

BYLAWS OF
THE CLAY MINERALS SOCIETY

(Revised May 2023)

PREAMBLE

The particular business and objectives of the Society shall be to encourage in the broadest and most liberal manner the advancement of clay mineral science in all of its branches; the promotion of research in clay mineral science and technology; the increase and transfer of knowledge of clay mineral science and technology; and by its meetings, reports, papers, discussions, and publications to promote scientific exchange and inquiry across borders and disciplines thereby fostering public welfare and education, and providing for informed development of industries and natural resources, addressing environmental issues, and adding to the prosperity and well-being of all people.

ARTICLE I. NAME AND SEAL

Section 1. Name. The name of the Society shall be "The Clay Minerals Society," herein referred to as the "Society."

Section 2. Seal. The seal of the Society shall consist of two concentric circles with the words "The Clay Minerals Society" inscribed between them.

ARTICLE II. PRINCIPAL PURPOSES

Section 1. Journal. As a means of achieving the goals stated in the Preamble, a principal activity of the Society shall be to publish a periodical journal containing, but not limited to, original research papers in the broad field of clay science. The journal is titled CLAYS AND CLAY MINERALS and is copyrighted by the Society. Managerial responsibility for the journal shall be divided between the Editor-in-Chief and the Board of Associate Editors.

Section 2. Technical Meetings. Another principal activity of the Society shall be to organize and conduct technical meetings that will promote presentation and discussion of research problems and results among clay scientists. Technical meetings customarily shall be held annually and customarily shall coincide in time and place with the Annual Meeting of the Society (Article VIII, Section 1). A technical meeting customarily will be organized and managed by a Local Committee approved by the Council (ARTICLE IV, Section 2).

ARTICLE III. MEMBERSHIP AND ELECTION OF MEMBERS

Section 1. Membership. The general membership of the Society shall consist of Members, Associate Members, Student Members, Distinguished Members, Senior Members, Sustaining Members, Sustaining Patrons, and Sustaining Benefactors.

Section 2. Members. Members shall be persons interested in clays and clay minerals or related topics.

Section 3. Associate Members. Associate Members shall be persons who are students, graduates or undergraduates, and early-career researchers within three years of their final higher education degree in fields related to clay mineral science or technology. They shall pay no dues if they meet the minimum criterion for this category (i.e., publish in *Clays and Clay Minerals* as first or co-author, register for the Annual Meeting, or purchase a Source Clay).

Section 4. Student Members. Student Members shall be persons who are students, graduates or undergraduates, in fields related to clay mineral science or technology.

Section 5. Distinguished Members. Distinguished Members shall be persons who have received the Marilyn and Sturges W. Bailey Distinguished Member Award. Distinguished Members can also be nominated by the Committee on Awards, which shall submit its recommendations to the Council. Election of Distinguished Members shall be carried out by secret ballot and shall require a two-thirds (2/3) affirmative vote of the entire Council.

Section 6. Senior Members. Senior Membership shall be granted, upon request, to retired persons 65 years or older who have been members of the society for 20 or more years. Senior Members will retain all rights and privileges of membership.

Section 7. Sustaining Members, Patrons, and Benefactors. Sustaining Members, Patrons, and Benefactors shall be persons, institutions, foundations, or corporations who, with optional approval of the Council, shall have donated a gift of specified value to the Society each year. The monetary value associated with each level of sustaining membership shall be approved by Council.

Section 8. Voting Privileges. All Members, Associate Members, Student Members, Distinguished Members, Senior Members, Sustaining Members, Sustaining Patrons, and Sustaining Benefactors, who are in good standing, shall be voting members and entitled to vote in the transaction of the regular business of the Society. Organizations which are Sustaining Members, Sustaining Patrons, or Sustaining Benefactors may empower one person from the organization to vote on its behalf.

Section 9. Application for Membership. Membership shall be attained on acceptance of the application and receipt of one year's dues by the Society Office Manager. Associate Membership without payment shall be offered to non-members who meet the minimum criterion (above).

Section 10. Dues. Dues will be set by the Council and shall be payable by January 1 of each year. Dues shall not be required of Distinguished Members, Senior Members, or Associate Members.

Section 11. Arrears. A Member or Student Member who is in arrears in payment of annual dues shall not be entitled to any of the rights and privileges of a Member of the Society. The membership of a Member or Student Member whose dues are more than one year in arrears shall be automatically suspended.

Section 12. Member conduct. The Society expects its members to adhere to the highest ethical standards of scientific conduct. This includes the active promotion of professional environments free of all forms of harassment based on gender, ethnicity, religion, culture, sexual orientation, disability status, age, or any other personal dimension of diversity.

Section 13. Equity and Inclusion. The Society was founded as an organization open to all people interested in learning and promoting clay science. As such we are committed to promoting equity and inclusion by creating an environment that values and assists members who encounter and report unintended or institutional bias.

Section 14. Suspension and Termination of Membership. The membership of any Member of any class may be suspended or terminated by the Council. Suspension or termination shall require a two-thirds (2/3) affirmative vote of the entire Council after a hearing or opportunity to be heard, for conduct determined by the Council to be prejudicial to the interests of the Society.

Section 15. Affiliate Membership. The Clay Minerals Society may affiliate with other organizations upon approval of Council.

ARTICLE IV. MANAGEMENT

Section 1. Management. The management of the Society shall be vested in its Officers, Council, and Standing Committees.

- (a) The Officers shall be the President, Vice-President, Secretary, and Treasurer.
- (b) Executive Committee. The Officers, Editor-in-Chief, and the Immediate Past-President shall constitute the Executive Committee. The Vice-President Elect shall be a non-voting member of the Executive Committee. The Executive Committee shall have only such powers as shall be expressly conferred upon it from time to time by the Council. The Executive Committee shall conduct the business of the Society between meetings.
- (c) Society Manager. The Society Office shall be established using a Manager who shall serve on an annual contract basis evaluated by the Society President. The Society Manager's duties shall be specified in the terms of the annual contract, which shall be approved by the Executive Committee. The Manager shall act as custodian of all property of the Society, except property for the custody of which other provisions shall have been made in the Bylaws or by the Council. The Manager shall notify all candidates for office of the results of the election and the terms of office and shall notify Chairs and members of Committees of their appointments. The Manager shall issue notices of all meetings and shall include in each notice of any special meeting a statement of the business (Meeting Agenda) to be transacted at the meeting. The Manager shall maintain the roster of names and addresses of all Members, Student Members, Senior Members, and other persons contributing to the Society, and shall keep a complete list of Distinguished Members, Award Recipients, Annual Meeting Locations, Sustaining Members, Sustaining Patrons, and Sustaining Benefactors.

Section 2. Council. The property and affairs of the Society shall be managed by the Council. The Council shall consist of the Officers, the Vice-President Elect, the Immediate Past President, and nine (9) additional members who were elected as Councilors. The Editor-in-Chief and standing committee chairs shall be non-voting members of Council. The Treasurer and the Secretary submit annual reports to the Council. At the Annual Meeting, the Council shall submit to the Society a report which shall include the reports of the Secretary and Treasurer.

Section 3. President. The President shall preside at meetings of the Society, the Council, and the Executive Committee and perform such duties as may be delegated by the Council. In addition, the President shall perform such duties as usually pertain to the office and shall appoint all Standing and ad hoc Committees subject to confirmation by the Executive Committee. The President shall be empowered to sign contracts and other obligations of the Society, only with the approval of the Executive Committee.

Section 4. Vice-President. The Vice-President shall serve in the positions prescribed by the Bylaws. The Vice-President shall have and assume the powers and duties of the President only in the event of the absence or disability of the President. The Vice-President is responsible for identifying, recruiting, and recommending individuals for service on CMS committees. The Vice-President will present a slate of Standing Committee nominees for consideration and approval by the Executive Committee at the annual meeting. Nominees shall be selected by the Committee for their expertise and willingness to serve the Society and promote its diversity.

Section 5. Vice-President Elect. The Vice-President Elect shall serve in the positions prescribed by the Bylaws, and in other assignments made by the Council. The Vice-President Elect shall have and assume the duties of the Vice-President only in the event of the absence or disability of the Vice-President.

Section 6. Secretary. The Secretary shall keep the records of the proceedings of the Society and shall also act as the Secretary of the Executive Committee and of the Council and keep the records of their respective proceedings with copies kept at the Society Office.

Section 7. Treasurer. The Treasurer, under the direction of the Council, shall collect and disburse or make arrangement for all funds of the Society, except those for which other provisions shall have been made in the Bylaws and in Rules or Resolutions by the Council. All funds, securities, and other investments of the Society shall be deposited in the name of the Society in the custody of a bank or trust company designated by the Council. The Treasurer shall keep or make arrangements for records of all receipts and disbursements of funds and other financial transactions, and of the funds, securities, and other investments of the Society. The Treasurer shall submit an annual report to the Council of all receipts and disbursements of funds and other financial transactions of the Society during the preceding fiscal year, and of the funds, securities, and other investments of the Society at the close of the fiscal year. With the annual report, the Treasurer shall include the accountant's compilation report. In the event that Council makes separate agreements for activities such as the Source Clay Repository, the Treasurer will be exempt from keeping records of and reporting on the financial matters pertaining to those outside activities. The Treasurer shall also make the financial records available for review or inspection by the Finance and Budget Committee upon request. The Treasurer shall notify or make arrangements for notification of the Council and Executive Committee of all contributions to the Society.

Section 8. Editor-in-Chief. The Editor-in-Chief shall collect, assemble, and edit the technical publications of the Society before submitting the manuscripts to the publisher, except those for which other provisions shall have been made in the Bylaws and in Rules or Resolutions by the Council. The Editor-in-Chief may select Associate Editors who, with the Editor-in-Chief, shall be called the Board of Editors. The Editor-in-Chief shall have final decision as to the acceptance or rejection of papers submitted for publication and may choose qualified reviewers and referees for the purpose of evaluating manuscripts. The Editor-in-Chief shall also recommend the style of the publications of the Society which shall be determined by a majority vote of the Council. Upon receiving an approved Special Publication or Workshop Lectures proposal from the Council, the Editor-in-Chief may choose to appoint editors for these publications. These Special and Series Editors will have the same responsibilities for publication review, maintenance of style and quality, and final decisions on publications as those defined in this section for the Editor-in-Chief.

Section 9. Bonds of Officers. The President, Vice-President, Secretary, Treasurer, and such other officials specifically designated by the Council, who shall be authorized to sign orders and other papers in respect to the funds, securities, and other investments or property of the Society, may be required to give bonds or other security, in such amount and form as the Council may approve for the faithful discharge of their respective duties.

ARTICLE V. ELECTION AND APPOINTMENT OF OFFICERS AND COUNCILORS

Section 1. Officers and Councilors. All persons who are members in good standing are eligible for election as Officers or as Councilors.

- (a) The Vice-President Elect shall be elected to serve for a term of one year, after which the Vice President Elect automatically becomes Vice-President.
- (b) The Vice-President shall serve a term of one year. The outgoing Vice-President automatically becomes President.
- (c) The President shall serve for a term of one year. The outgoing President continues for one year on the Executive Committee as Immediate Past President. The President shall not be eligible for reelection as Vice-President Elect until three years from the expiration of his or her term of office as President.
- (d) The Secretary shall be elected for a term of three years and is eligible for re-election by the Executive Committee without limitation.
- (e) The Treasurer shall be elected to serve for a term of three years and is eligible for re-election by the Executive Committee without limitation.
- (f) The Editor-in-Chief shall be selected by the Executive Committee, subject to approval by a two thirds (2/3) vote of the entire Council, for a three-year term, and is eligible for reappointment without limitation. Upon the resignation of the Editor-in-Chief, the President shall appoint an ad hoc search committee of four (4) members, including its Chair. The Chair will bring forth one or more nominees to the Executive Committee and Council for selection at the next Executive Committee and Council meetings. The Executive Committee may appoint an interim Editor, as necessary, while a new Editor-in-Chief is sought.
- (g) The number of Councilors is nine (9), three (3) of whom shall be elected each year to serve for a term of three years.

Section 2. Commencement of Terms of Office. The terms of office of Councilors and Officers elected at the Annual Meeting shall commence at the adjournment of the Annual Meeting.

Section 3. Annual Ballot. The Annual Ballot shall consist of the list of Nominees for Society Officers and Councilors, and Special Motions, if any.

- (a) Nominees shall consist of persons recommended by the Committee on Council Nominations, and approved by the Council, and of persons nominated by any ten (10) voting members. Nominations by voting members must include the signatures of the voting members making the nomination and be received by the Manager at least four (4) months (120 days) before the Annual Meeting.
- (b) Special Motions shall consist of motions other than a revision of the Bylaws that are submitted by any ten (10) voting members. Special motions must include the signatures of the voting members making the motion and be received by the Manager at least four (4) months (120 days) before the Annual Meeting.

Section 4. Election. The Election shall be conducted by secret ballot. The Manager will suitably prepare and distribute the Annual Ballot to the voting members at least thirteen (13) weeks (91 days) before the Annual Meeting. In order to be counted, ballots must be voted and returned to the Manager at least five (5) weeks (35 days) before the Annual Meeting. All Regular Ballots, Special Ballots, and votes on Motions will be counted by a Special Committee of Tellers appointed by the President of the Society and the counts must be received by the Manager at least four (4) weeks (28 days) before the Annual Meeting. In case of a tie vote, the tie shall be broken by a coin toss at the regularly scheduled Council meeting. The results of the election will be announced in the Tellers' annual report to the Council and Society.

Section 5. Vacancies. A vacancy or vacancies occurring in any of the elective offices of the Society shall be filled by the Executive Committee in a promptly called special meeting of the Executive Committee. Their action shall be ratified by the Council in a ballot of the Council, to be held within five (5) weeks of the special meeting of the Executive Committee.

Section 6. Proxies. Voting members may act by written proxy at any meeting of the Society.

ARTICLE VI. COMMITTEES

Section 1. Standing Committees. The following Standing Committees shall report to and act under the direction of the Council:

- Committee on Finance and Budget
- Committee on Council Nominations
- Committee on Policy and Administration
- Committee on Program Development
- Committee on Awards
- Committee on Contributions and Membership
- Committee on Student Grants
- Committee on Nomenclature
- Committee on Source Clay Minerals
- Committee on Electronic Communication

Section 2. Membership and Responsibilities. The membership and responsibilities of the Standing Committees shall be established in the Committee Handbook subject to approval by a two-thirds (2/3) affirmative vote of the Council.

Section 3. Ad Hoc Committees. The President may appoint ad hoc Committees to deal with interim issues not covered by standing committees.

ARTICLE VII. SECTIONS AND GROUPS OF THE SOCIETY, ASSOCIATED SOCIETIES

Section 1. Sections and Groups of the Society may be established at the discretion of the Council.

ARTICLE VI". MEETINGS AND ORDER OF BUSINESS

Section 1. Annual Meeting. The annual meeting shall be held on a date set by the meeting organizer and approved by the Council. Notice of the time and place shall be distributed to the voting members of the Society as early as may be practicable after the adjournment of the preceding Annual Meeting but not later than ninety (90) days prior to the date fixed for the meeting. The arrangements of the meeting shall be approved by the Council and shall be sent to the voting members of the Society in advance of the meeting.

Section 2. Special Meetings of the Society. Special meetings of the Society may be called by the Executive Committee at its discretion on not less than thirty (30) days' notice and shall be called on like notice by the Executive Committee or the Council upon the written request of twenty-five (25) voting members, stating the special business for which they request the meeting to be called.

Section 3. Meetings of the Council. Meetings of the Council shall be held immediately before, after, or during the Annual Meeting of the Society, at the place of the Annual Meeting. Special Meetings of the Council may be called by the President. Council meeting decisions must be approved by quorum and presented at the Annual Business Meeting, to the Society at large for final ratification by simple majority vote.

Section 3.1. Quorum. At meetings of the Society, the voting members present in person, via remote access or represented by proxy shall constitute a quorum. At meetings of the Council, a quorum shall consist of 5 Council Members in addition to CMS Officers present.

Section 4. Decisions. Decisions will be determined by a simple majority vote unless stated otherwise in a specific section of the Bylaws.

ARTICLE IX. BY-LAWS AND AMENDMENTS

Section 1. By-laws. The By-laws of the Society may be amended as follows.

- (a) By a majority of the voting members present in person, via remote access, or represented by proxy at a meeting duly called for the purpose (see section VIII-2), provided that a copy of the proposed amendment and notice of the meeting shall have been distributed to such voting members not less than thirty (30) nor more than eighty (80) days before the meeting at which the action is to be taken; or

(b) A vote to amend the Bylaws shall be considered a recommendation to the entire membership if approved by vote of three-fourths (3/4) of the entire Council. All amendments recommended by the Council, either at meetings thereof or by ballot, shall be voted on by the membership at the next Annual Business Meeting or Special Meetings of the Society before taking effect.

Section 2. Proposals of Amendments. Any twenty-five (25) voting members of the Society may, by letters addressed to the Secretary, recommend to the Council the amendment of a Bylaw. Amendments and changes also may be submitted directly to the Council by the Policy and Administration Committee. If the Council shall approve the amendment, the Council may adopt it, subject to later vote by the membership at the Annual Business Meeting. If the Council shall disapprove the amendment, it shall so inform the proposers and refer it to the membership for a vote at the Annual Business Meeting, if the proposers so request. Alternatively, the proposed changes recommended by the Council can be returned to the Policy and Administration Committee for further consideration.

Section 3. Suspension of By-laws. The Executive committee may suspend the operation of any rule or Bylaw only until the next regular meeting of the Council.

ARTICLE X. DISSOLUTION

Section 1. Upon dissolution of the Society, the Council shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the assets of the Society exclusively for the purposes of the Society in such manner, or to such organization(s) established and operated exclusively for educational and charitable purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as the Council shall determine.

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