

BYLAWS  
OF  
THE ASSOCIATION OF GEOHAZARDS PROFESSIONALS

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These Bylaws (referred to as the "Bylaws") govern the affairs of the ASSOCIATION OF GEOHAZARDS PROFESSIONALS (AGP), a non-profit Corporation (referred to as the "Corporation" or "Association") organized under Chapter 617, Florida Statutes, as amended.

## 1. ARTICLE – GOVERNANCE

- 1.1. Legal Authorities Governing Construction of Bylaws, Venue. The Bylaws shall be construed in accordance with the laws of the State of Florida. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. Any legal proceeding or dispute arising from or related to these Bylaws or by or between members, Board members, committee members, or Officers and arising from or related to these Bylaws shall be enforced in a court of competent jurisdiction in the State of Florida, which shall constitute the county of mandatory venue for such proceedings or disputes. All interested persons waive the right, if any, to remove to a federal court, any legal proceeding arising from or related to these Bylaws.
- 1.2. Legal Construction. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.
- 1.3. In these Bylaws the pronouns he, him or his and suffixed -man or -men will be assumed to be without gender.
- 1.4. The Association shall at all times act in strict compliance with the provisions of all U. S. Federal and State laws and regulations including, but not limited to, antitrust laws and regulations.

## 2. ARTICLE – PURPOSE

- 2.1. Purpose. The Corporation is organized for the purpose of performing one or more activities within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code"). The Corporation pledges that all its assets will be used exclusively for its exempt purposes. Specifically, but not by limitation, the exempt purposes of the Corporation are as follows:
  - 2.1.1. To protect, promote, foster, and advance the interests of persons, firms, and corporations engaged in the business of manufacturing, constructing, and designing products and solutions for the mitigation of geohazards.
  - 2.1.2. Encourage the design and construction of products and solutions, and improve the conditions under which the profession operates
  - 2.1.3. Foster ethical business practices
  - 2.1.4. Study ways and means to protect the profession against unfair and unjust burdens and exactions
  - 2.1.5. Collect and disseminate scientific and industrial data to the profession
  - 2.1.6. Promote a better understanding and positive relations between members of the profession
  - 2.1.7. Promote good understanding and mutually beneficial relations between the members and their clients
  - 2.1.8. Operate for the mutual benefit of all the members of the Organization

2.1.9. Conduct, sponsor, foster, and promote education and training of members and their clientele that furthers goals and purposes

2.1.10. Educate members and their clientele regarding the latest technologies and trends in the industry

### **3. ARTICLE – MEMBERS**

3.1. Recognition of Competition. The Association and all its members recognize the vital importance of vigorous competition between members of the Association, as well as between everyone in the industry, whether members of this Association or not. Nothing in these Bylaws shall be construed or applied to in any way restrict or impair the sound and healthy competition between competitors required by Anti-Trust Laws which are necessary for the preservation of the free enterprise system.

3.2. Qualifications of Members. The rights and classes of the members shall be as set forth in these Bylaws. Membership in any class of membership may be denied by the Board of Directors if it is the determination and finding of the Board that a potential member is detrimental to the interests of the Association. Each member agrees to abide and be governed by these Bylaws, as may be amended, with respect to the corporate governance and operations of the Association.

3.3. Classifications of Members. There will be five membership categories: Directing Members, Corporate Members, Individual Members, Student Members and Emeritus Members.

3.3.1. Directing Members. These members shall be companies which manufacture, contract, and/or consultant in the geohazards industry and who apply for and fulfill the membership requirements for Directing Membership. Each Directing Member Company will:

3.3.1.1. Have one designee who will serve on the Board of Directors.

3.3.1.2. Be allowed 3 additional Individual Members from their company at no additional charge

3.3.1.3. Receive a discounted membership rate for additional individual members from their company. The discount amount will be determined by the board and re-evaluated from time-to-time.

3.3.1.4. Directing Member designees are eligible to run for election as an Officer of the Association.

3.3.1.5. Directing Member designees are eligible to serve on open committees within the Association

3.3.2. Corporate Members. These member companies shall be manufacturers, contractors, and consultants who are directly involved in the geohazards industry and who apply for and fulfill the membership requirements for Corporate Membership. Each Corporate Member shall have one vote in the election of Corporate Members to the Board of Directors. Each Corporate Member Company will:

3.3.2.1. Have one designee to represent the company in Association matters.

3.3.2.2. Be provided 1 additional Individual Membership annually from their company at no additional charge

3.3.2.3. Receive a discounted membership rate for additional individual members from their company. The discount amount will be determined by the board and re-evaluated from time-to-time.

3.3.3. Corporate Member designees are eligible to run for election as: Secretary, Treasurer or Corporate Member Representative.

3.3.4. Corporate Member designees are eligible to serve on open committees within the Association

3.3.5. Individual Members: These members shall be individuals who wish to affiliate with the Association on an individual basis and who are directly involved in the geohazards industry and who apply for and fulfill the membership requirements for Individual Membership. Each Individual Member:

- 3.3.5.1. Shall have one vote in the election of the Individual Member Representative to the Board of Directors.
- 3.3.5.2. Is eligible to serve on open committees within the Association
- 3.3.5.3. Is eligible to run for election as Individual Member Representative
- 3.3.6. Student Members: These members must be enrolled, either full or part time, in a college, university or other secondary education program.
- 3.3.6.1. These members shall have no vote in any matter of the Association's business.
- 3.3.6.2. Student Members are ineligible to serve on the Board of Directors of the Association.
- 3.3.6.3. Student Members will receive benefits in the Association such as those set forth by the Board of Directors.
- 3.3.7. Members Emeritus. These are retired members of the Association upon whom the title of Emeritus is bestowed by the Board of Directors. Members Emeritus shall have no individual vote in the election of the Board of Directors. However, a Member Emeritus may be elected to the Board of Directors, and as an elected Director, may vote on matters that come before the Board. Members Emeritus are eligible to participate in the Association at all levels similar to any other Individual Member in good standing.
- 3.4. Termination of Membership. Membership shall terminate by the member's written request, death, expulsion or resignation or for:
- 3.4.1. Failure to pay assessments within the time determined by the Officers.
- 3.4.2. Failure to vote three consecutive times on matters submitted to the Officers Members.
- 3.4.3. Failure to abide by the Associations' Code of Ethics; This shall be determined by a greater than 3/4 (three-fourths) vote of the Board Members.
- 3.5. Voting Rights of Members. Each member of the Association, regardless of class, is entitled to one vote on each matter submitted to a vote of the Association's members. The Board of Directors shall determine what issues shall be presented for vote by the members.
- 3.6. Method of Member Voting. At the discretion of the Board of Directors and as may be allowed by law, member votes may be conducted in person, by mail, by facsimile transmission, by electronic message (e-mail), by electronic polling or by any combination of those methods.
- 3.7. Assignment of Membership. Individual Membership is not transferable or assignable. In the event that the business of any Directing or Corporate Member firm or Association shall be sold, consolidated or the control thereof passed to any new firm or Association, this Association shall be immediately notified.
- 3.8. Financing, Assessments, and Dues. The amount and method of scheduling dues and collection shall be fixed from time to time by the Board of Directors and set forth in a dues structure document kept current by the Board of Directors.

#### **4. ARTICLE – GOVERNANCE**

- 4.1. Management. The Board of Directors shall manage and govern the affairs of the Association, except as may be exclusively reserved to the members
- 4.2. Number, Qualifications, and Tenure of Directors. The powers of the Association shall be exercised by or under the authority of, and the property, business, and affairs of the Association shall be managed under

the direction of a board of not less than eleven (11) Directors. The president and each Officer shall be a Director and count towards the minimum number allowed under this provision. A term for a Director position shall be three years. Each Officer may serve only two consecutive terms, or six years, whichever is longer in a single position. After an intervening period of one year, a former Officer is eligible to serve two more consecutive terms as provided herein. Notwithstanding the foregoing, the Board may request that an Officer stand for election for additional consecutive terms if, in the opinion of the Board, the person's continued service on the Board is deemed to be of exceptional benefit to the Association.

4.3. Composition of the Board of Directors. The Board of Directors shall be composed of: 5 elected Officers, 1 representative from each of the Directing Members, 2 elected Corporate Member Representatives, 1 elected Individual Member Representative and 3 Advisory Board Members.

4.4. Qualifications of Members of the Board of Directors. To be eligible for nomination and election as a Board Member, a nominee must be a member of the Association in good standing. Corporate Members and Directing Members shall be permitted to have no more than one Officer, director, owner, partner, or employee of that firm or corporation serving as an Officer of the Board of Directors of this Association at any given time.

4.5. Board Positions.

4.5.1. Board Positions of the Association shall be: a president, a secretary, a treasurer an immediate past president, a vice president, (2) corporate member representatives, (1) individual member representative, (3) advisory board members.

4.5.1.1. President. President shall be elected from Directing Member designees. The President shall preside at all Association business meetings, call special meetings, represent the Association at meetings with other organizations, appoint standing committee chairs subject to Board of Directors approval, and shall be a member of all subordinate organizations of the Association.

4.5.1.2. Vice President. The Vice President shall be elected from Directing Member designees. The Vice-President shall perform such duties as may be delegated by the President. He shall preside at all meetings of the Association in the absence of the President and take the place of the President when the President is absent or unable to represent the Association.

4.5.1.3. Immediate Past President. The Immediate Past President shall perform such duties as may be delegated by the President.

4.5.1.4. Treasurer. The Treasurer shall be elected from amongst the Directing Member and Corporate Member designees. Treasurer duties include reporting on the Association finances at all meetings and assisting in annual budget preparation and oversight of the Association's financial activities.

4.5.1.5. Secretary. The Secretary shall be elected from amongst the Directing Member and Corporate Member designees. Sec duties include communication of meetings and activities to members and oversight of the Association's documentation and recordkeeping and Performing all duties incident to the office of secretary.

4.5.1.6. Member Representatives. (1) Individual Member Representative and (2) Corporate Member Representative will be elected to the Board of Directors by their respective member groups.

4.5.1.7. Advisory Board Members. The Board of Directors through discussion and vote, will invite (3) advisory board members to participate on the association's board of directors for a term of one year. Ideally the advisory board members will come (2) from agencies and (1) from academia.

4.6. All elected Board Members:

4.6.1. will be elected in a simultaneous election

- 4.6.2. will be elected for a 3 year term
- 4.6.3. may only serve in a specific office for two consecutive terms unless
- 4.7. General Duties. All Officers and agents of the Association, as between themselves and the Association, shall have such authority, perform such duties, and manage the Association as may be provided in these Bylaws or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.
- 4.8. Removal. The Board of Directors, with or without good cause, may remove any Board Member elected or appointed by the Board of Directors. The removal of a Board Member shall be without prejudice to the contract rights, if any, of the Officer and can only be achieved by a 66% vote of the Board of Directors.
- 4.9. Resignation. Any Officer may resign at any time by giving written notice to the board of directors, the president, or the secretary.
- 4.10. Vacancies. The Board of Directors may fill the vacancy in any office for the unexpired portion of that Officer's term. Should a position become vacant between elections the board should co-opt a replacement to serve the balance of the vacated term. The co-opted board member will be eligible for two additional election cycles.
- 4.11. Executive Director. The Board of Directors may appoint an Executive Director to perform active administration of the Association under the direction and supervision of the Board of Directors.
- 4.12. Action by Consent of Board without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, and with the same force and effect as a unanimous vote of Board of Directors, if a written consent (including an electronic writing such as email), stating the action to be taken, is signed by the number of Board Members necessary to take that action at a meeting at which all of the Board of Directors are present and voting. The consent must state the date of each director's signature. Such consent may be given individually or collectively.
- 4.13. Quorum. A two-thirds (2/3) majority of the number of members of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Board members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Board members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Board members required to constitute a quorum.
- 4.14. Powers of Board of Directors. In addition to the powers and authorities expressly conferred by these Bylaws upon them, the Board may exercise all such powers of the Association and do all such lawful acts and things as are directed or required to be exercised or done by statute, the Certificate of Formation, or these Bylaws.
- 4.15. Duties of the Board. Board members shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Association. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the discharge of any duty imposed or power conferred on Board members, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Association or another person that were prepared or presented by a variety of persons, including Officers and employees of the Association, or professional advisors or experts such as accountants or attorneys. Board members are not deemed to have the duties of trustees of a trust with respect to the Association or with respect to any property held or administered by the Association, including property that may be subject to restrictions imposed by the donor or transferor of the property.
- 4.16. Actions of Board of Directors. The Board of Directors shall try to act by consensus. However, the vote

of a majority of Board members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the Bylaws. A Board member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Directors.

4.17. Compensation. Board members may not receive salaries for their services as a Board Member. A Director or member may serve the Association in any other capacity and receive compensation for those services.

4.18. Removal of Directors. The Board of Directors may vote to remove a Board member at any time, with or without good cause. A meeting to consider the removal of a Board Member may be called with notice to the Board members. The notice of the meeting shall state that the issue of possible removal of the Board member will be on the agenda. A Board member may be removed by the affirmative vote of a 66% of the Board of Directors at a meeting in which a quorum is present.

4.19. The Board of Directors shall advise the Executive Director to send notices of meetings, submit to the Board of Directors nominations to fill vacancies, and distribute ballots for voting. The Executive Director shall attend all Annual and Special meetings of the members and of the Board of Directors, and may tabulate the results of all voting, unless a conflict of interest exists with respect to the issues upon which votes are cast. The Executive Director shall not be entitled to vote. The duties and compensation of the Executive Director shall be determined by the Officers. The decision for termination of the Executive Director shall be made by the President, but must be ratified by a two-thirds (2/3) vote of the Board of Directors at a meeting called for, but perhaps not limited to, that purpose.

## **5. ARTICLE – COMMITTEES**

5.1. Committees.

5.1.1. Standing Committees will be formed at the recommendation of the Board of Directors and a Chairman should be appointed. All members are eligible to participate in committees.

5.1.2. Non-Standing Committees and Task Forces - Special purpose committees or task forces may be established on an as-needed basis. Participants may be from the Board or General Membership.

5.1.3. Closed Committees may be formed for special purposes which require a limited membership. Creation and membership of closed committees are at the discretion of the Board of Directors.

5.2. Recommendations and findings by the committees and task forces groups shall be submitted to the Officers and shall be in compliance with the Association's objectives.

5.3. Committees, task groups and focused interest groups do not have the authority to spend Association funds or obligate the Association. These groups may make recommendations to the Officers to do so or make a budget request.

5.4. Best effort will be made to involve all interested member companies in focus interest groups, task groups; standing, closed or non standing committees.

## **6. ARTICLE - MEETING PROCEDURES**

6.1. Conduct of Meetings. At every meeting of the Board of Directors and General Membership, the President of the Association shall preside, and if not, the Vice President. The Secretary of the Association shall act as Secretary of the Board of Directors. When the Secretary is absent the presiding Officer, may appoint any person to act as secretary of the meeting.

6.2. Meetings.

- 6.2.1. The Board of Directors will meet no less than twice a year.
- 6.2.2. General Assembly meetings will be held at least once per year.
- 6.2.3. Committee Meetings shall be held when there is business to be transacted.
- 6.2.4. Special Meetings are defined as non-scheduled meetings and are not subject to normal meeting notification rules. Special meetings may be called by the President, Committee Chairs, Task Force Chair or upon written request of a 2/3 majority of the membership of any of the above.
- 6.3. Notice.
- 6.3.1. Notice of all regularly scheduled meetings will be provided to the general membership no less than 30 days prior to the meeting.
- 6.3.2. Notice of any special meeting of the Board of Directors shall be delivered to each Director not less than ten (10) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called.
- 6.4. Proxies. Proxies for Members unable to be present and vote shall be forwarded to the Association Executive Director or Meeting Chairman no less than 48 hours prior to the meeting.
- 6.5. Agendas. Agendas will be mailed to the relevant membership at least 15 days in advance of any scheduled Association meeting. Any proposals to be presented and voted on at the meeting need to accompany the agenda.
- 6.6. Minutes. Minutes of all meetings should be prepared and sent within 15 days after the meeting. The meeting minutes will be issued from the Association office. Minutes will be automatically approved unless comments are received within 30 days of circulation.
- 6.7. Rules. Robert's Rules of Order (Revised) shall govern Association meetings in all cases, except where these rules are in conflict with Association regulations, or Association bylaws.
- 6.8. Quorum. A quorum is achieved when 66% of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to constitute a quorum. If a quorum is present at no time during a meeting, the chair may adjourn and reconvene the meeting one time with notice.

## **7. ARTICLE – TRANSACTIONS OF THE ASSOCIATION**

- 7.1. Contracts. The Board of Directors may authorize any Officer or agent of the Association to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Association. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.
- 7.2. Deposits. All funds of the Association shall be deposited to the credit of the Association in banks, trust companies, or other depositories that the Board of Directors selects.
- 7.3. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Association.
- 7.4. Loans and Related Parties. The Association shall not make any loan to a Director or Officer of the

Association.

## **8. ARTICLE – BOOKS AND RECORDS**

- 8.1. Required Books and Records. The Association shall keep correct and complete books and records of account. The Association's books and records shall include:
- 8.1.1. A file-endorsed copy of all documents filed with the Florida Secretary of State relating to the Association, including, but not limited to, the Articles of Incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
  - 8.1.2. A copy of the Bylaws, and any amended versions or amendments.
  - 8.1.3. Minutes of the proceedings of the Board of Directors, and Committees having any of the authority of the Board of Directors.
  - 8.1.4. A list of the names and addresses of the directors, Officers, and any committee members of the Association.
  - 8.1.5. A financial statements showing the assets, liabilities, and net worth of the Association at the end of the three most recent fiscal years.
  - 8.1.6. A financial statement showing the income and expenses of the Association for the most recent fiscal years.
  - 8.1.7. All rulings, letters, and other documents relating to the Association's federal, state, and local tax status.
  - 8.1.8. The Association's federal, state, and local information or income tax returns for each of the Association's three most recent tax years.
- 8.2. Inspection and Copying. A Board member, Officer, or member of the Association may inspect and receive copies of books and records of the Association. A Director, Officer, or member may inspect or receive copies if the person has a proper purpose related to the person's interest in the Association and if the person submits a request in writing stating the proper purpose. As allowed under applicable law, and to protect the interests of the Association, and as a condition precedent to any inspection or copying of confidential, proprietary, or trade secret books and records, the Association shall have the right to require that the person requesting the records execute a Nondisclosure or Confidentiality Agreement relating to the nondisclosure of the books and records inspected or copied. Subject to the protection of the Association's interests in preventing the disclosure of confidential, proprietary, or trade secret books and records, a person entitled to inspect the Association's books and records may do so at a reasonable time no later than required by Internal Revenue Regulation after the Association's receipt of a proper written request. The Board of Directors may establish reasonable fees and policies for copying the Association's books and records. The fees may cover the cost of materials and labor, but may not exceed the Internal Revenue Service guidelines for providing copies. The Internal Revenue Service requires that copies be made available to the legitimate, requesting public. The Association shall receive and respond as required by Internal Revenue Service guidelines to requests from the public for copies of the Association's Form 1023 and Form 990. The Association shall maintain a file containing all documents required by the Internal Revenue Service to be made available to the public.
- 8.3. Fiscal Year. The fiscal year of the Association shall begin on January 1 and end December 31 of each year, unless determined otherwise by the Board of Directors.
- 8.4. Notices. Copies of all notices sent electronically or otherwise shall be maintained by the association offices.



## **9.ARTICLE – INDEMNIFICATION**

9.1.Each Director now or hereafter serving the Board of Directors, and each individual who at the request of or on behalf of the Association is now serving or hereafter serves as a director, Officer, employee or agent of any other corporation, partnership, joint venture, trust, employee benefit plan or enterprise, and the respective heirs, executors and administrators of each of them, shall be indemnified by the Association to the fullest extent permitted against all liability, including costs, expenses, judgments, penalties, penalties, fines and attorney’s fees, reasonably incurred by or imposed upon him in connection with or resulting from any action, suit or proceeding, civil or criminal he is made to be a party by reason such director, Officer, partner, trustee, employee or agent, or by reason of any action alleged to have been taken or omitted by him in any such capacity, whether or not he is a director or an Officer or acting in such other capacity at the time of incurring such liability. The foregoing right of indemnification shall not be exclusive of other rights to which such director or Officer may be entitled as a matter of law.

## **10.ARTICLE – AMENDMENTS TO BYLAWS**

10.1.Proposed amendments or alterations to or repeals of these By-Laws, if recommended by twenty percent (20%) or more of the Directing and Corporate Members in good standing or by the Board of Directors, shall be referred to the Association for action or adoption either at a meeting, or by letter ballot, and shall become operative when approved by three-fourths (3/4) vote of the Board of Directors. Notice of any approved amendments shall be provided to the members. The notice of any meeting at which the Bylaws are to be altered, amended, or repealed, or at which new Bylaws are adopted shall include the text of the proposed Bylaw provisions or an identification of where such provisions may be reviewed, such as a web-link or the like. Alternatively, the notice may include a fair summary of those provisions.

## **11.ARTICLE – DISSOLUTION**

11.1. Upon dissolution, all Association assets shall be distributed to an organization qualified as exempt from taxes under Section 501(c)(6) of the Internal Revenue Code to an organization qualified as exempt from taxes under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (hereinafter the “Code”), that serves similar purposes as the Association.

## **CERTIFICATE OF SECRETARY**

I hereby certify that I am duly elected and acting Secretary of said Association and that the foregoing Bylaws, comprised of 9 pages, constitute the Bylaws of said Association as duly adopted by the Association at a meeting of the members entitled to vote held on the 2nd day of December, 2013.

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Signed

Bob Forbes, Secretary of the Association of Geohazard Professionals - 27 January 2014

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Witnessed

Elizabeth Peggs, Executive Director of the Association of Geohazard Professionals - 27 January 2014