

SOCIETY FOR MINING, METALLURGY AND EXPLORATION, INC.

**MINNESOTA SECTION
BY LAWS**

ARTICLE I

Name

The name of the Section shall be the MINNESOTA Section of the Society for Mining, Metallurgy and Exploration, Inc.

ARTICLE II

Membership

All Members of the Society for Mining, Metallurgy and Exploration, Inc. residing or doing business in Minnesota and the following counties in Wisconsin: Barron, Bayfield, Burnett, Douglas, Dunn, Pierce, Polk, Rusk, Sawyer, St. Croix, and Washburn, shall be eligible for membership.

ARTICLE III

Board Officers

Officers shall be: a Chair, a Vice Chair, a Past Chair, a Secretary and a Treasurer.

All officers must be Members, at the time of their election, in good standing with the Society for Mining, Metallurgy and Exploration.

The incumbent Chair of the Section shall be a member and Chair of the Board. Four additional at large Directors shall make up the Board.

The Officers and Directors shall constitute the Board.

The Chair, with the approval of the Board, shall appoint sub committees.

ARTICLE IV

Election of Officers

The Chair, with the approval of the Board, shall appoint a Nominating Committee composed of a minimum of three members of the Minnesota Section to present a slate of at least one candidate for each office at the Annual Meeting of the Section.

Additional nominations may be made from the floor at the Annual Meeting.

The officers and at large directors shall be elected for a period of one year. These officers and the directors take office immediately following the Annual Meeting (the "Board Year").

ARTICLE V

Vacancies

The Board shall fill Board vacancies by appointment.

ARTICLE VI

Meetings

The Annual Meeting of the Section shall take place in the month of April, at a date fixed by the Board.

The Board may call special meetings of the Section at any time.

The Board may organize sub-sections on a regional or professional basis.

Board meetings shall require a simple majority defined by five out of nine board members present to be called to order.

Active Participation in Board meetings is an expectation of all Board Members. Those members who participate in fewer than 75% of the meetings for a Board year as tallied by the Secretary may be subject to non-renewal on the recommendation of the Board Chair and the Nominating Committee.

ARTICLE VII

Budget

The newly elected Board, at its first meeting after the Annual Meeting, shall make an estimate of the probable necessary running expenses of the section for the coming year.

The expenses of the Section shall be met by voluntary subscription. No member shall be asked for any subscription exceeding five dollars in one year.

ARTICLE VIII

Amendments to Bylaws

Amendments and alterations to these bylaws may be made by a two-thirds vote of all Members and Associate Members present at a meeting, providing all those members of the Section in good standing, have been provided the text of the proposed change along with the meeting notice.

ARTICLE IX

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 the Society for Mining, Metallurgy and Exploration, Inc. or in the case of its dissolution to another organization exempted from taxes under Section 501 (c) (3) of the Internal Revenue Code of 1954. This article of the bylaws is not amendable during the existence of this Section.