**~~DELETION~~**

**ADDITION**

**BYLAWS OF APPLIED GEOGRAPHY CONFERENCES, INC. ("AGC")**

**ARTICLE I**

***NAME, SEAL AND OFFICES***

*1.01 NAME*. The name of this not-for-profit corporation is Applied Geography Conferences, Inc. (“AGC”).

*1.02 OFFICES*. The principal office of the corporation in the State of Texas shall be located in the City of Denton, County of Denton. The corporation may have offices at such places both within and without the State of Texas as the Board of Directors may from time to time designate or as the purposes of the corporation may require.

*1.03 CORPORATION.* The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

*1.04 SEAL.* The corporation seal shall be in such form as may be prescribed by the Board of Directors. The seal may be used by causing it, or a facsimile thereof, to be impressed on, affixed to, or in any manner reproduced upon, instruments of any nature required to be executed by the Board of Directors or officers of the corporation.

**ARTICLE II**

***STATEMENT OF PURPOSE***

**The primary objectives of the AGC shall be to further academic and professional investigations in applied geography and to encourage the application of applied geographic findings in education, government, and business. The AGC shall support these objectives by promoting acquaintance and discussion between academics, students and practitioners in related fields by stimulating research and scientific exploration, by encouraging the publication of scholarly studies, and by performing services to aid the advancement of the field of applied geography.**

**The AGC offers two primary venues for applied geography education, communication, and networking:**

1. **an annual conference, held every fall, provides an opportunity for practitioners, academics, and students to share research and application ideas; and,**
2. **a peer-reviewed journal, Papers in Applied Geography, the AGC’s official publication covering research and commentary across all areas of applied geography. Four issues of the journal are published each year. The journal is published through a contractual agreement with Routledge – Taylor & Francis. The AGC supports the annual costs associated with journal publication. The Editorial Board of the Journal includes: an Editor-in-Chief, Associate Editors and Review Members of the Board.**

**The AGC is a not-for-profit organization. The AGC shall receive and administer funds in support of research and publication in the field of applied geography.**

~~The Applied Geography Conferences, Inc. has been established as a not-for-profit corporation to facilitate the application of geographic information and methodologies among government agencies, businesses and educational institutions, encourage the exchange of information and research in the area of applied geography, and to assist in the promotion of applied geographic research through the financial support of the annual Applied Geography Conference.~~

**ARTICLE III**

***MEMBERS***

Members of the corporation consist only of members of the Board of Directors. **Members of the Board are either General Members or Student Members.**

**ARTICLE IV**

***BOARD OF DIRECTORS***

*4.01 NUMBER.* **The Board of Directors will be comprised of General Members and Student Members.** The number of General Members of the Board of Directors for this corporation will not be less than **10** ~~15~~ or more than **20** ~~18~~. **The maximum number of Student Members of the Board of Directors will be 2, with no minimum.**

*4.02 SELECTION.* **Members of the Board of Directors** will be representative of individuals interested in promoting the purpose of the AGC and drawn from government agencies, businesses, universities and colleges, or other professional organizations also sharing the objectives of the AGC. ~~The first Board of Directors will be composed of members currently serving on the Applied Geography Conference Steering Committee.~~ **General Members will serve for a three year term. Student Members will serve for a one term.** ~~During this first year a Nomination Committee consisting of three members of the initial Board of Directors will be selected to both nominate and take nominations from the Board for purposes of establishing a permanent Board of Directors. Nominees for the Board of Directors will be staggered randomly for terms of one to three years so that approximately one-third of the Board will be up for election each year. Once a permanent Board of Directors is established, a Nomination Committee comprised of three outgoing members of the Board will be selected annually to determine nominations for Board vacancies.~~ **Board members can serve two consecutive terms. After the second term they are not eligible to be Board members for one year, after which time they can be nominated to the Board to serve a new term. Board members are not limited regarding the total number of terms they can serve. Nominations for new Board members will discussed and voted on at the Annual General Meeting or the Planning Meeting (Section 4.06)**. **Nominations for new Board members need to be submitted to the Secretary of the Board of Directors 10 (business) days prior to the Annual General Meeting. The Secretary will circulate the nominations to all members of the Board of Directors.**~~The State University of New York at Binghampton and Kent State University will each be represented by two individuals on the Board of Directors as long as these institutions desire to exercise this option.~~ **Nominees will be elected to the Board based on the highest vote amongst existing Board members, with at least a simple majority vote.**

*4.03 RESIGNATION.* Any member of the Board of Directors may resign at any time by giving written notice of such resignation to the Board of Directors.

*4.04 VACANCIES.* A vacancy on the Board of Directors occurring during the year, including a vacancy created by the action of the Board of Directors to increase the number of members or by resignation or death ~~may~~ **will be filled by nomination and voting amongst existing Board members as per paragraph 4.02.** ~~the Nomination Committee defined in paragraph 4.02. The interim board members shall serve for the unexpired term unless removed.~~

*4.05 REMOVAL.* A member of the Board of Directors may be removed from the Board **by at least a three-forths (3/4)** vote of the Board. Reasons for removal would include, but not be limited to missing two consecutive Board meetings without notifying the Board of the absences.

*4.06 MEETINGS.* The Board of Directors will formally meet twice annually. The official business meeting**, the Annual General Meeting,** will be held in conjunction with the annual Applied Geography Conference. The second meeting will be held in conjunction with the annual national meeting of the Association of American Geographers. The purpose of the second meeting, **the** **Planning Meeting**, will be for information exchange, setting agendas for the official business meeting, **and to provide** progress reports regarding on-going activities and planning. **Additional meetings will be scheduled ‘as-and-when’ based on need.**

*4.07 NOTICE OF MEETINGS*. Notice of all meetings of the Board and the agenda shall be ~~given by mailing or by telegraphing or by otherwise~~ **distributed** electronically **via email** ~~transmitting the same~~ at least 10 (business) days before the meeting to conduct official business.

*4.08 QUORUM*. At all meetings of the Board of Directors, a **simple** majority of **members of the Board of Directors** ~~the directors~~ shall be necessary and sufficient to constitute a quorum for the purposes of conducting official business.

*4.09 CONTRACTS AND SERVICES*. ~~The Directors, Advisory Directors,~~ **All members of the Board of Directors, including** ~~and~~ **Officers of the corporation,** shall not participate in the voting either directly or indirectly on any contract relating to or incidental to the operations conducted by the corporation in which they may have an interest as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as stockholders, directors or otherwise.

*4.10 COMPENSATION.* **All members of of the Board of Directors, including officers of the corporation,** ~~Directors~~ shall not receive any salary for their services**, as such, but by resolution of the Board a reasonable fixed sum or expenses of attendance, if any, or both, may be allowed for attendance at the official business meeting of the Board.**

*4.11 VOTING*. All members of the Board of Directors, including the officers **of the corporation**, will have the same voting privileges of one vote per member. If a member of the Board cannot attend the official meeting, he or she may **vote electronically via email**. ~~by mail providing the ballot is returned prior to the meeting.~~

*4.12 POWERS*. All the corporate powers, except such as are otherwise provided for in these bylaws, the articles of incorporation and the laws of the State of Texas, shall be exercised by the Board of Directors. The Board of Directors may, by general resolution, delegate to committees of their own number, or to officers of the corporation, such powers as they may see fit.

*4.13 DUTIES*. The Board of Directors shall present at the annual meeting of the Board of Directors and shall file with the minutes thereof a report, verified by the Executive Director, ~~and~~ Secretary **and Treasurer**~~, or by a majority of the members~~, showing (a) the whole amount of real and personal property owned by the corporation, where located and where and how invested; (b) the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of the acquisition, and the amount applied, appropriated or expended during the year immediately preceding such date and the purposes, objects or persons to or for which such applications or expenditures have been made.

**ARTICLE V**

***OFFICERS OF THE CORPORATION***

*5.01 NUMBER*. The officers of the corporation shall be the Executive Director, President, ~~and~~ Secretary **and Treasurer** with such powers and duties not inconsistent with these bylaws as may be appropriated and determined by the Board of Directors. No two offices will be held by the same individual.

*5.02 SELECTIONS, TERM OF OFFICERS AND QUALIFICATIONS.* The officers will be selected from **among General Members of** the Board of Directors ~~for three-year terms~~. **The terms of office shall be five-years for President and Executive Director and three years for the Secretary and Treasurer. Officers can serve two consecutive terms. After the second term they are not eligible to be Officers in the same role, but may be nominated to return to the Board as a General Member or Officer in a different capacity. Officers are not limited regarding the total number of terms they can serve. Officers will be nominated and then elected by a simple majority of the members of the Board of Directors.** **Former Officers will be granted non-voting Emeritus Member of the Board of Directors status for two years after the completion of their final term.**The qualifications for each office shall be determined by a simple majority of the Board of Directors. **Nominations for new Officers need to be submitted to the Secretary of the Board of Directors 10 (business) days prior to the Annual General Meeting. The Secretary will circulate the nominations to all members of the Board of Directors.**

*5.03 VACANCIES*. In case any office becomes vacant by death, resignation, or removal, the Board of Directors will elect a replacement as per paragraph 5.02. The interim officer shall serve for the unexpired term unless removed.

*5.04 REMOVAL.* An officer may be removed from office by **at least a three-forths (3/4)** vote of the Board of Directors. The removed officer remains eligible to complete his/her term on the Board of Directors. Reasons for removal would include but not be limited to missing two consecutive Board meetings without notifying the Board of the absences.

*5.05 EXECUTIVE DIRECTOR.* The Executive Director of AGC~~, Inc.~~, who shall be the chief executive officer of the corporation, shall have and shall exercise general charge and supervision of the affairs of the corporation and shall do and perform such other duties as may be assigned to him/her by the Board of Directors. The Executive Director shall deliver or cause to be delivered an annual report each year to the Board of Directors.

*5.06 PRESIDENT.* At the request of the Executive Director, or in the event of his/her absence or disability, the President shall perform the duties and possess and exercise the powers of the Executive Director, and to the extent authorized by law the President shall have such other powers as the Board of Directors may determine and shall perform such other duties as may be assigned to him/her by the Board of Directors. The President will also serve as chair of the annual Board of Directors meeting.

*5.07 SECRETARY.* The Secretary shall have charge of such records, documents and papers as the Board of Directors may determine. The Secretary shall attend and keep the minutes of all the meetings of the Board of Directors. The Secretary, in general, shall perform all the duties incident of the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to the Secretary of the Board of Directors.

***5.08. TREASURER*. The Treasurer shall have charge of financial records, documents and papers as the Board of Directors may determine. The Treasurer will oversee the financial matters of the AGC in line with good practice and in accordance with the bylaws and legal requirements and report to the Board of Directors at regular intervals about the financial health of the organization.**

**ARTICLE VI**

***AGENTS AND REPRESENTATIVES***

The Board of Directors may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the Board of Directors may see fit, so far as may be consistent with these bylaws, to the extent authorized or permitted by law.

**ARTICLE VII**

***CONTRACTS***

The Board of Directors, except as otherwise provided in these bylaws, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit or render it liable pecuniarily for any purpose or to any amount.

**ARTICLE VIIl**

***ADVISORY COMMITTEES***

The Board of Directors may appoint from their number, or from among such persons as the Board may see fit, one or more advisory committees, and at any time may appoint additional members thereto. The members of any such committees shall serve at the pleasure of the Board of Directors. Such advisory committees shall advise and aid the officers of the corporation in all matters designated by the Board of Directors. Each such committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

The Board of Directors shall have the power, at its discretion to contract for and to pay to any member of an advisory committee, rendering unusual or exceptional services to the corporation, special compensation appropriate to the value of such services.

**ARTICLE IX**

***FISCAL YEAR***

The fiscal year of the corporation has been fixed by a resolution of the Board of Directors as January 1 through December 31. The corporate fiscal year may be changed by a subsequent resolution of the Board.

**ARTICLE X**

***PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS***

No Director, Advisory Director, officer or employee of or member of a committee of or person connected with the corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution or winding up of the affairs of the corporation.

***ARTICLE XI***

***PROHIBITIONS AGAINST ACCUMULATIONS OF INCOME***

No Director, Advisory Director, officer, employee of the corporation or member of the advisory committee shall exercise any power conferred upon such Director, Advisory Director, officer, employee or advisory committee member by statute or these bylaws so as to unreasonably accumulate income to the corporation in either amount or duration during the fiscal year or the corporation.

***ARTICLE XIl***

***INVESTMENTS***

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgement of the Board of Directors, without being restricted to the class of investments which a director is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and IRS regulations as they now exist or as they may hereafter be amended.

**ARTICLE XIII**

***AMENDMENTS***

The Board of Directors shall have the power to make, alter, amend and repeal the bylaws and articles of incorporation of the corporation by a three-fourths vote of the total Board of Directors; provided, however, **that the action is discussed and voted on at the Annual General Meeting** ~~official business meeting~~ of the Board of Directors and adopted at the next regular business meeting, except as otherwise provided by law. **Proposed changes to the bylaws need to be submitted to the Secretary of the Board of Directors at least 10 (business) days prior to the Annual General Meeting. The Secretary will circulate the proposed changes to all members of the Board of Directors.**

**ARTICLE XIV**

***EXEMPT ACTIVITIES***

Notwithstanding any other provision of these bylaws, no Director, Advisory Director, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(3) of the Internal Revenue Code and IRS regulations as they now exist or as they may hereafter be amended or by an organization's contributions to which are deductible under Section 170(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

**ARTICLE XV**

***~~AUDIT OF CORPORATION~~ FINANICIAL REPORTING***

**Financial reporting of the corporation shall be conducted on an annual basis by the Treasurer and presented to the Board of Directors at the Annual General Meeting**. ~~audited annually by an independent accounting or auditing firm. The results of said audit shall be made available to the Board of Directors.~~

**ARTICLE XVI**

***WAIVER OF NOTICE***

Whenever any notice is required to be given under the provisions of the statutes or of the articles of incorporation or of these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Any such signed waiver of notice, or signed copy thereof, shall be placed in the minute book of the corporation.

**ARTICLE XVIl**

***INTERPRETATION OF BYLAWS***

The Board of Directors shall have the responsibility for interpreting the language of these bylaws and a simple majority of the Board shall determine all questions of policy based on the interpretation of this document.

**ARTICLE XVIIl**

***DISSOLUTION~~:~~* ~~Procedure for Dissolution~~**

AGC~~, Inc.,~~ may voluntarily be dissolved at any time upon completion of the following procedure. The Board of Directors shall adopt a resolution recommending that the corporation be dissolved and directing that the question of such dissolution be submitted to a vote at the Annual General Meeting of the Board. **Written or printed notice stating that the purpose, or one of the purposes, of such meeting is to consider the advisability of dissolving the corporation shall be sent by the Secretary to all Board members at least 10 (business) days prior to the Annual General Meeting.** A resolution to dissolve the corporation shall be adopted upon receiving at least three-fourths (3/4) of the votes which Members present at such meeting in person or ~~by mail~~ **electronically via e-mail** prior to, **or within 10 (business) days after the Annual General Meeting.**