

AMENDED AND RESTATED CONSTITUTION
OF
THE NEW MEXICO GEOLOGICAL SOCIETY

The New Mexico Geological Society, a New Mexico nonprofit corporation (the "Corporation"), hereby amends its Constitution in its entirety and adopts the following Amended and Restated Constitution. The following correctly sets forth the provisions of the Constitution of The New Mexico Geological Society, as amended. This Amended and Restated Constitution has been duly approved by the Members of the Corporation as required by the Corporation's Articles of Incorporation and supersedes the original Constitution and all amendments thereto.

ARTICLE I - ORGANIZATION

Section 1.

The name of this organization shall be THE NEW MEXICO GEOLOGICAL SOCIETY, a New Mexico non-profit corporation, hereinafter referred to as the Society.

Section 2.

The objectives of the Society are to promote interest in geology and allied sciences; to foster scientific research, publication, and education; to encourage cooperation among its members; and to stimulate interest in the geology of New Mexico.

ARTICLE II - MEMBERSHIP AND DUES

Section 1.

Members in the Society shall be in four classes and shall consist of:

(a) Active Members: Active Members shall be those persons holding degrees in geology, or allied sciences, from an accredited college or university.

(b) Honorary Members: Honorary Members shall be elected by the Executive Committee from those persons who have made outstanding contributions to the geology of New Mexico or to the geologic profession in New Mexico. No more than one Honorary member shall be elected during any calendar year.

(c) Associate Members: Associate Members shall be those persons whose interests are closely associated with geology or the allied sciences. Associate Members shall enjoy all other privileges of membership except that they shall not hold office or serve on standing committees.

(d) Student Members: Student Members shall be undergraduate students majoring in geology or allied sciences at an accredited college or university. Student Members shall enjoy all the privileges of membership except that they shall not hold office or serve on standing committees.

(e) Lifetime Members: Active and Associate Members may become Lifetime Members in accordance with the dues structure set forth in the By-Laws.

Section 2.

The Executive Committee shall elect all classes of membership and may revoke membership for cause.

Section 3.

The Society shall not discriminate among members based upon race, ethnicity, national origin, or personal creed.

Section 4.

The Society shall be authorized to collect dues in accordance with the By-Laws, and membership in the Society shall be contingent upon payment thereof.

ARTICLE II - OFFICERS

Section 1.

The officers of the Society shall be a President, Vice President, Secretary, and Treasurer, to be elected by the Society in accordance with the By-Laws.

Section 2.

The term of all elected officers shall be one year and the President may not serve for consecutive terms.

Section 3.

All officers must be residents of the State of New Mexico and their duties shall be specified in the By-Laws of the Society.

Section 4.

In the event that the office of President shall be vacated, the Vice President shall succeed to the Office of President; the Executive Committee shall then appoint a Vice President from the membership to serve the balance of the term. In the event that any other elected office is vacated, the Executive Committee shall appoint a member to fill that office for the balance of the term.

Section 5.

Should an officer-elect become either ineligible or unable to serve prior to assuming office, the vacancy shall be filled by the Executive Committee by appointment from a list of names submitted by the Nominating Committee. The list shall include, but shall not be restricted to, the remaining officers-elect. In the event the office vacated is that of the President-elect, consideration should be given by the Executive Committee to the elevation of the Vice President-elect to the vacated office and the subsequent selection of another Vice President-elect.

ARTICLE IV - EXECUTIVE COMMITTEE

Section 1.

There shall be an Executive Committee composed of the elected officers and the immediate past-president of the Society. If the immediate past-president is unavailable to serve, the next available past-president shall be appointed by the President.

Section 2.

The Executive Committee shall meet at least once each calendar year on the day immediately preceding the annual meeting, and any other time at the call of the President.

Section 3.

A quorum of three (3), one of whom shall be the President or Vice President, shall be required to conduct the business of the Executive Committee.

ARTICLE V - VOTING AND ELECTIONS

Section 1.

Each member shall have one vote on all business brought before the Society.

Section 2.

A quorum at a regular meeting of the Society shall consist of a number to be determined by the By-Laws, and shall include at least two (2) members of the Executive Committee, one of whom shall be the President or Vice President.

Section 3.

Candidates for elected offices shall be selected by a Nominating Committee or not less than three (3) members appointed by the Executive Committee as specified in the By-Laws.

Section 4.

Elections shall be conducted by secret ballot and elected officers shall assume office as set forth in the By-Laws.

ARTICLE VI - MEETINGS

Section 1.

The Society shall hold an Annual Meeting as specified in the By-Laws.

Section 2.

The primary purpose of the Annual Meeting shall be the presentation of technical papers concerned with the science of geology, with emphasis on the geology of New Mexico.

Section 3.

A formal business meeting shall be included in the Annual Meeting and shall include reports by the Secretary and the Treasurer as well as other Society business.

Section 4.

Field Conferences and additional meetings may be scheduled at the discretion of the Executive Committee.

ARTICLE VII - AMENDMENTS

Section 1.

Amendments to the Constitution of the Society may be proposed by a resolution of the Executive Committee, or by petition of any ten Active or Honorary Members, excluding Associate and Student Members, or by a Constitutional Committee appointed by the President.

Section 2.

The proposed amendment may be discussed and submitted to a vote at the business session of the Annual Meeting. Provided, however, that prior notification of the amendment to be discussed shall be given in writing to the membership at least 15 days prior to said meeting.

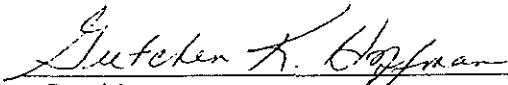
Section 3.

The Constitution of the Society may be amended by mail ballot provided written notice setting out and explaining the proposed amendment has been distributed to the membership at least 15 days prior to the mailing of the ballots. A two-thirds majority of the ballots returned to the Secretary by the 45th day following the mailing of the ballots shall be required for adoption of an amendment.

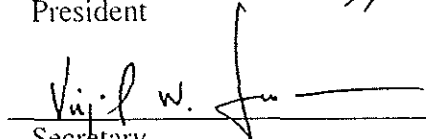
ARTICLE VIII - DISSOLUTION

Upon dissolution of the Society for whatsoever reason, all assets of the Society shall, after payment of all outstanding debts, be distributed equally among the geological library funds of those State institutions of higher learning within New Mexico granting degrees in geology, provided that such distribution shall in all events comply with the requirements set forth in the Society's Articles of Incorporation.

The Amended and Restated Constitution was read, approved and duly adopted by the unanimous vote of membership of the Corporation at the annual meeting of the members of The New Mexico Geological Society held on April 09, 1998.



President



Secretary

Verification

Under penalties of perjury, I declare and affirm that I am one of the corporate officers who signed the foregoing document executed by the corporation and the statements contained therein are true and correct to the best of our knowledge.