

**BYLAWS**  
**American Rock Mechanics Association**

**ARTICLE 1: NAME AND CORPORATE POWERS**

The Association shall be called the AMERICAN ROCK MECHANICS ASSOCIATION™, or abbreviated as ARMA™ (hereinafter “Association”). The powers, business, and property of the Association shall be vested in and exercised, conducted, and controlled by a Board of Directors of thirteen Directors, each of whom shall be a voting Member of the Association.

**ARTICLE 2: BOARD OF DIRECTORS**

2.1 The Board of Directors shall have all powers and duties to administer and carry out these Bylaws, including 1) to appoint the Officers of the Association, 2) to ratify all actions of the Executive Committee, 3) to approve and admit Members of the Association, 4) to provide for and collect dues from the Members of the Association, and 5) to in general conduct, manage, and control the affairs and business of the Association and to make such regulations thereof that are not inconsistent with these Bylaws. The Board of Directors shall also appoint and arrange for proper contract and for payment of an Executive Director and other paid staff as may be appropriate to carry on the affairs of the Association.

2.2 The number of Directors shall be twelve members elected by voting Members of the Association and the Immediate Past President of the Association, for a total of thirteen Directors. Each Director must be a Member of the Association and shall have been a Member for at least one year immediately prior to nomination for the position of Director.

2.3 Each Director shall be elected to a single term of six years and until their successor shall be elected and qualified, and may not serve another consecutive term. The terms of Directors shall be such that four new Directors are elected every other year.

2.4 A vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors, even though less than a quorum of Directors is present. Such Director elected to fill a vacancy shall be elected for the unexpired term of such person’s predecessor, which term of office shall not disqualify the person from being elected to an immediate subsequent full Board of Directors term.

**ARTICLE 3: OFFICERS OF THE ASSOCIATION**

3.1 The Officers of the Association shall consist of a President, a Vice-President, a Secretary, and a Treasurer. The Vice-President shall be a candidate for election to the position of President at the next election of the President and shall immediately fill the position of President in the event of inability or refusal to perform the required duties of the President. The Board, if it desires, may additionally appoint an Assistant Secretary and an Assistant Treasurer, who, in the absence of or in the event of inability or refusal to perform the required duties of the Secretary or Treasurer respectively, may perform the duties of the Secretary or Treasurer.

3.2 Each Officer shall be chosen from and appointed by the Board of Directors for a two-year term and until their successor shall be appointed and qualified. The President and Vice President shall not serve consecutive terms.

3.3 Any Officer may be removed by an affirmative vote at a Board of Directors meeting called for such purpose, of at least two thirds of the total number of Directors, whenever in their judgment, the best interests of the Association would be served thereby.

#### **ARTICLE 4: EXECUTIVE COMMITTEE**

4.1 The Executive Committee shall include the President, Vice-President, Secretary, Treasurer, one non-Officer Board of Directors Member-at-Large, and the Immediate Past President. The President shall serve as the chairperson of the Executive Committee.

4.2 The Member-at-Large shall be appointed by the Board of Directors at the time Officers are appointed, for a one-year term, and shall serve until his/her successor shall be appointed and qualified. The Board may remove such Member-at-Large and may fill any vacancy caused by such removal or by the inability or refusal to perform the required duties of the Member-at-Large, following the same procedures as for Officers.

4.3 The Executive Committee may act on behalf of the Board of Directors when the Board of Directors is not in session or when circumstances require. The actions of the Executive Committee shall be reported to the Board of Directors. Meetings of the Executive Committee may be called by the President or by any two members of the Executive Committee. A majority of the Executive Committee shall constitute a quorum required to conduct business.

4.4 All Executive Committee meetings shall follow parliamentary procedures generally following Roberts Rules of Order unless unanimous agreement of all Executive Committee members present shall be made to suspend such rules of order.

#### **ARTICLE 5: DUTIES OF THE OFFICERS OF THE ASSOCIATION**

5.1 President—The President shall preside and serve as Chairperson at all meetings of the Board of Directors, the Executive Committee, and of the Association Members. The President shall call special meetings of the Association, the Board of Directors, and of the Executive Committee as may be deemed proper and in the interest of the Association. The President shall sign as the official of the Association all contracts, obligations, certificates, and other papers and written instruments that may require such signature, unless the Board of Directors shall otherwise direct, and shall perform such other duties as the Board of Directors may determine. The President shall create any ad hoc or special non-standing Committees and shall appoint their members, subject to ratification of such by the Executive Committee or the Board of Directors.

5.2 Vice-President—In the absence of, or in the event of the President's resignation, unwillingness to serve, or death or incapacitation, the Vice-President shall perform the duties

and exercise the powers of the President, and shall perform such other duties as shall be prescribed by the Board of Directors.

5.3 Secretary—The Secretary shall keep the minutes of all meetings of the Association, the Board of Directors, and the Executive Committee, and shall see that all notices are duly given in accordance with the provisions of these Bylaws. The Secretary shall be responsible for the safe keeping and the maintenance of all Association records, including the Member list of the Association, and of the seal of the Association, and shall see that the seal of the Association is affixed to all instruments and documents where such is required, which are duly authorized to be executed by the President or the Board of Directors. The Secretary shall perform all duties instant to the office of Secretary and such other duties as may be prescribed by the President or by the Board of Directors.

5.4 Treasurer—The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association, and shall supervise the receipt and giving of receipts for monies due and payable to the Association from any source whatsoever, and shall cause to be deposited all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. The Treasurer shall establish and maintain a record of the Association income and expenditures and of all balances of the Association, and shall be prepared to present such accounting to the Executive Committee, the Board of Directors, the Officers of the Association, or to any duly authorized and identified person or persons when directed to so do by the Board of Directors. The Treasurer shall also prepare, or have prepared, an Annual Financial Report of the Association to be presented to the Executive Committee and the Board of Directors. The Treasurer shall perform all duties instant to the office of Treasurer and such other duties as may be prescribed by the President or the Board of Directors. The Treasurer shall, if required by the Board of Directors, obtain a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine, with such cost for such bond to be borne by the Association.

## **ARTICLE 6: THE EXECUTIVE DIRECTOR**

6.1 An Executive Director shall be appointed by the Board of Directors to serve at its pleasure, which person need not be a Member of the Association. The Executive Director shall be responsible for the day-to-day running of the Association, as directed by the President and the Board of Directors, including the contracting for and the direct supervision of any additional Association staff and contractors.

6.2 The Board of Directors shall establish proper contract with the Executive Director including appropriate compensation and business terms. Such contract shall be reviewed annually by the Board of Directors.

## **ARTICLE 7: MEMBERS OF THE ASSOCIATION**

7.1 To become a Member of the Association, an individual or organization must have a genuine and serious interest in the mission of the Association, and must be an individual or organization in good standing as viewed by others in the community. Any Member of the Association may be removed at any time by a two-thirds majority vote of the Board of Directors, if such is deemed to

be in the Association's interests. Written notice will be provided to the individual or business indicating its removal as a Member, and no refund of any dues will be made to any individual or organization that is so removed.

7.2 The Association shall have categories of membership to be defined and made explicit by the Board of Directors.

Any references to "Members" in these Bylaws shall include all categories of membership unless otherwise specified. The Board of Directors shall establish the dues required for each category of Member and shall from time to time review specifications for each category of Member. All categories of Members shall be voting Members, unless determined otherwise by the Board of Directors.

## **ARTICLE 8: COMMITTEES OF THE ASSOCIATION**

8.1 The Association may have any number of Committees created by the Board of Directors, as necessary to fulfill the Mission and Goals of the Association. The specifications for such Committees, including the term, shall be established in writing at the time the Committees are created. Committee members may include Association and non-Association Members.

8.2 The Association shall have a standing Board of Directors members nominating committee (the "Nominating Committee"). The Nominating Committee shall function every other year to nominate candidates for four new Board of Directors members. The Nominating Committee shall include the then Vice-President as Chairperson and four voting Association Members—of which not more than two may be Directors—appointed by the Board of Directors. The Nominating Committee shall select candidates for Board of Directors members and shall insure—within the bounds of obtaining the best qualified candidates available—as wide a representation as possible relating to 1) underrepresented groups, 2) universities, government, and industry, 3) research and applications, 4) rock mechanics and rock engineering, and 5) industry sectors. The Nominating Committee shall submit to the Board of Directors for review at least two nominations for each Director position and more if so directed by the Board of Directors. The Board of Directors, after verifying the eligibility of the candidates and the willingness of the candidates to serve if elected, shall submit one nomination for each Director position to all voting Members of the Association as specified in Article 11.

## **ARTICLE 9: MEETINGS OF THE BOARD OF DIRECTORS**

9.1 The Board of Directors shall hold at least one Regular Annual Meeting to conduct business that might properly come before the Board. One Regular Meeting shall be held at the time and location of the Association's Symposium if such is held and, if not, at a time and location selected by the Officers. Additionally, the Board may hold such other regular meetings as may be called by the President, at times and locations designated by the Officers of the Association. The Board may act by meeting in person, via phone, or via video conference, or by the use of consent minutes as noted below.

9.2 A special Board of Directors meeting may be called at any time by at least three Board members so indicating and specifying the business to be conducted, in writing to the President

or the Secretary, and upon such request, the President or the Secretary shall as quickly as practical call such meeting after giving proper notice, at a time and location designed by the Officers of the Association. At such special Board meeting there shall only be considered such business as is specified in the call and notice of the meeting.

9.3 All Board of Directors meetings shall follow parliamentary procedures generally following Roberts Rules of Order unless unanimous agreement of all Directors present shall be made to suspend such rules of order.

9.4 Notice of any regular or special Board of Directors meeting shall be given in writing at least twenty-one days in advance of the meeting. Such notice of all Board meetings shall also be given to all Association members by mail or electronic media.

9.5 A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at any meeting of the Board, the President may adjourn the meeting to a future time and location fixed by the Officers of the Association.

9.6 The act of the majority of Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, except that at least two-thirds of the Directors present at a meeting where a quorum exists shall be required for the appointing or removing of Officers of the Association or for the removal of a Member of the Association.

9.7 In the event that the Board of Directors acts when there is not a quorum present and/or the Board acts without proper notice of a meeting, then if unanimously assented to in writing by all members of the Board, the act shall be as valid and effective in all respects as if passed by the Board at a properly called meeting where a quorum were present. Additionally, the Board of Directors may at any time act by Consent Minutes without a meeting, if unanimous consent in writing shall be given by all Board of Directors members for the act of the Board.

9.8 Any Director who does not attend three consecutive meetings of the Board of Directors will be automatically removed from the Board, unless the individual shall be retained by the majority action of all of the Board of Directors members.

## **ARTICLE 10: MEETINGS OF THE ASSOCIATION**

10.1 The Association shall hold an Annual Meeting of the Members, at the time and location of the Association's Symposium if such is held or at a time and location to be determined by the Board of Directors. Other business meetings of the Association may be held at any time if so called by the President. Special meetings shall be held if so called by at least three members of the Board of Directors or by at least ten percent of the voting Members of the Association, by submitting a written notice to the Secretary, signed by all parties requesting such meeting and stating the complete agenda to be covered at the special meeting.

10.2 All Association meetings shall follow parliamentary procedures generally following Roberts Rules of Order unless unanimous agreement of all voting Members present shall be made to suspend such rules of order.

10.3 Proper notice shall have been given for any meeting and at least twenty percent of the active membership of the Association shall be present by person or proxy to have a quorum to conduct business at any Association meeting. The act of the majority of Members voting at any meeting at which a quorum is present shall be the act of the Association.

10.4 Members of the Association may cast proxy votes through another voting Member, if such authorization shall be given by written proxy.

10.5 Written notice of any meeting of the Association shall be provided by letter or electronic media by the Secretary at least twenty-one days prior to the meeting, and shall state the time and place of the meeting and the business that is to come before the Association at the meeting.

## **ARTICLE 11: ELECTION OF DIRECTORS**

11.1 The Nominating Committee shall present its list of candidates to the Board of Directors, and the Board of Directors shall then submit to all voting Members of the Association one candidate for each Director position, as specified in Article 8.2. This list of candidates along with provision for write-in candidates, and the vote final date, shall be presented to all voting Members for consideration at least twenty (20) days prior to the vote final date.

11.2 Directors shall be elected by majority vote of all Association voting Members so voting, by mail or electronic media secret ballot, which shall take place every other year. In the event of write-in candidates being included by any Members, the candidates with the highest number of votes shall be elected to Director positions. Voting shall not be by cumulative voting, but by one vote for each Director position by each Association Member. The vote shall be final after sixty days from the vote final date specified with the ballot. At least ten percent of the voting Members of the Association shall be required to elect a Director.

## **ARTICLE 12: DUES**

12.1 The annual dues for all Member categories shall be established by the Board of Directors, and shall be reviewed and adjusted from time to time as appropriate.

12.2 No portion of any membership dues validly paid will be refunded under any condition.

## **ARTICLE 13: MISCELLANEOUS**

13.1 For accounting and for record keeping purposes, the fiscal year of the Association shall begin January 1 and shall end December 31.

13.2 The Association shall indemnify each Directors, Officer, employee or agent who becomes a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted

in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Association.

13.3 Except as otherwise required by law, these Bylaws may be amended at any properly called meeting of the Association where a quorum is present. Such amendment shall require the affirmative vote of at least two thirds of the Members voting at such meeting.

***These are restated Bylaws for the American Rock Mechanics Association, having been restated effective this 6th day of June, 2016 by a favorable vote in excess of two thirds of the Members voting at a properly called meeting of the Association where a quorum was present, as of the date above. Notwithstanding anything to the contrary in the Association Articles of Incorporation, these restated Bylaws are in effect and binding for the Association as witnessed by the President and the Secretary on behalf of the Association.***

**PRESIDENT: John McLennan**

**DATE: June 16, 2016**

**SECRETARY: Kate Baker**

**DATE: June 16, 2016**