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3 **AMERICAN GEOPHYSICAL UNION**
4 **BYLAWS**
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6 **Article I. Name**
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8 The name of this association is the American Geophysical Union (AGU), also referred to
9 in these bylaws as the "Union," a nonprofit corporation chartered under the laws of the
10 District of Columbia.
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13 **Article II. Purpose**
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15 The Union is dedicated to the furtherance of the geophysical sciences through the
16 individual efforts of its members in cooperation with other national and international
17 scientific organizations. Among the ways the Union fulfills its purpose are to:

- 18 1. Promote the scientific study of Earth, Sun, and the solar system and all of their
19 environments and components and to make the results of such studies available
20 to the public.
21 2. Advance the various geophysical sciences (1) through programs of the Union, its
22 sections and focus groups; (2) by scientific discussion, publication, and
23 dissemination of information; and (3) by sponsorship or co-sponsorship of
24 scientific and technical symposia, colloquia, and meetings.
25 3. Promote cooperation between and among scientific organizations worldwide
26 whose objectives include the furtherance of knowledge in the geophysical
27 sciences and related disciplines.
28 4. Carry out education and outreach activities to further the public's understanding
29 of the geophysical sciences.
30 5. Initiate and participate in geophysical research programs.
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33 **Article III. Members**
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35 **Section 1. Membership**

36 There shall be the following membership categories:

- 37 A. **Member** – Individuals who are professionally engaged in or associated with
38 geophysics are eligible to become members of the Union. Members shall be entitled
39 to all rights and privileges of membership, including the right to receive publications
40 and other materials, subscribe to Union journals, purchase Union publications at
41 member rates as established by the Board, and vote on matters brought before the
42 membership.
43
44 B. **Fellow** – A member who has attained acknowledged eminence in the geophysical
45 sciences, and who has been elected by a committee of fellows appointed by the
46 president shall be inducted as a fellow. A member of the Union who is a recipient of
47 an AGU medal shall automatically be made a fellow. The number of fellows elected
48 in each annual class shall not exceed 0.1% of the total membership at the end of the

- 49 year preceding installation of that class.
50
- 51 C. Honorary Fellow – A person who has provided services to the Union or made
52 exceptional contributions to the fields of geophysics may be elected an honorary
53 fellow by the council.
54
- 55 D. Associate – An individual who desires identification with the Union and wishes to
56 support its objectives but does not meet the qualifications of membership may
57 become an associate. Associate members may not vote or hold office, but shall
58 otherwise have all of the rights of membership.
59
- 60 E. Affiliate – A corporation, academic institution, or other organization interested in the
61 geophysical sciences may designate a representative to become an affiliate. The
62 designated representative shall enjoy the privileges of a member.
63

64 Section 2. Dues

65 Dues for all membership categories, including reduced rates for students or other
66 groups, shall be set by the board of directors, except that the following shall not pay
67 dues:

- 68 • Members and fellows who have remitted dues for life with a lump sum payment
69 established at the discretion of the board of directors;
- 70 • Honorary fellows;
- 71 • Members and fellows who have retired from active professional service, have
72 been an active member for at least 10 years, and whose age plus the number of
73 years in good standing total 90 or greater;
- 74 • Disabled members and fellows for the duration of their disability, in accordance
75 with policies adopted by the board.
76

77 Section 3. Resignation, Termination and Expulsion

- 78 A. A member may resign by sending written notification to the headquarters office, and
79 such resignation shall be effective as of the date of receipt. A resignation that is
80 tendered while disciplinary proceedings are pending need not be accepted by the
81 board of directors.
82
- 83 B. A member may be terminated for nonpayment of dues in accordance with policies
84 established by the board of directors. Such termination shall not relieve the member
85 from other financial obligations that may exist.
86
- 87 C. A member may be expelled for cause by a three-fourths vote of the entire board of
88 directors, provided that the member has had the opportunity to appear and speak on
89 his or her behalf. Investigation and hearings shall take place in accordance with the
90 disciplinary provisions contained in the parliamentary authority. A member who has
91 been expelled may not reapply for membership for a period of ten years.
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94 Article IV. Sections and Focus Groups

95 Section 1. Sections

96 Sections which represent the spectrum of active research in geophysics shall be
97

98 organized to promote the purposes of the Union. They may be created, subdivided, and
99 dissolved in accordance with council policies. Sections may adopt bylaws or other rules
100 which may not conflict with the bylaws and rules of the Union. Members may designate
101 the sections with which they desire to be affiliated, but may be voting members of no
102 more than a total of three sections and focus groups.

103

104 Section 2. Section Officers

105 A. The officers of each section shall be the president, president-elect, and all of the
106 secretaries of the section and divisions, if applicable. Each section shall have an
107 executive committee including at minimum the president, president-elect, and most
108 recent past president. Section officers shall serve in such capacity without
109 honorarium or other compensation except for reimbursement of reasonable
110 expenses incurred on behalf of the Union.

111

112 B. Section officers shall be elected by mail or any electronic means excluding electronic
113 mail and shall serve for a term of two years beginning on July 1 following their
114 election. Vacancies that occur between terms shall be filled by the section executive
115 committee; however, in the case of a vacancy in the office of section president, the
116 elected section president-elect shall automatically succeed to the office of section
117 president, followed by the full term as section president that would otherwise have
118 been served. An appointed section president-elect shall not automatically become
119 section president, but may be a candidate for that office during the subsequent
120 election cycle. If a vacancy occurs in both the section president and section
121 president-elect positions they may be filled by the section executive committee for
122 the remainder of the term and the subsequent election shall be for both a section
123 president and section president-elect.

124

125 C. Each section shall be represented on the Union council by its president and
126 president-elect. The section secretary shall serve as an alternate. If additional
127 alternates are needed, they shall be appointed by the section president.

128

129 Section 3. Focus Groups

130 Focus groups may be created by the council to represent contemporary subject areas
131 and build interdisciplinary interaction. They may be created, divided, and dissolved in
132 accordance with council policies.

133

134 Section 4. Focus Group Officers

135 A. The focus group shall determine if its officers are to be elected by the members of
136 the focus group or appointed by the president of the Union. Regardless of method of
137 election or appointment, all focus group officers shall be members of the Union, shall
138 serve in such capacity without honorarium or other compensation except for
139 reimbursement of reasonable expenses incurred on behalf of the Union, and shall
140 serve for a term of two years beginning on July 1 following their election.

141

142 B. If the focus group chooses to allow the president of the Union to appoint its
143 president, no additional officers shall be required. Vacancies in the officer positions

144 shall be filled by the president of the Union.

- 145
- 146 C. If the focus group chooses to elect officers, the minimum officers shall be a
147 president, a president-elect, and a secretary. Such focus groups shall have an
148 executive committee including at minimum the president, president-elect, and most
149 recent past president. Vacancies that occur between terms shall be filled by the
150 focus group executive committee; however, in the case of a vacancy in the office of
151 focus group president, the focus group president-elect shall automatically succeed to
152 the office of focus group president, followed by the full term as focus group president
153 that would otherwise have been served. A focus group president-elect who has been
154 appointed to fill a vacancy shall not automatically become focus group president, but
155 may be a candidate for that office during the subsequent election cycle. If a vacancy
156 occurs in both the focus group president and focus group president-elect positions
157 they may be filled by the focus group executive committee for the remainder of the
158 term and the subsequent election shall be for both a focus group president and
159 focus group president-elect.
- 160
- 161 D. Focus groups that are organized with elected officers shall be represented on the
162 Union council by their respective focus group president and focus group president-
163 elect. The focus group secretary shall serve as an alternate. If additional alternates
164 are needed, they shall be appointed by the focus group president.
- 165
- 166 E. Members may designate the focus groups with which they desire to be affiliated, but
167 may be voting members of no more than a total of three sections and focus groups.
- 168

169 Section 5. Dispute Resolution

170 Questions of jurisdiction or resolution of disputes shall be decided by the council.

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172

173 **Article V. Council**

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175 Section 1. Composition

- 176 A. The council shall be composed of the president and president-elect of each section,
177 the president and president-elect of each focus group that opts to elect officers,
178 Union committee chairs as determined by the council, and up to five other members
179 as determined by the council.
- 180
- 181 B. The president-elect of the Union shall serve as chair of the council, and may only
182 vote when the vote is by ballot or when such vote will affect the result. A vice chair
183 shall be elected by and from the council to serve for a term of two years
184 commencing July 1 following the election. The vice chair shall chair meetings of the
185 council in the absence of the council chair.
- 186

187 Section 2. Authority and Duties

- 188 A. The council shall be responsible for developing the scientific policy of the Union,
189 including but not limited to ethics, awards, honors, acceptance of honorary fellows,
190 general science policy, and the science-related portions of the AGU strategic plan.

191 The council shall provide recommendations to the board of directors on strategic and
192 operational matters affecting the Union.

193
194 B. The council shall develop and approve policies for its own operations, including the
195 approval of programs for scholarships, fellowships, or grants-in-aid to assist worthy
196 candidates in the advancement of geophysical science within the limits of its board-
197 approved budget for these purposes.

198
199 C. The council shall develop and approve policies consistent with these bylaws
200 regarding the creation, monitoring, subdivision and dissolution of sections and focus
201 groups.

202

203 Section 3. Council Leadership Team

204 The council leadership team shall be composed of the council chair, vice chair, and
205 three members elected by and from the council. The leadership team shall develop and
206 oversee the council work, define issues of importance for council deliberation, plan the
207 meetings of the council, and determine the draft agenda for council meetings. The
208 leadership team shall have the authority to conduct the affairs of the council between
209 council meetings, provided that the leadership team may not contradict council policy or
210 decisions. Actions of the leadership team must be reported to the council within ten
211 days.

212

213 Section 4. Council Meetings

214 A. The council shall meet in person at least one time per calendar year and at other
215 times as deemed necessary by the council. In-person council meetings shall be
216 open to all members, except for executive sessions. Special meetings of the council
217 may be called by the chair or by any five council members. The council shall make
218 an annual report of its actions to the membership.

219

220 B. One of the in-person council meetings shall be held at the time of a Union-wide
221 scientific meeting, and this meeting shall also constitute the annual membership
222 meeting of the Union. Notice of this meeting shall be sent to all members of the
223 Union at least thirty days and not more than 50 days before the meeting, and such
224 notice may be delivered by mail or included in a printed publication that is mailed to
225 all members, or sent electronically as allowed by law. The agenda shall include at
226 minimum a report on the organizational affairs and a report on the financial status of
227 the Union.

228

229 C. The council may also conduct business via electronic communications in
230 accordance with council policies. Any decisions made shall be reported at the next
231 in-person council meeting.

232

233 D. A council organizational meeting may be held by the newly elected council members
234 prior to the start of the term for the purpose of electing a council vice chair and three
235 members of the leadership team.

236

- 237 E. Notice for in-person council meetings shall be sent to all council members at least
238 thirty days prior to the meeting.
239
- 240 F. The quorum for council meetings shall be one third of the currently filled positions on
241 the council. Each representative shall have one vote, and no representative shall
242 serve in more than one position on the council.
243
244

245 **Article VI. Officers**

246 Section 1. Composition

247 The elected officers of the American Geophysical Union shall be the president,
248 president-elect, general secretary, and international secretary. The board of directors
249 may also appoint one or more assistant secretaries and assistant treasurers who may
250 or may not be members of the Union, and who shall have such duties and powers as
251 the board may from time to time prescribe. An executive director employed by the board
252 of directors shall also serve as a nonvoting ex-officio officer. Elected officers shall not
253 be compensated except for reimbursement of reasonable expenses incurred on behalf
254 of the Union, and no loans shall be made to any officers, directors, or other members.
255
256

257 Section 2. Term of Office

258 The term of office for elected officers and directors shall be two years beginning on July
259 1 following their election. The term of office for appointed officers shall be as directed by
260 the board.
261

262 Section 3. Duties of Officers

263 A. President – The president shall be the chief elected officer of the Union, and as such
264 shall:

- 265 1. Preside at all meetings of the board and executive committee;
- 266 2. Appoint all standing committee members and chairs in accordance with these
267 bylaws and subject to policies adopted by the board, provided that the terms of
268 all committee members and committee chairs shall expire at the end of the
269 president's term;
- 270 3. Appoint, with the advice of a selection committee, the editors of the principal
271 journals of the Union;
- 272 4. Appoint a secretary pro tem in case the general secretary is absent; and
- 273 5. Perform other duties incident to the office of president, whether assigned by the
274 board of directors, the council, or the governing documents.
275

276 B. President-elect – The president-elect shall:

- 277 1. Serve as the chair of the council;
- 278 2. Serve as presiding officer in the absence of the president;
- 279 3. Succeed to the office of president in the event of a vacancy in that office or at the
280 end of the term of office; and
- 281 4. Perform other duties incident to the office of president-elect, whether assigned by
282 the board of directors, the council, or the governing documents.
283

- 284 C. General Secretary – The general secretary shall:
285 1. Give or cause to be given all notices as required by law and these bylaws;
286 2. Serve as treasurer, having the custody of and responsibility of all funds and
287 securities of the Union;
288 3. Perform other duties incident to the office of secretary or treasurer, whether
289 assigned by the board, council, or the governing documents.
290
- 291 D. International Secretary – the international secretary shall:
292 1. Chair the committee on international participation;
293 2. Be responsible for planning and organizing the participation of the American
294 Geophysical Union in appropriate international activities; and
295 3. Cooperate with the sections and focus groups in the international aspects of their
296 programs.
297
- 298 E. Executive Director – the executive director shall:
299 1. Be hired by and serve at the direction of the board of directors;
300 2. Serve as the Union’s chief executive officer to develop, implement and inform the
301 board of administrative procedures necessary to implement board policy;
302 3. Ensure preparation and implementation of an annual budget that supports the
303 strategic plan;
304 4. Manage the operations of the Union on a day to day basis, including hiring and
305 firing personnel in keeping with board policy, and ensuring each employee is
306 properly supervised; and
307 5. Implement policies approved by the board, recommending changes if
308 appropriate.
309

310 Section 4. Vacancies

- 311 A. A vacancy in the office of president shall be filled by the president-elect for the
312 remainder of the term, followed by one full term as president.
313
- 314 B. A vacancy in the office of president-elect shall be filled for the remainder of the term
315 by a member of the board or council elected by the council. A person filling a
316 vacancy in the office of president-elect shall not automatically succeed to the office
317 of president. In such case, the subsequent Union-wide election shall be for both a
318 president and president-elect.
319
- 320 C. A vacancy in the office of general secretary or international secretary shall be filled
321 for the remainder of the term by the board of directors.
322
- 323 D. Should simultaneous vacancies occur in the offices of president and president-elect,
324 the general secretary shall serve as acting president until the completion of the
325 election of a new president and president-elect, which shall take place as soon as
326 practicable under procedures adopted by the board of directors.
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Article VII. Board of Directors

Section 1. Composition

The board of directors shall be composed of the president, president-elect, immediate past president, general secretary, international secretary, vice chair of the council, the development board chair, six members elected by the Union membership, and up to two members nominated by the Union president and approved by the board. The executive director shall be a nonvoting ex-officio member of the board, unless excused from all or part of a meeting by majority vote. No individual shall simultaneously serve in more than one position on the board, except the general secretary, who shall also serve as treasurer.

Section 2. Authority and Duties

- A. The board shall have general authority for all affairs of the Union and shall be its representative in its external relations. Within the limit of law, the board may delegate with power of decision and action any of its specific functions to the officers and to committees.
- B. The board shall also:
1. Approve all fiscal and contractual matters of the Union;
 2. Establish all organizational policy;
 3. Hire, oversee, and evaluate the executive director;
 4. Appoint the registered agent and designate the registered office;
 5. Ensure that the accounts of the Union are audited annually by a certified public accountant;
 6. Establish policies required by law and best practices of governance, including policies regarding bequests, grants, contributions, funds and their disbursement, whistleblower, records management, conflict of interest, compensation, and others as deemed necessary; and
 7. Perform such other duties and have such other authority as necessary in order to fulfill the usual and customary responsibilities of a board of directors in conformance with applicable law and the governance documents of the Union.

Section 3. Meetings

- A. The board shall meet in person at least three times per year at times and places as determined by the board. The board may also meet in addition to the in person meetings by conference call or other electronic means provided that all persons may hear and speak to one another at the same time. Notice for in person meetings shall be given to all members of the board at least fifteen days in advance of such meetings. Notice of conference call meetings shall be given to all members of the board at least ten days in advance of such meetings. Notice may be waived before, during or after a meeting. The board may take action by written consent signed by all members.
- B. Special meetings of the board may be called by the president and shall be called upon written request of at least four members of the board. Notice for a special meeting shall be sent to all members of the board at least three days in advance of

377 such meetings with an agenda specifying the subjects to be considered at the
378 special meeting.

379
380 C. A majority of the filled positions on the board shall constitute a quorum for all
381 meetings of the board.

382
383 Section 4. Executive Committee

384 There shall be an executive committee composed of the president, president-elect,
385 general secretary, and the international secretary. The executive director shall be a
386 nonvoting ex-officio member. The executive committee shall have the authority to
387 conduct the affairs of the Union between meetings of the board, provided that the
388 executive committee may not contradict board policy or decisions. Actions of the
389 executive committee must be reported to the board within ten days. The executive
390 committee may also meet by conference call or other electronic means provided that all
391 persons may hear and speak to one another at the same time. The board may take
392 action by written consent signed by all members.

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395 **Article VIII. Nomination, Election, Voting and Removal**

396
397 Section 1. Nomination

398 A. There shall be a nominating committee composed of six members plus the
399 immediate past president of the Union. Three members shall be elected by the
400 board and three members shall be elected by the council. Members of the
401 nominating committee shall serve for two years or until a successor is elected or
402 appointed and assumes office, and may not be candidates for Union office during
403 their tenure on the nominating committee. The committee shall elect its own chair.

404
405 B. The nominating committee is generally charged with identifying qualified candidates
406 for Union offices and identifying and developing future leaders. The board shall
407 communicate to the nominating committee its recommendations for representational
408 priorities.

409
410 C. Additional nominations from the general membership may be made by petition,
411 provided that each petition is signed by at least 1% of the full voting members of the
412 Union, section or focus group as appropriate, and that the petition is received by the
413 general secretary within thirty days following the date the nominations are reported
414 to the general membership.

415
416 Section 2. Election

417 A. A general election shall be held every two years to elect the Union president-elect,
418 general secretary, six directors, and international secretary. The council shall
419 develop procedures for the conduct of the general election and elections for section
420 and focus group offices, which shall include at minimum the following:

421 1. At least four months before the general election, the nominating committee shall
422 submit nominations for the elective positions of the Union, and the section and
423 task force presidents shall likewise submit nominations for their respective

- 424 groups. The nominations shall be published in an AGU publication of general
425 circulation at least thirty days before the general election.
- 426 2. If more than two candidates are nominated, voters shall be required to rank
427 candidates in order of their preference. In tallying such votes, if no candidate has
428 a majority of the first-place votes, then the candidate with the fewest first-place
429 votes will be eliminated and the second-place votes on those ballots will be
430 distributed among the other candidates. This process will be repeated, using the
431 next successive choice on ballots until one candidate has achieved a majority.
- 432 3. In case of a tie, the candidate with the most first place votes shall be declared the
433 winner. If both candidates received the same number of first place votes, the
434 winner shall be chosen by lot.

435

436 Section 3. Limitations

437 A. The president shall not be eligible for subsequent election to the office of president-
438 elect for at least four years following the expiration of the term as president.

439

440 B. The general secretary or international secretary shall be eligible to serve no more
441 than four terms in each office, whether consecutive or in the aggregate.

442

443 C. Directors shall serve for no more than three consecutive terms, but may serve again
444 as a director after two years absence from the board.

445

446 D. Except for the ex-officio service of the executive director, no employee of the Union
447 shall be eligible to serve on the board of directors during the term of employment,
448 nor for three years following the termination of such employment.

449

450 E. Service for more than half of a term shall be considered as a full term.

451

452 Section 4. Voting

453 A. No member may exercise more than one vote in any capacity in the Union. Proxy
454 voting shall not be allowed at any time.

455

456 B. Unless otherwise required by the law or these bylaws, voting on any matter requiring
457 a vote of the membership or the council may be by mail or any electronic means
458 excluding electronic mail. No mail ballot shall be closed until at least thirty days after
459 date of issue.

460

461 Section 5. Removal

462 A. An officer of the Union or board or council member may be removed from office
463 provided all of the following conditions are met:

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465 1. A petition signed by at least 1% of the voting members of the Union or of the
466 affected section or focus group members as of December 31 preceding the
467 submission of the petition must be submitted to the general secretary requesting
a ballot for removal.

468

469 2. The board shall have until the close of its next regular or special meeting to
determine whether or not to send a ballot to the membership.

470 3. If it is determined to proceed with a membership vote, a ballot shall be sent or
471 provided electronically within thirty days of such determination. A majority of
472 those voting shall be required for removal.

473
474 B. All deliberation and voting regarding removal of an officer or board or council
475 member shall be held in executive session and any votes cast therein shall be
476 maintained as confidential.

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478 C. Additional rules on removal may be established by the board of directors, provided
479 they are not in conflict with these bylaws.

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Article IX. Committees

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Section 1. Standing Committees

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Standing committees of the Union shall be appointed by the board of directors. The chairs of standing committees and committee members shall be appointed by the president for a term not to exceed the term of the president. The reporting requirements shall be determined by the board of directors.

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Section 2. Special Committees

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Special committees may be created for a specific purpose by the president or the board of directors to provide advice on areas of significance to the union. The council may propose the creation of a special committee to the board of directors for approval. The chair and the members of such committees, and reporting requirements, shall be determined by the appointing power.

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Section 3. Board Committees

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Committees of the board may be created by the board of directors, including at minimum an audit committee. Such committees shall have at least two directors on each board committee, and shall have such duties and provide such reports as the board may direct.

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Section 4. Development Board

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Article X. Parliamentary Authority

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The rules contained in the tenth edition of *Robert's Rules of Order Newly Revised* shall govern this Union in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Union may adopt.

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Article XI. Indemnification

- A. Unless otherwise prohibited by law, the Union shall indemnify any board member, council representative, officer of the Union, any former board member or officer, any person who may have served at the Union’s request as a director or officer of another corporation, whether for profit or not for profit, and may, by resolution of the board, indemnify any employee or agent of the Union against any and all expenses and liabilities actually and necessarily incurred by that individual or imposed on the individual in connection with any claim, action, suit, proceeding, whether actual or threatened, civil, criminal, administrative, or investigative, including appeals, to which the individual may be or is made a part by reason of being or having been such board member, council representative, employee or agent.
- B. There shall be no indemnification for taxes or penalties imposed by any government agency or in relation to matters as to which the individual shall be adjudged in such claim, action, suit or proceeding to be guilty of a criminal offense or liable to the Union for damages arising out of the individual’s own gross negligence or misconduct in the performance of a duty to the Union.

Article XII. Amendment

Section 1. Proposals

Amendments to these bylaws may be proposed by the board of directors, the council, a section, a focus group, a committee, or by any ten members. The exact text of the changes being proposed shall be submitted to the bylaws committee for review. The bylaws committee may assist with the development of specific language to enact the change being proposed.

Section 2. Review

Proposed Amendments shall be sent by the bylaws committee to the board of directors for their review and recommendation before being sent to the council.

Section 3. Approval

- A. Proposals to amend the bylaws may only be considered at in-person meetings of the council. All Union members shall be given sixty days to review such proposals prior to the council meeting at which the proposal will be considered.
- B. A two-thirds vote of the council members present and voting shall be required to amend these bylaws.

559 PROVISOS to AGU Bylaws:

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561 1. These bylaws shall go into effect on July 1, 2010.

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563 2. The officers in place when these bylaws are approved shall continue in their terms of
564 office until the expiration of their terms on July 1, 2010, and prior service in such
565 positions shall be counted for the purpose of term limits. The president-elect in place
566 when the bylaws are approved shall succeed to the office of president in accordance
567 with these bylaws.

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569 3. The nominating committee in place when these bylaws are approved shall serve
570 until the completion of the 2010 election. The election ballot shall include six
571 directors who shall begin their terms on July 1, 2010.

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573 4. The council in place when these bylaws are approved shall elect a temporary vice
574 chair, who shall serve on the board of directors from July 1, 2010 until the first
575 meeting of the council after that date, at which time the vice chair shall be elected.

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577 5. The council in place when these bylaws are approved shall also be authorized to
578 take whatever additional action is deemed necessary to enable a smooth transition
579 to the new governance structure on July 1, 2010.

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581 6. All focus groups, whether the officers are appointed or elected, shall be allowed to
582 participate in the council until July 1, 2012, after which the provisions of Article V,
583 Section 1 shall take effect.