

**GEOLOGICAL SOCIETY OF NEVADA (GSN)  
BOARD OF DIRECTORS POLICY MANUAL v.11.5 (Feb. 13, 2025)**

**PART ONE. INTERNAL POLICIES**

**Article I. Meetings**

**Section 1.** The Board of Directors shall meet in person, or by conference call or other remote means, a minimum of four times per year at Regular Meetings in August, November, February and May. The location and time of the next immediate Regular Meeting shall be set at the conclusion of each Regular Meeting and then published in the next GSN Newsletter. If determined necessary, the Board of Directors may schedule additional special meetings.

**Section 2.** Decisions made at all Regular and Special Meetings of the Board of Directors require a quorum. A quorum is defined as a simple majority of all board members, present or responding to a remote meeting.

**Section 3.** Special meetings of the Board of Directors may be called by the Chair, or the GSN President as specified in Article II, Section 3. Special meetings may either be in person or by conference call or other remote means including email votes. The discussion of the motion will have up to one week, after which an email vote will be taken within a specified period of time as determined by the Chair.

**Section 4.** Agendas of Regular Meetings of the Board of Directors shall include, but not be limited to the following; determining whether a quorum is present, review and approval of the minutes of the previous meeting(s), review of reports of the committees, and review of and action on such other business as the Board of Directors determines necessary. Special meetings of the Board of Directors shall include, but not be limited to the following; determining whether a quorum is present, review and approval of the agenda and review of and act on such other business as the Board of Directors determines necessary.

**Section 5.** All actions of the Board of Directors shall be executed by the Chair after completion of discussion by the Board of Directors and following a motion from a member of the Board of Directors; a second from a member of the Board of Directors, and a vote by the Board of Directors. All actions by the Board of Directors shall be by a simple majority of the members of the Board of Directors present.

**Section 6. Travel Policy**

For various scheduled quarterly meetings, it has become customary for the GSN BOD to travel to locales which host regular chapter or special meetings of GSN. Examples of venues where the BOD has met include Reno, Las Vegas, Elko, Winnemucca and Battle Mountain.

Because GSN is primarily a volunteer organization, it has been determined by the BOD that reasonable travel costs may be reimbursed to any BOD members that request such reimbursement. These reimbursed travel costs are included as a line item in the GSN budget and should be approved by the Board of Directors. They will consist of the following options:

- \* actual gas expense or mileage (at the prevailing rate published by the IRS) between Reno and Elko, Winnemucca, Battle Mountain, or Las Vegas, or
- \* air travel expense between Reno or Salt Lake City and Las Vegas.
- \* or in an amount agreed by the parties that represents a portion of these amounts.

No other expenses (hotel, meals, entertainment, etc.) will be reimbursed.

Each reimbursement request must be received by the GSN office manager at least one week prior to the Director's meeting for which the reimbursement is being requested, so that the office manager may forward the request to the GSN BOD by email. The GSN BOD may approve or disapprove the request by email prior to the meeting. If approved, payment by check will be made to the requesting BOD member within one month of the request's approval at the regularly scheduled BOD meeting.

## **Article II. Board of Directors Chair**

**Section 1.** The Chair of the Board of Directors shall be an Elected Member of the Board of Directors and shall serve a one year term that is coincident with the GSN fiscal year. An Elected Member of the Board of Directors may serve multiple terms.

**Section 2.** Nominations for the Chair shall be made at a board meeting prior to the last meeting of the fiscal year. The Chair shall be elected at the last meeting of the fiscal year and shall serve for the subsequent fiscal year. More than one person may be nominated; however, each member of the Board of Directors may only nominate one person. The election shall be by hand or voice vote. The individual receiving the most votes shall be elected. Should there be a tie, then subsequent hand votes shall be conducted until one individual receives a majority of the votes.

**Section 3.** Should a vacancy in the Chair occur, then the President of GSN shall call a special meeting of the Board of Directors to elect a new Chair and conduct other such business of the Board of Directors that may be determined necessary by the Board of Directors or the new Chair.

**Section 4.** The Chair of the Board of Directors shall be responsible for the following: drafting the agenda for and conducting the meetings of the Board of Directors, insuring that the agendas and minutes are distributed to the Board of Directors, attending the meetings of the GSN Executive Committee, and preparing summaries of the Regular Meetings of the Board of Directors for the GSN Newsletter.

### **Article III. Committees**

**Section 1.** The Board of Directors shall establish standing committees as determined necessary by the Board of Directors. The committees shall be responsible for conducting the primary work of the Board of Directors. The work and recommendations of the committees shall be reviewed and approved by the Board of Directors. For special projects or the completion of short term needs, the Board of Directors may create Special Committees or ad hoc committees that report to the Chair. A committee and the chair of that committee shall be created through an action of the Board of Directors.

The Board of Directors has determined that the following six committees are necessary for the function of the Board of Directors; Audit Committee, Nomination Committee, Policy Committee, Fiscal Committee, GSN Foundation Committee and Personnel Management Committee. Each committee shall conduct such work as they or the Board of Directors determines necessary and report to the Board of Directors at each of the four Regular Meetings of the Board of Directors.

**Section 2.** The Audit Committee shall be responsible for an annual review of the financial records of the GSN, the GSN Foundation, and the GSN Adjunct Organizations. Review of the financial records shall include, but not be limited to, a sampling of the income and expense records and an assessment of actual income and expenses versus the budget projections. In addition, the committee shall assess GSN's management of the records of the GSN Executive Committee and the GSN Foundation. The Assessment shall be presented to the Board of Directors at the November Regular Meeting.

**Section 3.** The Nominating Committee shall consist of the current GSN President and the most recent past President of the GSN and the current Presidents of the Elko, Winnemucca, and Southern Nevada Chapters of the GSN. The Chair will be the most recent past President of the GSN.

The Nominating Committee shall poll the GSN membership and all current GSN office holders to develop a ballot of qualified GSN members to serve on the GSN Executive Committee and the Elected Member positions of the GSN Board of Directors for the next fiscal year. The ballot shall be presented to the Board of Directors at the February Regular Meeting.

The Chapter Presidents will advise the GSN Office Manager and the Chair of the GSN Board of Directors on or before May 1 of the slate of nominees that will stand for election at their May Chapter meeting.

Any member in good standing shall be eligible to serve on the GSN and Chapter Executive Committees. Candidates for the Board of Directors are limited to active GSN members who have served as officers of the GSN or any of the Chapter Executive Committees. Any member in good standing may nominate candidates for any of the positions that are available.

**Section 4.** The Policy Committee shall develop, and from time to time recommend modifications to, the Board of Directors policies. New and modified policies must be approved through an action of the Board of Directors. In addition, the Policy Committee shall be responsible for the review of, and recommendations to the Board of Directors on, all GSN and GSN Foundation governing documents.

**Section 5.** The Fiscal Committee shall be responsible for regular assessments of GSN's investment accounts and assets. As part of these assessments, the Fiscal Committee shall make recommendations on the amount of financial reserves GSN should maintain in the investment accounts and assets. The Fiscal Committee shall provide oversight and establish reporting requirements for all Special Committees as defined above. This oversight shall be coordinated with the Chair of the Special Committee. The Fiscal Committee shall consider recommendations from the GSN Executive Committee on dues structures and levels.

**Section 6.** The Foundation Committee shall provide recommendations on GSN's involvement with the GSN Foundation, and will act as the main interface for GSN to oversee the activities of the GSN Foundation as its sole Member. Authority to elect the Foundation Chair and all Officers and Directors lies with the GSN Board of Directors. Authority to develop and execute specific programs as a function of the Foundation lies exclusively with the Foundation Chair and their elected Officers and Directors. The majority of the Board of Directors' Foundation Committee and the Chair of the committee shall be independent of the Foundation.

The Foundation Committee shall, at the February Regular Meeting of the GSN Board of Directors, provide a nomination for the next Chair of the GSN Foundation Board of Directors. The GSN Board of Directors shall approve/disapprove the nomination. Disapproval shall require the identification of a new nominee.

Subsequent to the approval of the Chair of the GSN Foundation Board of Directors, the Foundation Committee shall work with that person to nominate the remainder of the next GSN Foundation Board of Directors and Officers, who are to be voted upon at the May Regular Meeting of the GSN Board of Directors.

The Foundation Committee will also work with the Chair of the GSN Foundation Board of Directors to develop the agenda for the GSN Foundation's annual meeting, which will include a vote on the nominated GSN Foundation Directors and Officers. The GSN Foundation's annual meeting occurs as a special session of the GSN Board of Directors during the May Regular Meeting.

**Section 7.** The Personnel Management Committee ("PMC") shall ensure the GSN membership has reliable, competent and capable hourly and salary staff working for the GSN membership, and that hourly and salary staff present a positive, professional, and courteous attitude to individuals and organizations within and outside of the GSN. The PMC shall ensure the GSN hourly and/or salaried staff perform to the standards set by the Executive Committee and Board of Directors, as expected by GSN membership.

The PMC shall be comprised of the GSN president, the most recent past GSN president, the current GSN vice president, and two elected class A, B or C members of the GSN Board of Directors. The membership of the committee is intended to ensure continuity of the policies and direction for the GSN hourly and/or salaried staff. The current GSN president will act as the Chair of the PMC.

The PMC shall hold, either in person, by conference call, or by email, three meetings each calendar year: one in June, one in January and one in May. Minimum attendance at the semiannual performance evaluations shall be the chair of the PMC, one elected class A, B, or C director and, following confidential discussions, the employee. If the chair is not able to schedule or attend one of the required meetings, the Chair of the Board of Directors may appoint a replacement GSN officer or director to schedule and chair the meeting.

At the June meeting the PMC shall, in consultation with the GSN Executive Committee, establish the Key Performance Indicators (KPIs) for each employee for the coming year. The Chair shall report the results of this meeting to the Executive Committee at its next scheduled meeting and to the Board of Directors at the August quarterly meeting.

At the January meeting the PMC shall review the performance of each hourly and/or salaried employee based on the Key Performance Indicators (“KPIs”) established in June and, if required, shall make recommendations for improvement or change. The Chair shall report the results of this meeting to the Executive Committee at its next scheduled meeting. No report to the Board of Directors is required.

At the May meeting the PMC shall conduct a year-end review of the performance of each hourly and/or salaried employee based on the Key Performance Indicators (“KPIs”) established in June and provide recommendations for further action which may include up to a 12% bonus based on excellence in performance to be determined by the EC and pre-approved by the Board of Directors, a warning and a probation period for remediation of deficiencies, or termination. The recommendations of the PMC shall be approved first by the Executive Committee. The Chair of the PMC shall then make a report to the Board of Directors for its approval of the recommendations at the May quarterly meeting.

Additional meetings can be called if the chair of the PMC deems it appropriate. Compensation guidelines will be reviewed by the PMC at a minimum of every 5th year of employment. Either the EC or the employee may request a review of compensation guidelines at any other time as market conditions demand.

#### **Article IV. Adjunct Organizations**

**Section 1.** The formation of an Adjunct Organization may be proposed to the Board of Directors by any GSN member. The proposal for the creation of the Adjunct Organization shall include the purpose of the organization and how the organization will further the objectives of the GSN. The Board of Directors shall consider the proposal and take action on the proposal.

**Section 2.** All Adjunct Organizations shall have by-laws approved by the Board of Directors. Each Adjunct Organization shall work with the Policy Committee to develop by-laws for the Adjunct Organization to ensure that they are consistent with GSN Constitution and GSN By-Laws and will present the by-laws for consideration and action by the Board of Directors. Upon approval of the by-laws the Adjunct Organization shall commence operation.

**Section 3.** Should the Policy Committee determine that an Adjunct Organization is not operating consistent with the objectives of the GSN, and then the Chair of the Board of Directors shall initiate the process of dissolution of that Adjunct Organization. The Board of Directors shall at their next Regular Meeting of the Board of Directors consider the dissolution action. The consideration shall consist of a presentation by the Chair on the facts and findings of the Policy Committee on the determination that the Adjunct Organization is not operating consistent with the objectives of the GSN, and then a presentation by the president of the Adjunct Organization under consideration. Based on these presentations, the Board of Directors shall determine whether the Adjunct Organization should be dissolved. The determination shall be by a simple majority vote of a quorum of the Board of Directors. The decision of the Board of Directors is effective immediately. All assets of the dissolved Adjunct Organization shall be immediately delivered to the Chair of the Board of Directors, thence to the GSN treasurer for deposit into the GSN account.

#### **Article V. Removal of GSN Officers**

**Section 1.** If the GSN Executive Committee determines that one of the GSN Officers has engaged in actions that are inappropriate with the objectives of the GSN, the President, or the Vice President if the President is the individual under consideration, shall request the Chair of the Board of Directors to present the facts and findings regarding the alleged inappropriate action at the next Regular Meeting of the Board of Directors. Based on the facts and findings presented to the Board of Directors, the Board of Directors shall determine if objections exist to the GSN Executive Committee proceeding with the removal action. The determination shall be through a simple majority vote of a quorum of the Board of Directors. Should no objections exist, the Officer in question shall be removed from office.

#### **Article VI. Removal of Elected Board Members**

**Section 1.** Any member of the Board of Directors may propose at a Regular Meeting of the Board of Directors that an Elected Member of the Board of Directors has engaged in actions that are inappropriate with the objectives of the GSN. The Board shall deliberate the proposal and determine if a removal action is appropriate. Should the Board of Directors determine that a removal action should be initiated for an Elected Member of the Board of Directors for actions that are inappropriate with the objectives of the GSN, then the Chair of the Board of Directors, or an otherwise designated Elected Member of the Board of Directors, if the Chair is the individual under consideration, shall initiate the

process of removal of that member. If the determination is made to initiate the removal action, the Board of Directors shall also identify who, in addition to the Chair of the Board of Directors, or an otherwise designated Elected Member of the Board of Directors, if the Chair is the individual under consideration, shall make the presentation for removal to the GSN Executive Committee.

**Section 2.** If the GSN Officers do not object to the removal action, the Board of Directors shall at their next Regular Meeting of the Board of Directors consider the removal action. The consideration shall consist of a presentation by the Chair, or an otherwise designated Elected Member of the Board of Directors if the Chair is the individual under consideration, on the facts and findings of the Board of Directors on the determination of action or actions that is or are inappropriate with the objectives of the GSN, followed by a presentation by the member of the Board of Directors under consideration for removal. Based on these presentations, the Board of Directors shall determine whether the action or actions of the Elected Member of the Board of Directors shall warrant the removal of that individual as an Elected Member of the Board of Directors. The determination shall be by a simple majority vote of a quorum of the Board of Directors. The Elected Member of the Board of Directors under consideration is not eligible to vote in this determination. The decision of the Board of Directors is effective immediately.

#### **Article VII. Board and Officer Vacancies**

**Section 1.** Should one or more vacancies occur in the Elected Members of the Board of Directors or the GSN Executive Committee and the GSN Executive Committee nominates a qualified individual to fill the position for the remainder of the term, then the GSN President (or GSN Vice President if the officer to be replaced is the GSN President) shall request the Chair schedule a presentation at the next Regular Meeting of the Board of Directors. The Chair shall place the presentation on the agenda. After the presentation by the GSN President (or GSN Vice President if the officer to be replaced is the GSN President), the Board of Directors shall then vote on the nomination put forth by the GSN Executive Committee. The vote shall be by a simple majority of a quorum of the Board of Directors. The decision of the Board of Directors shall be effective immediately.

#### **Article VIII. Records Management**

**Section 1.** The records of the Board of Directors shall be managed in a manner that maintains the integrity and permanence of the records for future use and retrieval. The GSN shall maintain a secure location for the storage of the Board of Directors records. GSN records to be maintained indefinitely include paper copies of voting records, the minutes of the meetings, and GSN governing documents.

**Section 2.** The records of the Board of Directors shall be managed by the GSN Office Manager under the direction of the Chair of the Board. The location of the records shall be the GSN office or such other location as approved by the Board of Directors.

## **PART TWO. OVERSIGHT POLICIES**

### **Article I. Oversight Definition**

The Board of Directors shall, in its capacity as “institutional memory” for the Society, provide oversight and advisories to the Executive Committees of the GSN and Adjunct Organizations concerning standard practice and operating philosophy including, but not limited to, overall operation of the organization, activities such as meetings and field trips, financial matters and other matters that may arise from time to time.

### **Article II. Honorary Members**

The Executive Committee of the GSN is responsible for processing nominations for Honorary Member and submitting them to the Board of Directors for approval Prior to the next scheduled quarterly meeting of the Board of Directors. Upon receipt of a nomination and the associated documentation the Chair of the Board will verify that all provisions of Section 7 of the GSN bylaws have been met and, if so, call for a vote to approve or reject the nomination at the next scheduled quarterly meeting of the Board of Directors or, at his discretion, by email.

### **Article III. Special Committees for Symposia and other large special events**

**Section 1.** At any time, an ad hoc committee of GSN members may recommend to the Board of Directors of the GSN the creation of a Special Committee to organize and manage a major symposium or other large special event of timely and topical interest. Such recommendation shall include:

- a. The general theme of the event
- b. The proposed approximate timing of the event
- c. The name of the initial organizer who will recruit others as necessary
- d. Any request for “seed money” to carry out the functions of the Committee

Upon approval/acceptance of the above, the Board of Directors shall establish the Special Committee, with a title appropriate to the event being planned, to function during the period of the planning, execution and closure of the event, with oversight by the Board of Directors. The special committee shall elect its own general chair who will form any required subcommittees and appoint a secretary and treasurer as well as subcommittee chairs as required. The treasurer must be a qualified person and pre-approved by the chair of the BOD finance committee and the GSN treasurer to assure seamless fiscal oversight.

**Section 2.** The chair of the Special Committee will report to the Board of Directors at the BOD’s quarterly meetings and will be responsible for providing project updates and detailed financials to date for the project with a summary of any variance to the original proposed budget.

**Section 3.** The Special Committee will provide the GSN BOD with a “lessons learned” document at the “close out” of the project. This document will be archived with the minutes of the regular GSN Board of Directors meeting in which it is presented. As the final action of the Special Committee, the Chair of the Committee shall poll the GSN BOD as to their desire to do another, similar, event providing the proposed venue and timing. If the GSN BOD approves the repeat of the event the Chair of the Committee shall take all required steps, including obtaining the signature of the GSN President on a contract, to reserve the proposed venue at the proposed time. The contract should include reasonable cancellation provisions should the needs of the GSN change.

**Section 4.** As soon as practicable following the formation of the Special Committee, the Board of Directors shall direct the Treasurer of the GSN to provide a check for the approved “seed money”. The Special Committee shall establish a checking account, if appropriate, and all monies will be deposited in that account. Following the event, all monies shall be turned over to the Treasurer of the GSN, and the checking account shall be closed.

#### **Article IV. Political Activity**

**Section 1.** The Geological Society of Nevada is a tax exempt (federal tax only) educational organization under IRS rule 501(c)-6. The GSN is a non-profit, non-partisan and apolitical organization.

**Section 2.** The Executive Committee of the GSN shall, using the general guidelines of Article IV, Section 3 of this policy manual, be responsible for determining the appropriateness of any political activity contemplated by the organization or recommended by any member. Where questions arise concerning the appropriateness of any action, the matter shall be referred to the Board of Directors who shall provide a written or oral advisory to the Executive Committee.

**Section 3.** The Board of Directors shall maintain oversight, through its Policy Committee, of any political activity proposed by the Executive Committee and shall use the following general guidelines in providing advice to the Executive Committee.

A. The following are considered acceptable activities for the GSN:

i) Produce position papers on scientific matters when requested by the membership (ie. global warming, geohazards).

ii) Comment on matters affecting geologists in the state, nation or world (factual data only – this includes the ability to state that certain legislation will have an impact (positive or negative) on our members as long as the facts leading to that conclusion are clearly presented).

iii) Cooperate with all organizations, including advocacy organizations, in the dissemination of factual information.

3. The following are not considered acceptable activities for the GSN:

a) Portrayal of the GSN as representing a single industry or industry segment (drilling, mining, exploration, university faculty, etc.).

b) Lobbying on behalf of any organization or industry or paying anyone to do so.

c) Joining or providing financial assistance/support to, advocacy organizations such Sierra Club, Wilderness Society, NvMA, AEMA, NMEC, etc.

d) Endorsing candidates for any public office or appointed commission or committee.