anticipated government investigation or proceeding or private litigation.**

(b) Terms for Retention.

(1) Retain permanently:

(i) *Governance records* – (a) Articles of Incorporation and any amendments thereto, (b) Bylaws and any amendments thereto, (c) minutes of all meetings of the Members or the Council, (d) a record of all actions taken by the Members or the Council without a meeting, (e) a record of all actions taken by a committee of the Council in place of the Council on behalf of the Society, (f) a record of all waivers of notices of meetings of Members or the Council, (g) a record of the Members in a form that permits preparation of a list of the name and address of all Members in alphabetical order, by class, showing the number of votes each Member is entitled to vote, and (h) any other records the Society is required to permanently retain under the Act.

(ii) *Tax records* – Filed state and federal tax returns/reports and supporting records, tax exemption determination letter and related correspondence, files related to tax audits.

(iii) *Intellectual property records* – Copyright and trademark registrations and samples of protected works.

(iv) *Financial records* – Audited financial statements, attorney contingent liability letters.

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(2) Retain for ten years:

(i) *Pension and benefit records* -- Pension (ERISA) plan participant/beneficiary records, actuarial reports, related correspondence with government agencies, and supporting records.

(ii) *Government relations records* – State and federal lobbying and political contribution reports and supporting records.

(3) Retain for three years:

(i) *Employee/employment records* – Employee names, addresses, social security numbers, dates of birth, and other employee records which may include INS Form I-9, resume/application materials, job descriptions, dates of hire and termination/separation, evaluations, compensation information, promotions, transfers, disciplinary matters, time/payroll records, leave/comp time/FMLA, engagement and discharge correspondence, documentation of basis for independent contractor status (retain for all current employees and independent contractors and for three years after departure of each individual).

(ii) *Lease, insurance, and contract/license records* – Software license agreements, vendor, hotel, and service agreements, independent contractor agreements, employment agreements, consultant agreements, and all other agreements (retain during the term of the agreement and for three years after the termination, expiration, non-renewal of each agreement).

(iii) *Member communications* – All written communications within the past three years to Members generally as Members.

(iv) *Financial records* – Unaudited financial statements.

(4) Retain for one year:

(i) *All other electronic records, documents and files* – Correspondence files, past budgets, bank statements, publications, employee manuals/policies and procedures, survey information.

(c) Exceptions. Exceptions to these rules and terms for retention may be granted only by the Executive Director or President.

16.4 Policy on the Process for Determining Compensation. This policy on the process of determining compensation of the Society applies to the Executive Director and to any other compensated officer of the Society (which, in the case of the officers enumerated in Section 6.1 other than the Executive Director, could occur only following an amendment to Section 6.8 to allow such compensation). The process includes all of these elements: (a) review and approval by the Council or Executive Committee of the Society, (b) use of data as to comparable compensation, and (c) contemporaneous documentation and recordkeeping.

(a) Review and Approval. The compensation of the person is reviewed and approved by the Council or Executive Committee of the Society, provided that persons with conflicts of interest with respect to the compensation arrangement at issue are not involved in this review and approval.

(b) Use of Data as to Comparable Compensation. The compensation of the person is reviewed and approved using data as to comparable compensation for similarly qualified persons in functionally comparable positions at similarly situated organizations.

(c) Contemporaneous Documentation and Recordkeeping. There is contemporaneous documentation and recordkeeping with respect to the deliberations and decisions regarding the compensation arrangement.

16.5 Joint Venture Policy. This joint venture policy of the Society requires that the Society evaluate its participation in joint venture arrangements under Federal tax law and take steps to safeguard the Society's exempt status with respect to such arrangements. It applies to any joint ownership or contractual arrangement through which there is an agreement to jointly undertake a specific business enterprise, investment, or exempt-purpose activity as further defined in this policy.

(a) Joint ventures or Similar Arrangements with Taxable Entities. For purposes of this policy, a joint venture or similar arrangement (or a "venture or arrangement") means any joint ownership or contractual arrangement through which there is an agreement to jointly undertake a specific business enterprise, investment, or exempt-purpose activity without regard to: (a) whether the Society controls the venture or arrangement, (b) the legal structure of the venture or arrangement, or (c) whether the venture or arrangement is taxed as a partnership or as an association or corporation for federal income tax purposes. A venture or arrangement is disregarded if it meets both of the following conditions:

(1) 95% or more of the venture's or arrangement's income for its tax year ending within the Society's tax year is excluded from unrelated business income taxation (including but not limited to: (i) dividends, interest, and annuities, (ii) royalties, (iii) rent from real property and incidental related personal property except to the extent of debt-financing, and (iv) gains or losses from the sale of property); and

(2) The primary purpose of the Society's contribution to, or investment or participation in, the venture or arrangement is the production of income or appreciation of property.

(b) Safeguards to Ensure Exempt Status Protection. The Society will: (a) negotiate in its transactions and arrangements with other members of the venture or arrangement such terms and safeguards adequate to ensure that the Society's exempt status is protected, and (b) take steps to safeguard the Society's exempt status with respect to the venture or arrangement. Some examples of safeguards include:

(1) Control over the venture or arrangement sufficient to ensure that it furthers the exempt purpose of the Society;

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(2) Requirements that the venture or arrangement gives priority to exempt purposes over maximizing profits for the other participants;

(3) That the venture or arrangement not engage in activities that would jeopardize the Society's exemption; and

(4) That all contracts entered into with the Society be on terms that are arm's length or more favorable to the Society.

ARTICLE XVII. AMENDMENTS TO BYLAWS

The Council shall have the right to amend, add to, change or delete any provision of these Bylaws with the affirmative vote of at least three-fourths of all of the Council Members, provided that (a) at least thirty day's prior written notice of the proposed amendment(s) shall have been given to the Council Members, and (b) the amendment does not require the approval of the members pursuant any express and non-waivable provision of the Act.

The foregoing were approved and adopted as the Bylaws of the Society by resolution of the Council dated March 26, 2011.

BRIAN G. HEAL 5/12/2011

EXECUTIVE DIRECTOR