



Mining and Metallurgical Society of America

Constitution and By-Laws

Amendment to March 25, 2011

CONSTITUTION

Amended 1919, 1921, 1923, 1926, 1938, 1953, 1966, 1987, 1988, 2005, 2007, 2011

Article I - Name

The name of the association shall be MINING AND METALLURGICAL SOCIETY OF AMERICA.

Article II - Objectives

The Society shall seek as its primary objective to serve the National Welfare of the United States of America as it relates to the Mineral Industries. Without limiting the generality of the foregoing, this may involve such collateral fields as: (1) the conservation of mineral resources, (2) the advancement of the Mining and Metallurgical Industries, (3) the better protection of mining and metallurgical investors and workers, (4) the increase of scientific knowledge in fields related to the Mineral Industries, (5) the encouragement of high professional ideals and ethics.

Article III - Membership

Both the regular membership of the Society and Qualified Professional (QP) members shall consist of individuals qualified by knowledge, experience and honorable standing to advance the objectives of the Society, who shall be proposed for, and elected to, membership in accordance with the provisions of the By-Laws of the Society. There shall also be a limited Honorary Membership, pursuant to the provisions of the By-Laws. Membership shall become effective on the date of election as certified by the Secretary upon receipt of the requisite affirmative votes of the Councilors, and shall be contingent upon the expressed agreement of the Applicant to conform to the Constitution and By-Laws of the Society.

Article IV - Rights of Members

All interests in the property of the Society of persons resigning, or otherwise ceasing to be members, shall vest in the Society. No member or officer shall receive salary, compensation, or emolument unless authorized by the By-Laws, or by concurring vote of two thirds of the Council

Article V - Council

The affairs of the Society, subject to the provisions of the Constitution and By-Laws, shall be managed by a Council composed of the Executive Committee and Councilors elected in accordance with the provisions of the By-Laws,

Article VI - Officers

The executive officers of the Society shall be a President, a Vice President, a Secretary and a Treasurer, whose duties shall be such as usually attach to the respective offices, or as may be prescribed in the By-Laws, or as authorized by the Council.

Article VII - Corporate Meetings

The Annual Meeting of the Society shall be held within three months following the close of its fiscal year. Special Corporate Meetings may be called when authorized by a majority vote of the Council or of the Executive Committee. Notice of Meeting must be mailed at least thirty days in advance of the Meeting date to all members entitled to vote, accompanied by a suitable proxy covering specifically all questions known to be on the agenda. Twenty percent of the members entitled to vote present in person or by proxy shall constitute a quorum for the transaction of business, except as provided by Article IX for amendment of this Constitution. Except as otherwise specified in the Constitution and By-Laws, matters of Society business will be voted upon at the Annual Meetings and shall require a simple majority of those present , in person or by proxy, for passage.

Article VIII - By-Laws

The Society may adopt By-Laws to govern the conduct of its business and activities, provided that these are in harmony with this Constitution.

Article IX - Amendments

A proposal for the amendment of this Constitution may be formulated by the Council, and upon an affirmative vote of a majority of the Councilors shall be submitted to the membership of the Society at a regular or special Corporate Meeting, or by letter-ballot.

A proposal for amendment of this Constitution may also be presented to the Council by petition signed by twenty-five or more regular members in good standing. The Council shall submit such proposal to the membership of the Society at a regular or special Corporate Meeting, or by letter ballot, together with such comment and recommendation as it may determine upon by an affirmative vote of a majority of the Councilors

The adoption of an amendment to this Constitution shall require an affirmative vote of a majority of the Membership in person, by proxy or by letter-ballot of those members entitled to vote.

A proposed amendment, which fails of adoption because of a negative vote of a majority of the members entitled to vote, may not be resubmitted within one year after the date of such negative vote.

BY-LAWS

*Amended Sept. 5 and Oct. 4, 1911, March 13, 1913, July 19, 1919, Jan. 24, 1921,
Jan. 9, 1923, Dec. 20, 1926, Feb. 28, 1927, Jan. 10, 1938, May 20, 1953, June 1, 1966,
February 25, 1987, Jan. 26, 1988, Feb. 26, 2002, June 6, 2002, September 22, 2005, June 10, 2007 and
March 25, 2011*

Section 1 – Admission to Regular Membership

A candidate for regular membership shall submit an application in such form and detail as may be prescribed from time to time by the Council, and to include a record of his training and practice.

To qualify for regular membership, a candidate shall have had 10 years of practical or professional experience, including five years in positions of responsibility, in mining, metallurgical or allied lines of work. The holding of a degree from an accredited college or university may be accepted at the discretion of the Executive Committee or the local Section recommending the Candidate in lieu of four of the 10 years of experience. Exceptional candidates failing to meet the full experience qualifications may nevertheless be accepted to membership, subject to a two thirds favorable vote of the full Council.

Candidates for regular membership may be nominated by any current Member supported by no fewer than two other current members in good standing, who shall certify as to his qualifications, based upon long and/or personal knowledge.

The qualifications of Candidates shall be judged by the Executive Committee or by any Local Section according to the standards set forth in the By-Laws, and if approved, they shall become Candidate Members with all of the rights and obligations of Members.

When, in the judgment of the Committee on Admissions, the foregoing requirements have been met, the candidate's name and record shall be submitted to the membership, through publication in the Society's Newsletter, or by other means, with the request that any objections to the election of said candidate be transmitted within 30 days of the date of such publication to the Secretary of the Society. Objections by members shall be sufficient to defer the election of any candidate and refer his application back to the Committee on Admissions which shall then send the objections to the Council for its decision. The Council will review the objections and its decision by majority vote as to confirmation or rejection shall be final. Unless objections are filed within 30 days, a Candidate member shall be deemed confirmed as a member.

The publication shall contain the names of the sponsoring members and authority of the Local Section or Executive Committee.

Section 2 – Admission to Qualified Professional (QP) Membership

a.) A candidate for membership as a QP member must first have met all the requirements and have been fully accepted as a regular member of the Society. Such regular member may then request recognition as a QP member from the QP Committee.

b.) A QP member is a member who has been engaged in the minerals and extractive industries, or in government, education or research organizations that are concerned with those industries for at least 10 years, during which time they shall have occupied a position of responsibility for at least 5 years.

c.) The QP member holds qualified technical expertise to evaluate, interpret, inform, advise, or present recommendations to corporate management, clients or the public regarding scientific or technical qualities, features, or operations relating to materially significant aspects of a minerals related scientific, operational or business activity. This class of member is bound by and subject to the Code of Ethics of MMSA, as a practicing professional to act and report only within the specific areas of expertise that the Qualified Professional possesses.

Section 3 – Admission to Honorary Membership

Honorary Membership may be accorded to individuals who are not Members in recognition of outstanding achievement and service in fields related to the objectives of the Society. Nomination for Honorary Membership may be made by the Executive Committee or by at least 25 Members, subject to ratification by majority vote of the Council, provided that the total number of living Honorary Members shall not exceed 10. Honorary Members shall not be permitted to vote or hold office, and will not be required to pay dues or fees. The Executive Committee shall be empowered to present a suitable Letter or Certificate in recognition of Honorary Membership.

Section 4 – Annual Dues and Initiation Fees

Initiation Fees shall be established by the Council and may be changed by the Council at any time, subject to 90 days notification to the Membership. Annual Dues may be changed on recommendation of the Council,

The calendar year shall be the fiscal year of the Society, and Annual Dues shall be payable on or before January 1 of the fiscal year to which they apply. Any Member in arrears of Dues or other financial obligations to the Society for more than six months shall be deemed not in good standing, not entitled to vote and shall be withdrawn from active membership. The Council may in its discretion and for cause deemed sufficient remit the Dues of any Member in whole or in part. The Council may also in its discretion drop from Membership any Member in arrears for more than one year, but may reinstate such Member at its discretion and under its specified conditions.

Persons elected to Membership after June 30 shall be liable for only one-half of the annual dues for that year and for those elected after September 30, no current years dues will be assessed.

Section 5 – Resignation and Discipline

Section 5.1 – Resignation

Resignation. Any member, not in arrears in payment of Annual Dues or financial obligations, may terminate his Membership in the Society by sending his resignation in writing to the Secretary. Members resigning after February first shall be considered obligated for the full amount of Annual Dues for that year.

Section 5.2 - Discipline

(a) *Obligation of Self Reporting.* In each instance where a Member is the subject of discipline administered by a licensing body, certifying or chartering professional association, or other disciplinary authority for the Member's profession, that Member shall, in a timely manner, provide to the Executive Committee a written statement of the nature of the misconduct that resulted in such disciplinary action and a copy of any finding of misconduct issued by the licensing body, certifying or chartering professional association, or other disciplinary authority. At the request of the Executive Committee or of a committee appointed by the Executive Committee under this Section, a Member who has been subjected to disciplinary action shall execute such authorization as is necessary to permit the Executive Committee to procure or receive from a licensing body, certifying or chartering professional association, or other disciplinary authority that has disciplined the Member whatever additional information with respect to the disciplinary action the Executive Committee deems necessary. Failure of the Member to execute such authorization shall be grounds for reprimand, censure, suspension, expulsion, or other disciplinary measures.

(b) *Automatic Termination Upon Suspension or Termination of a License to Practice, Certification or Chartered Professional status, or other action for Disciplinary Reasons.* A Member whose license to practice, professional certification or chartered professional status or other disciplinary action is suspended or terminated for disciplinary reasons is automatically expelled from Qualified Professional Membership in the Society. Upon receipt of an authenticated copy of a final order of suspension or termination from practice, the Secretary shall remove the Member's name from the Roll of Qualified Professional Members.

(c) *Action Based Upon Other Determinations of a Disciplinary Authority.* When charges of ethical or professional misconduct against a Member have been the subject of a final finding or determination by a licensing body, certifying or chartering professional association, or other disciplinary authority, but have not resulted in the Member's suspension or termination from practice, the Executive Director shall refer the matter to the Ethics Committee of the Society with instructions that it conduct such further inquiry, investigation, and hearings as set out in the Society's Disciplinary Procedure. Such action upon the recommendation may be taken as is authorized by Subsection (e) of this Section.

(d) *Ethics Committee.* The Society's President shall appoint an Ethics Committee consisting of Members who have QP status and who are not Members of the Executive Committee. The Ethics Committee is charged with conducting inquiries into allegations of ethical and professional misconduct of Members pursuant to the Disciplinary Procedure and is responsible for bringing formal charges of ethical or professional misconduct and recommending the appropriate sanction as set out in these Bylaws and the Disciplinary Procedure. The activities of the Ethics Committee shall be administered by its Chairman, who shall be appointed by the Society's President.

(e) *Allegations and Possible Disciplinary Actions.* Members and non-member interested parties may file a written allegation of ethical or professional malpractice against a Member with the Executive Director, who shall forward the allegation to the Chairman of the Society's Ethics

Committee. The Ethics Committee shall pursue the allegations as set forth in the Society's Disciplinary Procedure. Following the Disciplinary Procedure, the Ethics Committee may recommend that the respondent Member voluntarily resign, be reprimanded, censured, be suspended, be terminated, or otherwise discipline a Member for conduct which the Ethics Committee, following the Disciplinary Procedure finds to be inconsistent with the Constitution or Bylaws or with the MMSA Ethical Guidelines and their Interpretations; conduct which injures or brings discredit to the Society; or conduct inconsistent with the purposes and objectives of the Society as set forth in the Constitution and Bylaws and MMSA Ethical Guidelines.

(f) *Other Reports or Charges of Misconduct.* When a report of alleged ethical or professional misconduct by a Member has come to the attention of the Executive Director, but charges have not been brought before a licensing body, certifying or chartering professional association, or other disciplinary authority, or when formal charges have been brought and are still pending, but undetermined, or have been dismissed, the fact of the alleged ethical or professional misconduct shall be forwarded to the Ethics Committee for action pursuant to the Disciplinary Procedure. The Ethics Committee may in its discretion: (1) await the outcome of any charges pending before the licensing body, certifying or chartering professional association, or other disciplinary authority; (2) proceed to conduct its own inquiry and, if warranted, investigation into the allegations.

(g) *Procedure for Inquiries, Investigation, and Hearings.* The procedure for conducting inquiries and, when warranted, investigations and hearings into allegations of ethical or professional misconduct by a Member shall be described in the Disciplinary Procedure. These procedures are to be enforced by the Chairman of the Ethics Committee as set out in the Disciplinary Procedure.

(h) The Council shall establish regulations entitled "Disciplinary Procedure" to provide for the implementation of this Section and, when necessary, from time to time revise the Disciplinary Procedure by a four-fifths vote of the Council

(i) *Removal of Officers and Councilors.* The tenure of any Officer or Councilor may be terminated if first recommended by a four-fifths vote of the Council and approved by a letter ballot of the Membership, a two-thirds vote of the Membership being required for approval. For the purpose of this clause it is understood that, in the case of an Officer, the Membership concerned is that of the entire Society, whereas in the case of a Councilor, the Membership concerned is that of the Local Section or at-large Membership which first elected him. In either case, the letter ballot shall be accompanied by statements by the Council and by the Officer or Councilor in question.

(j) *Confidentiality.* All deliberations of the Council, Executive Committee or a committee of the Executive Committee or of the Society, including the Ethics Committee, appointed under this Section, shall be treated as privileged and confidential, unless waived in writing or by operation of law by the Member being disciplined.

(k) Upon termination of a Member for nonpayment of dues pursuant to Section 4 or for any reason provided for in Section 5, the terminated Member shall have none of the rights and

privileges of a Member and shall immediately discontinue representing himself as a Member of the Society.

Section 5.3 – Reinstatement or Re-election

The Council, upon a four-fifths vote of its members, in its discretion and unconditionally or upon any condition or conditions it determines may be appropriate, may take the following actions:

- (a) It may reinstate a former Member who has been suspended or expelled as a Member or resigned pursuant to the call of the Ethics Committee or the Executive Committee.
- (b) In accordance with Section 6.2 of this Disciplinary Procedure, it may re-elect as a Member a former Member who resigned.

Section 6 – Councilors

Councilors shall be elected from the Members of the Society as follows:

Each Section, and the Members-at-Large, may nominate and elect one Councilor for every 25 members. Approximately one-third of the Councilors shall be elected each year. At the first election of Councilors, individual Councilors shall be assigned terms of one, two or three years by lot, in numbers providing, as nearly as possible, equal thirds of the total number of Councilors in each of the one, two and three-year terms. If the total number of Councilors is not exactly divisible by three, the one-year class shall be first increased, followed by the two-year class.

When the number of Councilors must be increased or decreased due to changes in the numbers of locations of the Membership, the increases or decreases shall be made in such a way as to most nearly balance the numbers of one, two and three-year terms.

Section 7 – Council

The Council of the Society, pursuant to Article V of the Constitution, shall make such rules and regulations as may be necessary or desirable for the conduct of the business of the Society in accordance and harmony with the provisions of the Constitution and By-Laws. It may delegate its powers, except such as are expressly reserved by the Constitution and By-Laws, to committees or persons.

The President and Secretary of the Society shall act as President and Secretary, respectively, of the Council.

The Council may formulate Resolutions expressing the attitude and/or opinion of the Society on any subject of public interest related to the objectives of the Society as set forth in Article II of the Constitution. It may at its discretion, and if time permits, submit such Resolutions to the membership of the Society for a letter-ballot.

When a Resolution has been approved by three-quarters of the Council by letter-ballot, the Council shall take such action as it may deem desirable to promote the purpose of such Resolution, taking due cognizance of the results of the balloting (if any) of the membership.

When the Society is a member of a federated body, the Council may cast the vote of the Society on any question submitted by such federated body to its members.

Section 8 – Council Meetings

The Council shall meet at least once per year, in conjunction with the Annual Meeting and at other times if convened by the President. Councilors may petition the President to convene a Council meeting, and the President shall be obliged to convene a Council meeting if petitioned by at least one-third of the Councilors (to the nearest whole number).

A quorum of the Council shall consist of one-third of the Councilors, in person or by proxy, provided the quorum include at least one Councilor who is not a member of the Executive Committee.

The President, or a majority of the Executive Committee, may conduct letter ballots of the Council, and the President may conduct letter or telephone ballots of the Executive Committee. Actions of the Executive Committee shall require three or more votes in support.

Section 9 – Officers

The officers of the Society, as specified in the Constitution, shall be elected as hereinafter provided at the Annual Meeting of the Society for terms of two years each. In the event that a permanent vacancy occurs, it shall be filled until the next Annual Meeting, by a majority vote of the Council. The officers' terms of office shall begin at the close of the meeting at which they are elected, and they shall serve until the close of the second Annual Meeting or until their successors have been duly elected and assume their duties. Officers shall be elected by a simple majority.

The duties of the Officers shall be as follows:

Duties of the President

- a) Act as Chief Executive Officer and as the Official Representative of the Society
- b) Appoint Standing and Special Committees
- c) Act as Chairman of the Regular Membership Committee
- d) Appoint an independent Chairman of the Ethics Committee who is not a Councilor or serving as a member of the Executive Committee.

Duties of the Vice President:

- a) Receive, respond to, or delegate response to correspondence.
- b) Act as Chairman of the Goals Committee.
- c) Act as Chairman of the Audit Committee.
- d) Act as President in the absence of the President.

Duties of the Secretary:

- a) Keep the Minutes and Records of the Society.
- b) Conduct elections.
- c) Arrange for the Annual Meeting, including mailing of proxies, agendas and dues notices.
- d) Issue a Newsletter at least three times per year.

Duties of the Treasurer:

- a) Collect Dues, establish bank accounts, keep financial records, and disburse funds to cover valid expenses.
- b) Act as Chairman of the Investment Committee.
- c) Arrange for audits, bonds and fees and file tax returns.
- d) Report to the Membership no less often than annually as to the Society's finances and the state of the Jackling Fund.

In the event of the temporary inability of an officer to perform the duties of his office, one of the remaining officers shall act in his place; and the order to succession shall be the order in which the officers are specified in Article VI of the Constitution.

If there is question as to whether the inability of an officer to perform his duties is temporary or permanent, it shall be resolved by the Executive Committee, which may, however, at its discretion refer the matter to the Council for determination.

Section 10 – Committees

Immediately after the President takes office he shall appoint the following Standing Committees for terms which shall end concurrently with the election of a new President:

- a) A Nominating Committee shall consist of five members. The President shall serve as Chairman.
- b) A Regular Membership Committee consisting of at least five members. The President shall serve as Chairman.
- c) A QP Membership Committee consisting of at least five members. The Immediate Past President shall serve as Chairman.
- d) An Ethics Committee consisting of at least five members. The President shall serve as Chairman.
- e) A Goals Committee consisting of at least five members. The Vice President shall serve as Chairman.
- f) An Audit Committee consisting of three members. The Vice President shall serve as Chairman.
- g) A Gold Medal Committee consisting of five members. If available, a Past President other than the immediate Past President will serve as Chairman. Otherwise, the President shall select a Chairman.

As soon as the President takes office an Executive Committee shall be formed. The Committee shall consist of five members; namely, the President, the Vice President, the Secretary, the Treasurer and the Immediate Past President. The Committee Members shall serve for two years, including the Immediate Past President who shall have full voting rights and his appointment to the Executive Committee shall be automatic. The Executive Committee shall be available to advise and assist the President and shall perform such duties as may be assigned by the Council. It shall also act as the Committee on Admissions, and for this purpose shall elect one of its members to serve as Admissions Chairman. In the event of the inability of any member of the Executive Committee to serve, a substitute may be appointed by the President or elected by a majority of the Executive Committee.

The Executive Committee shall approve all gifts, grants and expenditures from the Jackling Fund other than charges for investment administration. At least four votes shall be required for approval.

An Investment Committee shall be formed consisting of the President, the Vice President and the Treasurer to administer the Jackling Fund. The Investment Committee shall engage an Investment

Advisor, who may be (but shall not be required to be) a Member. The Investment Committee shall negotiate a suitable fee to be paid to the Investment Advisor and may also arrange a Bond on the Investment Advisor at least sufficient to cover the entire assets of the Jackling Fund at market value. It is the intent of this clause that the Investment Advisor, working with and through the Treasurer and the Investment Committee, shall undertake the day-to-day administration, investment and record-keeping of the Jackling Fund.

Section 11 – Annual Elections

On or about December 15th and in any event not less than 30 days prior to the ensuing Annual Meeting, the Secretary of the Society shall send to all members entitled to vote, the official ticket and any independent ticket properly nominated pursuant to Section 10 of these By-Laws. Members shall cast one vote each for President, Vice-President, Secretary, and Treasurer; and, in the case of members “at-large”, one vote for each vacancy among the Councilors At-Large. Each member entitled to vote shall have the right of substitution of the name of any candidate.

The candidates for Officers and for Councilors, receiving the largest number of votes, shall be elected. In case of a tie, the President shall cast the deciding vote.

Councilors representing local sections shall be elected by the appropriate local section in accordance with Section 5 of these By-Laws.

Section 12 – Local Sections

Local Sections of members of the society may be organized for scientific and professional purposes in harmony with the Constitution and By-Laws of the Society. Such Local Sections shall function subject to the provisions of the Constitution and By-Laws and pursuant to such Rules and Regulations as may be prescribed by the Council. They shall report their activities and actions to the Council, through the Secretary of the Society. They shall not have the power to take any action or express any opinion on any public question on behalf of the Society, but may initiate and propose such action or expression of opinion by presenting such proposals to the Council for their consideration.

Local Sections may be formed by any reasonably identifiable geographic area, such as city, metropolitan area, state or region. “Layered” Sections will be permitted (i.e., a city and the state containing it) but no Member shall belong simultaneously to more than one Section. Local Sections are free to charge Local Dues and to use these funds for any purpose not in conflict with the Constitution, By-Laws or policies of the Society.

Members who do not reside within the boundaries of a Section, or who do not join a Section, shall be deemed Members-at-Large.

Section 13 – Amendments to By-Laws

A proposal to amend the By-Laws may be presented to the Council in writing by any three Councilors or by written petition signed by 25 or more Members of the Society. If such proposal is approved by a majority of the Council, it shall be submitted to the membership at a regular or special corporate meeting, called and conducted in accordance with Article VII of the Constitution, and providing that a majority vote of a quorum shall be sufficient for the adoption of an amendment to the By-Laws.