



Utah Section of the Society for Mining, Metallurgy & Exploration Inc.

BYLAWS

ARTICLE I

Name

The name of the Section shall be the Utah Section of SME. (hereinafter, the "Section")

ARTICLE II

Purpose

The aims and purposes of the Section shall be the promotion of mutual cooperation in furthering the objectives of SME by providing regular meetings for the free discussion of subjects relating to those objectives as well as promoting the activities of the SME Foundation in the state of Utah.

ARTICLE III

Jurisdiction

The jurisdiction of this Section will encompass the entire state of Utah.

ARTICLE IV

Membership

The Section membership shall consist of SME members and non-SME members within the geographic area of the Section.

- **SME members***: Professional, Registered, Student, Retired and Legion of Honor
- **Non-SME members** with an interest in the mining and minerals industry, including mining engineers, geologists, metallurgists, process engineers and other allied professionals.

*all Section officers must be SME members

ARTICLE V
Officers and Executive Committee

Section 1. The officers of the Section shall be a Chair, a Past Chair, Vice Chair, a Secretary and a Treasurer¹.

Section 2. The Executive Committee of the Section shall be composed of the aforementioned officers at least one but no more than two senior members of the Section who will serve as advisors. The Executive Committee shall function in all respects the same as a board of directors or board of managers of the Section.

- i. The Chair serves as the leader of the Executive Committee.
- ii. In an extra-ordinary situation, a temporary Officer position may be created by the Executive Committee for a maximum term of one year at Secretary Level, with an intention to appoint a new leading professional into the Section Executive committee in the near future. This temporary position will dissolve at the end of the year in which this position was created. The members should be informed of this appointment within a calendar month from the date of the appointment.
- iii. In the case of a resignation of any Executive Committee member, an interim appointment may be made by the executive committee to fill the vacancy for the remainder of the term. The members should be informed of this change within a calendar month from the date of the appointment.

Section 3. SME membership is a requisite to serve as a member of the Section Executive Committee. All officers and members of the Executive Committee must be SME Members at the time of their election, in remain in good standing till the end of the term.

Section 4. All officers must keep their contact information updated with SME (sections@smenet.org).

Section 5. Officers shall continue to serve until their resignation or retirement or the election of their successors by the Members. A vacancy in any office or on the Executive Committee occurring between annual elections may be filled by the Executive Committee.

Section 6. The term of the members of the executive committee will be for two years. However, the Chair of the Section is required to update the SME the names and contact information of the Executive committee members each year.

ARTICLE VI
Election of Officers and Terms of Service

¹ The Secretary and Treasurer functions may be combined in one person/position as warranted.

Section 7. Term of the Executive Committee is two years. The term starts following the election in May and continues for two years.

Section 8. Nomination of the members of the executive committee will be held between March and April and election of the executive committee members should be held in the May monthly meeting.

- i. No later than end of April of each election year, the Chair, with the approval of the Executive Committee, shall nominate a slate of at least one candidate for each office at the meeting of the Section. Additional nominations may be made from the floor.
- ii. To be elected, each candidate must receive a simple majority of the votes of the Section Members present at the meeting.
- iii. The Chair, or Secretary of the Section must notify the SME of the new slate of officers each year no more than ten (10) days following the election (sections@smenet.org).

Section 9. Terms of Service of officers and other Members on the Executive Committee elected by the Members shall begin on June 1 and end on May 31 of the election year. Section membership is a requisite to vote for the Section officers or for the other members of the Executive Committee.

ARTICLE VII Duties of Officers

Section 10. The Chair shall preside at all meetings of the Section and of the Executive Committee

- i. The Chair shall appoint ad-hoc committees on an as-needed basis for a maximum term ending with that of the executive committee.
- ii. The Chair leads the approval process of formation of a committee and serves as a default invitee and non-voting member to all meetings of ad-hoc committees.
- iii. Ad-hoc committees shall make recommendations to the executive committee for approval and implementation.
- iv. Maintains clear and transparent communications amongst members of the Executive Committee and members of the Section.
- v. The Chair will collaborate with the Vice Chair in the recruitment of speakers and other arrangement of monthly meetings.

Section 11. The Vice Chair will collaborate with the Chair in the recruitment of speakers and arrangement of regular programs (Refer Article XII), entertainment, and incidental details relating to the meetings.

Section 12. In the absence of the Chair, the Vice-Chair shall serve as Chair.

Section 13. The Past Chair shall be a voting member of the executive committee and responsible for reviewing the by-laws.

Section 14. The Secretary shall record the proceedings of the meetings of the Section and the Executive Committee, attend to all correspondence, issue all calls or announcements of meetings.

Section 15. Treasurer works with the Section Chair in maintaining Section's financial accounts including bank account and investment accounts. The treasurer receives and disburses all monies received by the Section.

- i. Each year the Treasurer shall submit the Section's financial and other records to the SME Section Coordinator (sections@smenet.org) no later than November 1 annually.
- ii. If required by the SME, an internal oversight audit committee may be constituted for auditing the Section financials each year. The treasurer with cooperate with the audit committee.

Section 16. Advisors and Past Chair will serve as the members of the Audit Committee in consultation with the treasurer. Additionally, they cooperate with the Executive committee in various decision-making processes.

ARTICLE VIII Dues and Finances

Section 17. The expenses of the Section shall be paid from the money allocated by the Executive Committee.

Section 18. Accounts payable shall be paid by check or other form of bank issued payment at the direction of the Treasurer.

Section 19. Checks or payments greater than \$1,000 must also be approved by the Chair and treasurer with approval of the Executive Committee

Section 20. The Section shall operate on a fiscal year in accordance with the fiscal year set by SME (currently October 1 – September 30).

Section 21. Section financial statements must be provided to the Audit Committee prior to submitting to the SME.

ARTICLE IX Committees

Section 22. Committees may be formed by the Executive committee with a life of two years (maximum) and dissolved at the end the term executive committee.

Section 23. Executive committee members may lead a committee.

Section 24. A maximum of six members is suggested for a committee.

Section 25. The lead of the committee needs to submit their recommendation to the executive committee for implementation.

ARTICLE X
Use of Section Logo

Section 26. Below is the logo of the Utah Section of the SME



Section 27. This logo represents the SME in the state of Utah and should be used in all Section activities with respect and pride.

ARTICLE XI
Working with other industry bodies in Utah

Section 28. The Section welcomes all local industry bodies to participate in the Section's activities.

Section 29. Example list of local industry bodies:

- i. Local Section of the American Institute of Professional Geologists (AIPG)
- ii. Local Section of the Mining & Metallurgical Society of America (MMSA)
- iii. Local Section of Society of Economic Geologists (SEG)
- iv. Utah Geological Association (UGA)
- v. Utah Mining Association
- vi. Local Section of Women in Mining (WIM)
- vii. Local Sections of other societies and professional bodies

Section 30. Local bodies are welcome to participate in the Section activities and the Utah Section of SME would appreciate reciprocal invitations.

Section 31. The Logos of these industry / professional bodies may only be displayed with the logo of the Section when they are official co-sponsors of these activities.

ARTICLE XII

Meetings

Section 32. The annual meeting of the Section for the election of officers shall be held in the month of May.

- i. Finalization of election results or, installation of new executive committee members etc. may be included in the agenda of this annual meeting.

Section 33. Regular meetings of the Section's Executive Committee and its Members shall be held as joint meetings each month of the year. This meeting is recommended to be held in the second or third week of the month.

- ii. These monthly meetings will be named as 'SME Utah Section meeting of the month'.
- iii. In case of joint meetings held with another industry body at any time, they will be considered as special events.
- iv. A suggested Standard Operating Procedure (SOP) for these monthly meeting is attached in the Annexure – I. This SOP should be treated as a living document, which may be reviewed by the new executive committee in every other year.

Section 34. Meetings of the Executive Committee shall be open to all Section Members except that the Executive Committee may vote to go into Executive Session without other Members present.

Section 35. Special meetings of the Section or of the Executive Committee to consider important business, or to hear technical papers or discussions that can be scheduled at regular meetings, may be called by the Chair, with the notification to the Executive Committee.

ARTICLE XIII

Quorum

Section 36. A quorum at any regular meeting of the members of Section shall consist of ten Members, present in person (including telephonic participation) or by proxy.

Section 37. A quorum at a meeting of the Executive Committee shall consist of a majority of the members of the Executive Committee present in person or by telephone. Executive Committee members cannot vote by proxy, but actions of the Executive Committee may be taken by written (email) consent of the requisite number of Executive Committee members so long as all Executive Committee members receive prior written notice (via email) of the matters to be covered by the Consent and no Executive Committee member requests a meeting to consider the matters prior to its approval.

ARTICLE XIV

Amendments to Bylaws

Amendments to these bylaws shall be made by a two-thirds vote of all Members present at a meeting, providing that all those members of the Section are in good standing and have been notified at least

one month in advance of the meeting of the proposed amendments. Amendments will be reviewed by the SME staff liaison and, if warranted, the amendments will be reviewed by the SME Structure & Governance Committee. After the SGC approves the changes, they will be submitted to the SME Board of Directors. The SME BOD must approve final amendments to Section bylaws.

ARTICLE XV
Disposal of Funds Upon Dissolution

On the dissolution of this Section, all funds remaining after the payment of its debts and obligations shall be turned over and paid to SME. Every effort will be made to use the funding for its original intention (professional development, scholarships, or other support of the mining industry). This Article is not amendable during the existence of this Section.

ARTICLE XIV
Parliamentary Authority

Unless otherwise determined in a particular case by a vote of the Executive Committee or of the Members, as the case may be, Roberts' Revised Rules of Order shall be the official guide of this Section in conducting business at its meetings.

----- End of the By Law document -----

Annexure A

The suggested Standard Operating Procedure for conducting monthly meetings:

1. The Chair and Vice-Chair collaborate in recruiting the speaker ahead of time.
2. The Vice Chair or Secretary may take responsibilities of arrangement of catering and set-up of the meeting venue.
3. The Secretary coordinates with the Chair for creating an invitation to the members of the section using SME Community or another comparable platform.
 - a. When the event is created a digital link of the event information is created.
 - b. This link should be used to promote the event in the public domain such as LinkedIn, Facebook, and X.
4. Avoid duplication or redundancy of the communication on events.