

**ARTICLES OF INCORPORATION  
OF  
ARIZONA GEOLOGICAL SOCIETY, INC.**

**ARTICLE I  
NAME**

The name of the corporation is the ARIZONA GEOLOGICAL SOCIETY, INC., hereinafter referred to as the "Society".

**ARTICLE II  
PURPOSE**

The Society is a nonprofit civic organization and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for the purposes of promoting and encouraging interest in the science of geology and in geology of the State of Arizona. The purpose and activities of this Society shall at all times be consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as hereafter amended (the "Code").

**ARTICLE III  
MANAGEMENT**

The affairs of the Society shall be managed by a board of directors, which shall be called the "Executive Committee". The Executive Committee shall consist of no less than three, but no more than eight Officers, and no more than seven members of an Advisory Council. Election to the Executive Committee shall be by the majority vote of the voting members of the Society present at a meeting called for that purpose providing such meeting represents a quorum of the membership. Officers shall serve for one-year terms. With the exception of the ex-officio Chair who serves for one year, members of the Advisory Council shall be elected to staggered terms of three years each. The initial Executive Committee is composed of three Officers. The names and addresses of the Officers are:

	<b>Name</b>	<b>Address</b>
Secretary	Jon E. Spencer	Arizona Geological Survey 416 W. Congress, Suite 100 Tucson, Arizona 85701
Treasurer	Catherine York	P.O. Box 40952 Tucson, Arizona 85717
Vice Treasurer	Volker Spieth	P.O. Box 40952 Tucson, Arizona 85717

**ARTICLE IV**

## **STATUTORY AGENT**

The statutory agent for the Society shall be Gary L. Christner, C.P.A., 921 S. Craycroft, Tucson, Arizona 85711. The statutory agent and its successors may be replaced from time to time by the Executive Committee, as it may deem advisable.

## **ARTICLE V ADDRESS**

The current address of the corporation is: Arizona Geological Society, Inc., 921 S. Craycroft, Tucson, Arizona 85711.

## **ARTICLE VI INCORPORATOR**

The name and address of the incorporator is:

Jon E. Spencer  
Arizona Geological Survey  
416 W. Congress, Suite 100  
Tucson, Arizona 85701

## **ARTICLE VII MEMBERS**

The Society shall consist of voting members and student members, admitted in accordance with the Bylaws, who are professionally interested in the geology of the State of Arizona.

## **ARTICLE VIII POWERS AS A NON-PROFIT ASSOCIATION**

The Society is organized and operated exclusively for scientific purposes within the meaning of Internal Revenue Code Section 501(c)(3). Notwithstanding any other provision of these Articles, the Society shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3). Section references are to the Internal Revenue Code of 1986 and to corresponding provisions of any future United States Internal Revenue law.

The Society shall exercise all of the powers and privileges and perform all of the duties and obligations of the Society as set forth herein and in the Bylaws and pay all expenses in connection with the conduct of the business of the Society.

The Society shall be a nonprofit corporation that shall have no stock. No dividends or pecuniary profits shall be declared or paid to the Executive Committee or members. All the earnings and property of the Society shall be used to further the purposes and objects of the Society as set forth in Article II. Nothing contained herein, however, shall prohibit payments by the Society to members of the Executive Committee as reimbursement for reasonable expenses incurred on

behalf of the Society.

## **ARTICLE IX DISSOLUTION**

Upon the dissolution of the Society, assets shall be donated to the Arizona Board of Regents to be administered for scholarly pursuits in the earth sciences at the discretion of the Board of Regents, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code).

The Society may be dissolved with the assent given in writing and signed by not less than seventy-five percent of the Executive Committee. Upon the dissolution of the Society, the Executive Committee shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of its remaining assets as provided for in Article IX herein.

Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Society is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine.

## **ARTICLE X LIMITATION OF LIABILITY OF DIRECTORS, OFFICERS, AND MEMBERS**

Members of the Society shall not be individually liable for the Society's debts or other liabilities. The private property of such individuals shall be exempt from any Society debts or liabilities. Members of the Society shall not be personally liable to the Society for monetary damages for breach of fiduciary duty as a member of the Society or as a member of any committee of the Society, except for liability for (a) the amount of a financial benefit received by a member to which the member is not entitled, (b) an intentional infliction of harm on the corporation or the members, (c) a violation of § 10-3833 of the Arizona Revised Statutes, or (d) an intentional violation of criminal law.

The Society shall indemnify its members to the fullest extent permitted by law, including indemnifying its members for liability, as defined under Arizona Revised Statutes § 10-3850 through 10-3858, to any person for any action taken, or any failure to take any action, as a member of the Executive Committee, except for any of the exceptions described in the first paragraph of this Article.

If the Arizona Revised Statutes are hereafter amended to authorize corporate action further eliminating or limiting the personal liability of a member, then the liability of a member of the Society shall be eliminated or limited to the fullest extent permitted by the Arizona Revised Statutes, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a member of the Society existing at the time of such repeal or modification. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any member of the Society for or with respect to any acts or omissions of such member occurring prior to such amendment or repeal.

**ARTICLE XI  
MEMBERSHIP**

The Society's procedures and rules, as well as the qualifications of the members and the manner in which they shall be selected and admitted as members of this Society, are as set forth in the Bylaws of the Society.

**ARTICLE XII  
AMENDMENT OF ARTICLES**

Amendment of these Articles of Incorporation shall require a vote of seventy-five percent of the Executive Committee at any duly constituted and convened regular or special meeting of the Executive Committee.

Signed \_\_\_\_\_, 2000

\_\_\_\_\_

Jon E. Spencer, Ph.D., Incorporator

\*\*\*\*\*

NOTE: THE ORIGINAL DOCUMENT WAS SIGNED AND DATED ON 2 FEBRUARY 2000. FOR CURRENT INFORMATION INCLUDING CORPORATION CONTACT INFORMATION, LIST OF OFFICERS, AND ANNUAL REPORTS, PLEASE VISIT THE ARIZONA CORPORATION COMMISSION WEBSITE (CORPORATE RECORDS, ACTIVE CORPORATIONS) AT <http://www.cc.state.az.us>.