



Minnesota Section of the Society for Mining, Metallurgy, and Exploration, Inc.

MINNESOTA SECTION BYLAWS

ARTICLE I

Name

The name of the Section shall be the Minnesota Section of the Society for Mining, Metallurgy, and Exploration, Inc. (hereinafter, the “Section”)

ARTICLE II

Purpose

The aims and purposes of the Section shall be the promotion of mutual cooperation in furthering the objectives of the Society for Mining, Metallurgy, and Exploration, Inc. (SME) by providing regular meetings for the free discussion of subjects relating to those objectives as well as a dynamic collaboration of regional supporters of the mining industry focused upon the advancement of the profession and the industry as a whole.

The SME advances the worldwide mining and minerals community through information exchange and professional development.

The Minnesota Section will strive to advance the mining and minerals community by the Section through the following goals:

- Provide section members and members of the mining community with an informative and educational annual conference for the purpose of this information exchange and professional development.
- Through the efforts of the sub-sections, promote meaningful educational opportunities for professional development with informative meetings and short courses throughout the year.
- Promote and develop future careers in the industry through scholarships, internships, and involvement with educational institutions.

ARTICLE III

Jurisdiction

The jurisdiction of the Section will encompass all counties in the state of Minnesota and the following counties in Wisconsin: Barron, Bayfield, Burnett, Douglas, Dunn, Pierce, Polk, Rusk, Sawyer, St. Croix, and Washburn.

ARTICLE IV

August 2018

Membership

The Section membership shall consist of SME members and non-SME members within the geographic area of the Section.

- **SME members** (Professional, Registered, Student, Retired and Legion of Honor SME members) are voting members of the Section
- **Non-SME members** with an interest in the advancement of the mining and minerals industry, including mining engineers, geologists and other allied professions who are Subsection members shall be non-voting members of the Section.

*all Section officers must be SME members

ARTICLE V Officers

Section 1. The Officers of the Section shall be a Chair, a Vice Chair, a Past Chair, a Secretary and a Treasurer, each of whom shall be elected annually by the SME members.

Section 2. The Executive Committee (Board of Directors) of the Section shall be composed of the aforementioned officers and four other members of the Section of whom shall be elected annually by the SME members. The Executive Committee shall function in all respects the same as a Board of Directors or Board of Managers of the Section.

Section 3. SME membership is a requisite to serve as a Section Officer or a member of the Executive Committee.

Section 4. All Officers and members of the Executive Committee must be Members in good standing of SME.

Section 5. All Officers must keep their contact information updated with SME.

Section 6. The Officers of the Section shall continue to serve until the earliest of their resignation or retirement or the election of their successors by the SME members. A vacancy in any office or on the Executive Committee occurring between annual elections may be filled by an appointment made by the Executive Committee.

ARTICLE VI Election of Officers and Terms of Service

Section 1. No later than January of each year, the Chair, with the approval of the Executive Committee, shall appoint a Nominating Committee composed of a minimum of three members of the Section to present a slate of at least one candidate for each office at the Annual Meeting of the Section. The date, time and place of the Annual Meeting shall be determined by the Executive Committee and noticed to SME members 14 calendar days in advance of the meeting. Additional nominations may be made by SME members from the floor at the Annual Meeting.

Section 2. The Executive Committee and the Officers of the Section shall be elected at the Annual Meeting of the Section and the election shall be determined by a vote of the Members present. To be elected, each

candidate must receive a simple majority of the votes of a quorum of the SME members present at the meeting.

Section 3. The Secretary of the Section must notify the SME of the newly elected Officers each year no more than ten (10) days following the annual election (sections@smenet.org) or at any time when a replacement officer has been appointed.

Section 4. Terms of Service of the Officers and other members on the Executive Committee elected by the SME members shall begin immediately following the Annual Meeting (the “Board Year”) at which they are elected and shall terminate at the end on the Annual Meeting of the subsequent year when newly elected officers assume their positions.

ARTICLE VII Duties of Officers

Section 1. The Chair shall preside at all meetings of the Section and of the Executive Committee. He/She shall appoint all committees and perform all other duties that pertain to the direction of the Section.

Section 2. The Vice Chair shall be responsible for the arrangement of programs, entertainment, and incidental details, relating to the meetings. In the absence of the Chair, he/she shall serve as Chair.

Section 3. The Past Chair shall be responsible for membership activities.

Section 4. The Secretary shall record the proceedings of the meetings of the Section and the Executive Committee, attend to all correspondence, and issue all calls or announcements of meetings

Section 5. The Treasurer shall receive and disburse all monies received by the Section, with the approval of the Executive Committee. The Treasurer shall submit the Section’s financial records annually to SME and the Executive Committee.

ARTICLE VIII Dues and Finances

Section 1. The expenses of the Section shall be paid from money appropriated by the Executive Committee.

Section 2. Accounts payable shall be paid by check or other form of bank-issued payment at the direction of the Treasurer. Checks or payments greater than \$1,500 must be pre-approved as part of the annual budget, or through the approval of the Executive Committee.

Section 3. The Section shall operate on a fiscal year in accordance with the fiscal year set by SME (currently October 1 – September 30). Section financial statements must be provided to the SME Section Coordinator (sections@smenet.org) and the Executive Committee no later than November 15 annually.

ARTICLE IX Meetings

Section 1. The election of Officers shall be held during the Annual Meeting of the Section at a date, time, and place to be determined by the Executive Committee.

Section 2. Regular meetings of the Executive Committee shall be held as joint meetings each month of the year except July, or as otherwise determined and noticed by the Executive Committee. Meetings of the Executive Committee shall be open to all SME members except that the Executive Committee may vote to go into Executive Session without other SME members present. The regular meeting day shall be the second Thursday of each month, or at an alternative date fixed by the Executive Committee, with the specific date, time, and place to be noticed to SME members.

Section 3. Special meetings of the Section or of the Executive Committee to consider important business, or to hear technical papers or discussions that cannot be scheduled at regular meetings, may be called by the Chair, with the approval of the Executive Committee, and noticed to SME members.

ARTICLE X Quorum

Section 1. A quorum at any regular or special meeting of the Section shall consist of ten SME members, present in person (including telephonic participation), provided that SME members have been provided 14 calendar days' notice of the regular or special meeting.

Section 2. A quorum at a meeting of the Executive Committee shall consist of a majority defined by five out of nine members of the Executive Committee present in person or by telephone. Executive Committee members may not vote by proxy, but actions of the Executive Committee may be taken by written consent of the requisite number of Executive Committee members so long as all Executive Committee members receive prior written notice of the matters to be covered by the Consent and no Executive Committee member requests a meeting to consider the matters prior to its approval.

ARTICLE XI Amendments to Bylaws

Amendments to these bylaws shall be made by a two-thirds vote of all SME members present at a membership meeting, providing that all those members of the Section are in good standing and have been notified at least 14 calendar days in advance of the meeting of the proposed amendments. Amendments will be reviewed by a staff liaison and if warranted, the amendments will be reviewed by the SME Structure & Governance Strategic Committee (SGSC). After the SGSC approves the changes, they will be submitted to the SME Board of Directors (BOD). The SME BOD must approve final amendments to Section bylaws.

ARTICLE XII Disposal of Funds Upon Dissolution

On the dissolution of the Section, all funds remaining after the payment of its debts and obligations shall be turned over and paid to the Society for Mining, Metallurgy and Exploration, Inc. or in the case of its dissolution to another organization exempted from taxes under Section 501 (c) (3) of the Internal Revenue Code of 1954. Every effort will be made to use the funding for its original intention (professional development, scholarships or other support of the mining industry). This Article XII is not amendable during the existence of the Section.

ARTICLE XIII August 2018

Parliamentary Authority

Unless otherwise determined in a particular case by a vote of the Executive Committee or of the Members, as the case may be, Robert's Revised Rules of Order shall be the official guide of the Section in conducting business at its meetings.

Adopted on August 9, 2018