BY-LAWS

OF

THE GEOCHEMICAL SOCIETY, INCORPORATED

ARTICLE I
NAME AND PURPOSE

Name

1.01 These Bylaws (the "By-Laws") govern the affairs of The Geochemical Society, a non-profit corporation (the "Corporation") organized under the Texas Business Organizations Code (the "TBOC").

Principal Office

1.02 The principal office of the Corporation in the State of Texas shall be located at c/o Cin-Ty Lee, Department of Earth Science, Rice University MS-126, 6100 Main Street, Houston, TX 77005, USA. The Corporation may have such other offices, either in Texas or elsewhere as the Board of Directors of the Corporation (the "Board") may determine. The Board may change the location of any office of the Corporation.

Registered Office and Registered Agent

1.03 The Corporation shall comply with the requirements of the TBOC and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board may change the registered office and the registered agent as provided in the TBOC.

Purpose

1.04 The purposes of the Corporation include these:

a) Encouraging the application of chemistry to geological and cosmological problems.
b) Promoting the promulgation of knowledge in geochemistry.
c) Supporting the development of the next generation of scientists.
d) Promoting equity and diversity in the geochemical community.

ARTICLE II
MEMBERS

Class of Members

2.01 The Corporation shall have one class of members.

Admission of Members and Renewal of Membership

2.02 Any natural person of good character, regardless of sex, nationality, residence, employment, prominence or proficiency, may become a voting member of the Corporation or renew a membership provided only that they

(a) will subscribe to the declared purposes of the Corporation;
(b) can evidence a general understanding of the field of endeavor by at least a Bachelor's degree in one of the following fields: physical science, biological science, mathematics or engineering, or by three or more years of activity in any one or more of the above disciplines. Activity shall include teaching, research, application, bibliographic or editorial service; and
(c) will make payment of all required fees and dues.

Membership Fees and Dues

2.03 The Board may set and change the amount of an initiation fee, if any, and the annual dues payable to the Corporation by members. Memberships are to coincide with the fiscal year and may include options and respective fee structures to subscribe or not to the society's journal(s) or portions thereof as the Board sees fit.

Student Membership Fees and Dues
2.04 A special membership rate shall be available for student members. This membership shall include all the rights and privileges of full membership and shall be open to all students who have completed a bachelor's degree and who are enrolled in full time studies in a degree-granting institution of higher education.

Voting Rights
2.05 Each member shall be entitled to vote on all matters, including the election of Officers and Directors, that are considered by the Corporation.

Resignation
2.06 Any member may resign from the Corporation by submitting a written resignation to the Secretary. The resignation need not be accepted by the Corporation to be effective. A member's resignation shall not relieve the member of any obligation to pay any dues, assessments or other charges that have accrued and were unpaid prior to the effective date of the resignation.

Reinstatement
2.07 A former member may submit a written request for reinstatement of membership. The Board may reinstate membership on any reasonable terms that the Board deems appropriate.

Transfer of Membership
2.08 Membership in the Corporation is not transferable or assignable. Membership terminates on the dissolution of the Corporation or the death of a member. Membership in the Corporation is not a property right that may be transferred after a member's death.

Waiver of Interest in Corporation Property
2.09 All real and personal property, including all improvements located on the property, acquired by the Corporation shall be owned by the Corporation. A member shall have no interest in specific property of the Corporation. Each member hereby expressly waives the right to require partition of all or part of the Corporation's property.

ARTICLE III
MEETINGS OF MEMBERS

Annual Meeting
3.01 a There shall be an annual meeting of the Corporation (the "Annual Meeting"), to be held, whenever practicable, preferably at the same time and place of that as V.M. Goldschmidt Conference at which members shall be able to attend virtually. Additional meetings may be called virtually or in person, as necessary.
At the Annual Meeting, the members shall transact any other business that may come before the meeting.

3.01 b. The slate of new officer and director candidates, as usually recommended by the Nominating Committee and approved by the Board of Directors will be voted on in a general election conducted electronically and held between September and November of the election year, with the results announced in December.

Special Meeting
3.02 Special meetings of the members may be called by the President, the Board, or not less than one tenth of the members.

Place of Meeting
3.03 The Board may designate any place, either within or without the State of Texas, as the location of the Annual Meeting or for any special meeting called by the Board. A meeting of the members of the Corporation may be held by means of a conference telephone or similar communications equipment, another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination of those

means, provided that the equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting.

Notice of Meeting

3.04 Written or printed notice of any meeting of members, including the Annual Meeting, shall be delivered to each member not less than ten (10) nor more than sixty (60) days before the date of the meeting. The notice shall state the format, day and time of the meeting, who called the meeting, and the general purpose or purposes for which the meeting is called. Notice shall be given by or at the direction of the President or Secretary of the Corporation, or persons calling the meeting. If all of the members meet and consent to the holding of a meeting, any corporate action may be taken at the meeting regardless of a lack of proper notice.

Quorum

3.05 The members holding one tenth of the votes that may be cast at a meeting, attending in person, virtually, or by proxy, shall constitute a quorum at that meeting. The members present at a duly called or held meeting at which a quorum is not present may continue to discuss business, although no actions may be approved.

Actions of Membership

3.06 The membership shall try to act by consensus. However, the vote of a majority of voting members in good standing, and entitled to vote at a meeting at which a quorum is present, shall be sufficient to constitute the act of the membership unless the vote of a greater number is required by law or the By-Laws. A member in good standing is one who has met eligibility requirements, paid all required fees and dues, and is not suspended as of the date of the meeting.

Proxies

3.07 A member may vote by proxy executed in writing by the member. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Electronic Voting

3.08 It is acceptable for members to vote by email or by society designated web-based platform election on the election of Officers and Directors and any other matter that may be voted on by the members [hereafter referred to as “electronic voting”.]

ARTICLE IV
BOARD OF DIRECTORS

Management of the Corporation

4.01 The Board shall direct all affairs and activities of the Corporation, including expenditure of its funds. The President will preside over all Board meetings

Number. Qualification. and Tenure of Directors

4.02 The number of Directors shall be seventeen (17). Directors need not be residents of Texas. The seventeen directors shall be composed of: The President, the Vice-President, the Past-President, the Secretary, the Treasurer, the Executive Editor of the Society’s journal, *Geochimica et Cosmochimica Acta,* the Chair of the Society’s Organic Geochemistry Division, and one Goldschmidt Conference Chair as ex-officio members of the Board (the "Ex-Officio Directors”). There shall be additionally eight non-Officer/Directors (the "Non-Officer/ Directors”). Two non-Officer/Directors shall be early career researchers (“ECR Directors"). Early career researchers will be defined as either higher degree students who have passed the equivalent of their qualifying examinations, non-tenured faculty within 5 years of being awarded their PhD, or employees in a geochemistry related industry within 5 years of degree completion. The Ex-Officio Directors, Non-Officer/Directors and the most recently retired President of the Corporation who is willing and able to serve (Past-President) shall constitute the Directors (the "Directors”). In order to assure that the representation on the Board of Directors matches the regional distribution of the

membership of the Society, the membership shall be divided into three (3) regions based on the most recent professional employment of the member. The three regions shall be (1) USA and Canada, (2) Europe, (3) Africa, Austral-Asia, Mexico, Central and South America. In cases where a member's residence does not obviously match these general regional divisions, assignment of regional division will be made by a majority vote of the Directors, where a quorum is present. Candidates for election to open offices will be selected by the Nominations Committee working closely with the Executive and approved by the BoD in order to assure that the constitution of the Board following the election will have a regional distribution aligned with the percentage of the Society membership within the defined regions, plus or minus one representative. Candidates for the two ECR Directors will be exempt from the regional representation requirement. The Society membership shall be determined by an average of the total number of Society members on June 30 of the election year and the three previous years. Among the President, Vice President, and Past President, no more than two may come from the same region. Each region must be represented in these three offices at least once every eight years. The Ex-Officio Directors shall serve as Directors during their term of executive office.

Nomination of Non-Officer/Directors

4.03 In the northern spring of each year there will be a call to Members for expressions of interest in Director positions and other volunteer positions. The Nominations Committee shall consider these nominees and submit nominations of their own. Candidates for the ECR Director position may self-nominate. After consideration and consultation with the Executive, the Nominations Committee shall decide on at least two nominations for each Non-Officer/Director opening on the Board. The Nominations Committee shall ensure that the nominees' principal place of professional residence is as mandated in Section 4.02. The Nominations Committee shall be encouraged to achieve balanced representation on the Board with respect to scientific discipline, region, gender, and race. The Board shall vote to accept or reject the nominations from the Nominations Committee. If certain nominations are deemed to be unacceptable by the Executive or the Board, then the Nominations Committee shall put forward replacement nominees within 30 days.

Election of Non-Officer/Directors

4.04 If the Board accepts the nominations put forward by the Nominations Committee, then each of the Non-Officer/Directors shall be elected by a plurality vote of the membership of the Corporation for a term of three years. Terms for the Non-Officer/Directors, with the exception of the ECR Directors, shall be staggered such that elections occur every year, and such that one-third of the Non-Officer/Directors rotate off of the Board at each election. The election will take place by email ballot, with votes tallied by the Executive Director and an impartial observer. Location restricted Non-Officer/Director position(s) (at least two North American and at least two non-North American non-officer directors) shall be filled by the qualified candidate(s) with the most votes. Remaining Non-Officer Director position(s) shall be filled by the candidate(s) with the most votes. Each elected Non-Officer/Director shall take office on January 1 of the year following their election to the Board. Each Non-Officer/Director shall hold office until a successor is elected and qualified. A Non-Officer/Director may not be elected to succeed themselves as a Non-Officer/Director. The ECR non-Officer Directors will serve 2 year terms, with the terms staggered such that at least one ECR Director will be elected each year. The Ex-Officio Directors of the Corporation, upon taking their respective offices, shall be Directors. Ex-officio directors shall have all rights and responsibilities including but not limited to right to vote. Only the immediate Past President shall be a Director.

Vacancies

4.05 Any vacancy occurring in the Board shall be filled by the Board. A vacancy shall be filled by the affirmative vote of a majority of the remaining Directors, even if it is less than a quorum of the Board or if it is a sole remaining Director. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at the Annual Meeting or at a special meeting including virtual, or on-line discussion followed by electronic voting, of members called for that purpose.

Meetings by Remote Communications Technology

4.06 a A meeting of the Board, or any committee designated by the Board, may be held by means of virtual

communication: a conference telephone or similar communications equipment, suitable electronic communications system, including videoconferencing technology or the Internet (online formats), or any combination of those means, provided that the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting.

Annual Meeting of the Board

4.06 b The annual meeting of the Board (the "Board's Annual Meeting") shall be held each year. The Board's Annual Meeting will, where possible, be held in association with the Annual Meeting either virtually or in the same place. Notice shall be provided not less than seven nor more than thirty days before the date of meeting.

Regular Meetings

4.07 The Board may provide for regular meetings by resolution stating the time and place of such meetings. The meetings may be held either within or without the State of Texas and may be held virtually (via Remote Communications Technology)/ or shall be held at the Corporation's registered office if the resolution does not specify an online format in lieu of a location for the meeting. No notice of regular meetings of the Board is required other than a resolution from the Executive to the Board stating the time and the place of the meeting.

Special Meetings

4.08 Special meetings of the Board may be called by or at the request of the President or any two Directors. A person or persons authorized to call special meetings of the Board may fix any place within or without the State of Texas, including an electronic(online) format as the place for holding a special meeting. The person or persons calling a special meeting shall notify the Secretary of the information required to be included in the notice of the meeting. The Secretary shall give notice to the Directors as required in the By-Laws.

Notice

4.09 A written, printed, or electronic notice of any special meeting of the Board shall be delivered to each Director not less than seven nor more than thirty days before the date of the meeting. The notice shall state the place, formats, day and time of the meeting, who called the meeting and the purpose or purposes for which the meeting is called.

Quorum

4.10 In meetings of the Board, a quorum shall consist of a simple majority of the 17 Directors. The presence of a Director by proxy shall not be counted in determining the existence of a quorum. No action may be approved without the vote of at least a majority of the number of Directors required to constitute a quorum. If a quorum is not present at any time during a meeting, a majority of the Directors present may adjourn and reconvene the meeting one time without further notice. In the event that action must be taken in the absence of a quorum of the Board, the President may convene the Executive. Such actions by the Executive shall have the power to act on behalf of the Board, but each of its actions is subject to ratification by a full quorum of the Board at its next meeting following such action, or by mail/email if necessary.

Duties of Directors

4.11 A director shall discharge the director's duties, including duties as a committee member, in good faith, with ordinary care, and in a manner the director reasonably believes to be in the best interest of the Corporation. A director is not liable to the corporation, a member, or another person for an action taken or not taken as a director if the director acted in compliance with this section.

Actions of the Board

4.12 The Board shall try to act by consensus. However, the vote of a majority of Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board unless the act of a greater number is required by law or the By-Laws. A Director who is present at a meeting and abstains from a vote is not considered to be present and voting for the purposes of determining the decision of the Board. For the purpose of determining the decision of the Board, a Director who is represented by a proxy in a vote is considered

present.

Proxies
4.13 A Director may vote by proxy executed in writing by the Director. No proxy shall be valid after three (3) months from the date of its execution.

Compensation
4.14 The Board may adopt a resolution providing for payment to Directors of a fixed sum and expenses of attendance, if any, for attendance at each meeting of the Board. A Director may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a Director shall be commensurate with the services performed and reasonable in amount.

Removal of Directors
4.15 The members may vote to remove a Director at any time, but only for good cause. Good cause for removal of a Director shall include the unexcused failure to attend three consecutive meetings of the Board or failure to adhere to the Code of Ethics. A meeting to consider the removal of a Director may be called and notice given following the procedures provided in the By-Laws. The notice of the meeting shall state that the issue of possible removal of the Director will be on the agenda. The Director shall have the right to present evidence at the meeting as to why they should not be removed, and the Director shall have the right to be represented by an attorney at and before the meeting. At the meeting, the Corporation shall consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the Director. A Director may be removed by the affirmative vote of a majority of the directors at a meeting at which a quorum is present. The removal of a Director who is an Ex-Officio Director shall also operate to remove that person from their executive office.

ARTICLE V
OFFICERS

Number of Officers
5.01 The Officers of the Corporation shall be a President, a Vice-President, a Past-President, a Secretary, an International Secretary, a Treasurer, the Executive Editor of *Geochimica et Cosmochimica Acta (GCA)*, the Chair of the Society's Organic Geochemistry Division, and one Chair of the next GS organized (even year) Goldschmidt conference who is willing and able to serve and approved by the board.
The duties of the Officers shall be the usual ones performed by such Officers. The President, Secretary, Treasurer, and Goldschmidt Conference Chairs shall make annual reports to the Corporation. The Board may create additional Officer positions, define the authority and duties of each position and elect or appoint persons to fill the positions. Unless expressly stated, such new Officers shall not be ex-officio members of the Board except as expressly stated in Section 4.02 of these Bylaws.

Nominations of Officers
5.02 Nominations for Officers shall be made by the Nominations Committee, who shall attempt to secure at least two nominations for each open office from their own deliberations, from volunteers responding to an open call, from input of the Geochemical Society at large and from the Executive. The Nominations Committee shall attempt to achieve balanced Officer representation with respect to scientific discipline, region, gender, and race. Further, with regard to the Office of Vice-President, the Nominations Committee in consultation with the Executive, shall strive to secure candidates who reside in different regions (zones) than the current Vice-President and President. However, recognizing that this may not be practical, in all cases it is required that among the three Presidents (VP, President, Past-President) at least two different regions should be represented. The Board shall vote to accept or reject the Officer nominations from the Nominations Committee. If the nominations are rejected, then the Board shall charge the Nominations Committee with the task of putting forward a new set of nominees in a timely fashion. Officers shall be elected by a plurality vote of the membership of the Corporation. The election will take place by email ballot, with votes tallied by the Executive Director and one impartial observer. Each elected Officer shall take office on January 1 of the year following their election to the Board. When there is a vacancy a new GCA

Executive Editor is chosen by a special selection committee containing a subset of JPC members, and approved by the governing boards of the Geochemical Society and the Meteoritical Society. This person than becomes an officer of the Board for their duration as GCA EE. The Chair of the Organic Geochemistry Division (OGD) shall be approved by the OGD Executive Committee.

Election and Term of Office

5.03 After serving a two-year term, the Vice-President shall serve a two-year term as President, followed by a two-year term as Past-President on the Board. The Secretary, the International Secretary, and the Treasurer shall serve three-year terms each, and shall be eligible for re-election for additional terms of office. The Chair of the OGD shall serve as an Officer of the Corporation for the duration of their time as OGD Chair. The term length and tenure for the GCA Executive Editor shall be determined by the Joint Publications Committee and by the publisher. Goldschmidt Conference Chairs will typically serve two years. Each Officer shall hold office until a successor is duly selected and qualified.

Removal

5.04 Any Officer elected or appointed by the membership may be removed by a majority vote of the entire membership in accordance with Section 4.15. The removal of an Officer shall be without prejudice to the contract rights, if any, of the Officer. The removal of an Ex-Officio Director shall operate to remove that person from the Board.

Vacancies

5.05 A vacancy in any office may be filled by the Board for the unexpired portion of the Officer's term. A vacancy is filled by the affirmative vote of a majority of the remaining Directors, even if it is less than a quorum of the Board or if it is a sole remaining Director. An Officer elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Executive Director

5.06 The Executive Director shall be employed by the Society to carry out the directives of the Board and assure that employed staff and contractors focus their efforts on the priorities set by the Board. The Executive Director shall direct, and be responsible to the Board and the Executive for, the work of the permanent staff and day-to-day operations of the Society. Other authority and duties with respect to the management of the affairs and the property of the Society may be delegated to the Executive Director by the President, to the extent allowed by the bylaws.

President

5.07 The President shall supervise and control all the business and affairs of the Corporation. The President shall preside at all meetings of the members and of the Board. The President may execute any deeds, mortgages, bonds, contracts or other instruments that the Board has authorized to be executed. However, the President may not execute instruments on behalf of the Corporation if this power is expressly delegated to another Officer or agent of the Corporation by the Board, the By-Laws or statute. The President shall perform other duties prescribed by the Board and all duties incident to the office of the President including as specified in the current policy manual.:

Vice-President

5.08 If the President is absent, is unable to act, or refuses to act, the Vice-President shall perform the duties of the President. When the Vice-President acts in place of the President, the Vice-President shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform other duties as assigned by the President or Board.

(a) The Vice-President shall nominate members and chairpersons of the Program, Nominations, Award Nominations, V.M. Goldschmidt Award, C.C. Patterson, and F.W. Clarke Award Committees and shall present these to the Board for approval prior to the Annual Meeting or other regular meetings as appropriate.

(b) In consultation with the Executive, select the Chairs and members of the Science Committee (SC) for the upcoming Goldschmidt Conference whose task it will be to propose ideas for themes, theme chairs and

sessions. The SC must be in place at least about 1.5 years before the Conference.

Past-President
5.09 The Past-President will attend all meetings of the Executive and the Board, providing continuity and corporate knowledge. The Past-President will typically Chair the Award Nominations committee and will undertake special projects or other duties as delegated by the President.

Treasurer
5.10 The Treasurer shall assume their responsibilities on the first day of the fiscal year following the year of election and have charge and custody of and be responsible for all funds and securities of the Corporation and perform duties as outlined in the policy manual.

Secretary
5.11 The Secretary shall perform all duties incident to the Office of Secretary as outlined in the policy manual.

International Secretary
5.12 The International Secretary shall:

(a) Lead the society's efforts to promote geochemistry in countries with emerging geoscience capabilities.
(b) Lead efforts to increase participation in the society by scientists in countries that are under-represented in the membership of the society.
(c) Perform other tasks assigned by the Board to further international cooperation in geochemistry.

5.13 Goldschmidt Conference Chairs
These officers will be the primary convenor of the upcoming Goldschmidt conference. The term of office normally starts at the beginning of the calendar year following the most recent Goldschmidt. The tasks of the Goldschmidt conference chairs shall be established by the Board and maintained in the Policy Manual.

ARTICLE VI
COMMITTEES

Establishment of Committees
6.01 The Board may adopt a resolution establishing one or more committees delegating specified authority to a committee. If the Board delegates any of its authority to a committee, the majority of the committee shall consist of Directors. The Board may delegate its power to appoint and remove members of a committee. However, the Board shall retain ultimate authority to appoint or remove members of a committee. The establishment of a committee or the delegation of authority to a committee shall not relieve the Board, or any individual Director, of any responsibility imposed by the By-Laws or otherwise imposed by law. Under no circumstances shall a committee have the authority of the Board to:

(a) Amend the Articles of Incorporation.
(b) Adopt a Plan of Merger or Plan of Consolidation with another Corporation.
(c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation.
(d) Authorize the voluntary dissolution of the Corporation.
(e) Invoke proceedings for the voluntary dissolution of the Corporation.
(f) Adopt a plan for the distribution of the assets of the Corporation.
(g) Amend, alter, or repeal the By-Laws.
(h) Elect, appoint, or remove a Director or Officer of the Corporation.
(i) Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as defined in paragraph 8.04, below.
(j) Take any action outside the scope of authority delegated to it by the Board.
(k) Take final action on a matter that requires the approval of the members.

Other Committees

6.02 Other committees, both standing and ad hoc, not having and exercising the authority of the Board in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of Directors at a meeting at which a quorum is present, or by the President thereunto authorized by a like resolution of the Board or by the Articles of Incorporation or by the By-Laws. Membership on such committees may, but need not be, limited to Directors. Newly established committees must have: designated terms of reference, membership criteria, and terms of operation specified by the Board and maintained in in the policy manual.

Authorization of Specific Committees

6.03 At present there are the following committees established by the By-Laws: Executive, Nominations, Award Nominations, Joint Publications, Publications Advisory, V.M. Goldschmidt Award, F.W. Clarke Award, C.C. Patterson Award, Alfred Treibs Award, Ethics and DEI (Diversity, Equity and Inclusivity)**.**

The Executive

6.04 The Executive shall consist of four (4) members, namely the current President, Vice President, Past President, and Executive Director. The Executive will typically meet regularly to conduct urgent matters of business, and provide planning continuity and coordination among the Societies activities. The Executive will invite other members, i.e. treasurer or committee chairs as required.

The Executive is empowered by the Board of Directors of the Society, between meetings of the full Board, to make financial and business decisions where urgency or delicacy is important, without consulting or informing the full Board beforehand. The President, speaking on behalf of the Executive, shall keep the full Board appraised of these actions in a reasonable, timely and appropriate manner. Further, where Geochemical Society funds are involved, the Executive may only authorize one-time expenditures where the amount does not seriously impact the annual budget of the Society.

Nominations Committee

6.05 The Nominations Committee shall consist of six (6) members, not more than one of whom shall be a member of the Board. The appointments shall start on July 1st and be made for staggered three-year terms so that one third of the members of each committee shall be replaced each year. The Chairperson of the Nominations Committee shall be chosen from among the members who were members of the committee the preceding year.

Joint Publications Committee

6.07 For as long as the Corporation co-sponsors its journal jointly with the Meteoritical Society, there shall be a Joint Publications Committee. The Joint Publications Committee of the Corporation and the Meteoritical Society (the "Joint Publications Committee") shall consist of then members: six (6) appointed members, and four (4) ex-officio members.

(a) The appointed members of the Joint Publications Committee shall serve staggered three (3) year terms. Members of the Committee shall be jointly appointed by the presidents of the two Societies, in consultation with the Editor and the Chairperson of the Committee. One of these appointed members shall be appointed the Chairperson. No later than four months before the expiration of the Chairperson's term, an ad hoc Nominating Committee, chaired by the Executive Editor and including the Corporation and Meteoritical Society Presidents, shall proceed to nominate a successor to the Chairperson of the Joint publications Committee for approval by the Corporation's Board and the Meteoritical Society's Council. Incumbent committee members shall be eligible for re-nomination. The term of each appointee shall begin on January 1 of the year immediately following the date of their appointment.

(b) The ex-officio members shall be the Executive Editor of *Geochimica et Cosmochimica Acta*, the President of the Corporation and the President of the Meteoritical Society. The ex-officio members shall take part in all discussions and their views should be included in decisions made by the Joint Publications Committee. However, the ex-officio members shall not have formal voting rights, except for the Executive Editor when the issue directly concerns *Geochimica et Cosmochimica Acta*.

(c) At all times, both the Corporation and the Meteoritical Society must be represented on the Joint Publications Committee by at least two persons. The subscription rate for the Corporation's journal shall be reported to the Board by the Joint Publications Committee at the Annual Meeting.

Duties of the Joint Publications Committee

6.08 The Joint Publications Committee shall have the following responsibilities:

(a) To advise the Executive Editor *of Geochimica et Cosmochimica Acta* and to monitor the journal on a continuing basis;
(b) To approve new Associate Editors upon the Executive Editor's nomination;
(c) To advise the President in negotiating contracts with the journal's publisher, such contracts, and subsequent changes therein, to be ratified by the Corporation and the Meteoritical Society;
(d) To advise the Corporation and the Meteoritical Society on any matter concerning publication;
(e) To mediate conflicts between Editors and authors. Such mediation may be initiated at either the author's or the Editor's request, but the recommendation shall take the form of advice, and not be binding;
(f) To review the state of the Corporation's journal every three years, or in conjunction with the selection of the Executive Editor at the beginning of their term.

Geochemistry Fellows Selection Committee

6.13 The European Association of Geochemistry (EAG) and the Geochemical Society (GS) established, in 1996, the honorary title of Geochemistry Fellow, to be bestowed upon outstanding scientists who have, over some years, made a major contribution to the field of geochemistry under the terms described by the current selection criteria. The number of new Fellows named each year may be up to 2% of the combined membership of EAG and GS. In addition, existing and new Goldschmidt, Patterson, Treibs, Urey and Science innovation Award winners become Fellows automatically. Nomination and selection criteria shall be approved by the two societies and maintained in the policy manual.

Award Committees

6.14 There shall be four (4) award committees, the V. M. Goldschmidt Award Committee, the F. W. Clarke Award Committee**,** the C.C. Patterson Award Committee, the Alfred Treibs Award Committee, and the John Hayes Award Committee (the "Award Committees"). Additionally, there shall be a committee on Award and Geochemical Fellow Nominations.

(a) The V. M. Goldschmidt Award Committee**,** the C.C. Patterson Award Committee, and the F. W. Clarke Award Committee shall each consist of six (6) members who shall be appointed for staggered three (3) year terms. At least one (l) member of each of the V. M. Goldschmidt and F. W. Clarke Award Committees shall be from outside North America. In each of the V. M. Goldschmidt, C.C. Patterson, and F. W. Clarke Award Committees, one of the two members whose term is closest to expiration shall be appointed to serve as Chairperson. The Chairperson shall be eligible to vote and ties shall be resolved by the Board. Membership of these committees shall be broadly representative of the range of interests of the Corporation. Members are not eligible to vote on a nominee if there is a conflict of interest, such as being a member of the same institution or university as the nominee, or having been or being a dissertation supervisor or graduate student of the nominee.
(b) The Alfred Treibs and John Hayes Awards Committee shall consist of five (5) members to be appointed by the Executive Committee of the Organic Geochemistry Division. One member shall be retired each year and a new member appointed for a four-year term. Each fourth year two members will retire and be replaced by two new members for four-year terms. In each year, the member whose term is closest to expiration shall be appointed by the OGD Executive Committee to serve as Chairperson of the Treibs Award Committee. Membership of the Alfred Treibs Award Committee shall be broadly representative of the range of interests of the Organic Geochemistry Division.
(c) The Award Nomination Committee (ANC) shall consist of six (6) members who shall be appointed by the Vice-President for staggered three (3) year terms. Any GS member in good standing may volunteer to serve on the ANC, except that active members of GS award committees may not serve on the ANC. One of the ANC committee members shall be appointed to chair the committee.

Goldschmidt Forum Executive Committee

6.15 A Goldschmidt Forum was organized on March 31, 1996 between the Geochemical Society (GS) and the European Association of Geochemistry (EAG). Its goal is to promote, initiate, and coordinate initiatives that are favorable for the development of geochemistry worldwide. The Goldschmidt Forum comprises an Executive

Committee composed of the President, Vice President, and Past President of the GS and the President, President Elect, and Past President of the EAG. They represent their society / association according to their individual by-laws. The Forum meets at least once a year to discuss topics of mutual interest regarding organization of the Goldschmidt conference.

6.16 DEI Committee
A Diversity, Equity, and Inclusion Committee shall advise the Board on how to develop DEI best practices within Society activities and beyond.

ARTICLE VII
CORPORATION ACTIVITIES

Corporation Publication
7.01 The Corporation shall be a sponsor of *Geochimica et Cosmochimica Acta* with the Meteoritical Society through at least June 30, 2024. The Executive Editor shall be the editor of the Corporation's journal, and shall have full responsibility for the production of the journal. This includes appointment, with the Joint Publications Committee (or Publications Committee, if it exists) approval, of the appropriate number of Associate Editors, representing the principal areas of geochemical and cosmochemical research. Associate Editors shall serve for terms expiring with the term of the Executive Editor or with his or her resignation but they may, with Publications Committee approval, be re-appointed for additional terms. GCA Executive and Associate Editors shall have the option of a gratis membership to the Geochemical Society for the calendar year they are serving.

Executive Editor
7.02 Recommendation for the post of Executive Editor shall be made by the six appointed members of the Selection committee including members of the Joint Publications Committee (or Publications Committee, if it exists), plus ad hoc members deemed desirable by the President of the Corporation and - for so long as the Corporation and the Meteoritical Society jointly sponsor a journal - by the President of the Meteoritical Society. Nominations shall be based on a thorough search and interview process and will include a review of the nominee's editorial record and must be made no later than one year before expiration of the incumbent Executive Editor's term. Selection of the Executive Editor shall be made by the Board and for so long as the Corporation and the Meteoritical Society jointly sponsor a journal - in consultation with the Executive Council of the Meteoritical Society. Following selection by the Board, the Editor is then approved by the publisher.

Sponsorship of Meetings
7.03 The Corporation may co-sponsor meetings of suitable geochemical interest (e.g., the Geological Society of America, the American Geophysical Union, the V. M. Goldschmidt Conference, the International Conference on Cosmochronology, Geochronology and Isotope Geochemistry, as well as others). The Corporation shall co-sponsor other meetings upon prior approval of Executive, or if the requested amount is >$5,000, of the Board. The amount of funds provided shall be set by the Board.

National and International Program Endorsements
7.04 The Board may provide an official endorsement by the Corporation for national and international scientific programs of unusual interest to geochemists. Such letters of endorsement shall be sent to the appropriate organization by the President.

Divisions
7.05 From time to time, it is in the interest of the Corporation to recognize large portions of the Society that have coherent interests or direction of research. Recognition may include but not be limited to special Medals or Awards, Membership on the Board, or special representation on the committees. Each such division shall have a Chairperson and By-Laws approved by the Board. The Chairperson of each division, or his or her representative, shall present an annual report to the Board at the Annual Meeting. Division members will retain all rights and privileges of members of the Corporation. Members will not be limited to affiliation in one division.

(a) A subdivision of the Corporation, the Organic Geochemistry Division, will be composed of those members of the Corporation with interest in encouraging and fostering geochemical and biogeochemical studies involving the origin, nature, significance and processes of organic substances on the Earth, and of extraterrestrial organic matter. This Division shall have the responsibility of forwarding to the Board, with adequate documentation, the nominations for the Treibs Award, the Hayes Award, and the Best Paper Award. The Division shall operate under the By-Laws of the Division, which shall conform in all respects to the By-Laws of the Corporation.

ARTICLE VIII
TRANSACTIONS OF THE CORPORATION

Contracts

8.01 The Board may authorize any Officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

Deposits

8.02 All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board selects.

Gifts

8.03 The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board may make gifts and give charitable contributions that are not prohibited by the By-Laws, the Articles of Incorporation, state law, and any requirements for maintaining the Corporation's federal and state tax status.

Potential Conflicts of Interest

8.04 The board shall establish a conflict-of-interest policy applicable to all Directors, Officers, and employees of the Corporation.

Loans

8.05 The Corporation shall not make any loan to a Director or Officer of the Corporation. A member, Director, Officer, or committee member of the Corporation may lend money to and otherwise transact business with the Corporation except as otherwise provided by the By-Laws, Articles of Incorporation, and all applicable laws. Such a person transacting business with the corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation shall not borrow money from or otherwise transact business with a member, Director, Officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the best interests of the Corporation. The Corporation shall not borrow money from or otherwise transact business with a member, Director, Officer, or committee member of the Corporation without full disclosure of all relevant facts and without the approval of the Board, not including the vote of any person having a personal interest in the transaction.

Prohibited Acts

8.06 No member of the Corporation, Director, Officer, or committee member of the Corporation shall:

(a) Do any act in violation of the By-Laws or a binding obligation of the Corporation.
(b) Do any act with the intention of harming the Corporation or any of its operations.
(c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation.
(d) Receive an improper personal benefit from the operation of the Corporation.
(e) Use the assets of the Corporation, directly or indirectly, for any purpose other than carrying on the business of the Corporation.
(f) Wrongfully transfer or dispose of Corporation property, including intangible property such as goodwill.
(g) Use the name of the Corporation (or any substantially similar name) or any trademark or trade name

adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business.

(h) Disclose any of the Corporation's business practices, trade secrets or any other information not generally known to the business community or any person not authorized to receive it.

ARTICLE IX
BOOKS AND RECORDS

Required Books and Records

9.01 The Corporation shall keep correct and complete books and records of each account. The Corporation's books and records shall include:

(a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including, but not limited to, the Articles of Incorporation, and any Articles of Amendment, Restated Articles, Articles of Merger, Articles of Consolidation, and Statement of Change of Registered Office or Registered Agent.

(b) A copy of the By-Laws, and any amended versions or amendments to the By-Laws.

(c) Minutes of the proceedings of the members, Board, and committees having any of the authority of the Board.

(d) A list of the names and addresses of the members, Directors, Officers, and - any committee members of the Corporation.

(e) A financial statement showing the assets, liabilities, and net worth of the Corporation at the end of the three most recent fiscal years.

(f) A financial statement showing the income and expenses of the Corporation for the three most recent fiscal years.

(g) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.

(h) The Corporation's federal, state, and local information or income tax returns for each of the Corporation's three most recent tax years.

Inspection and Copying

9.02 Any member, Director, Officer, or committee member of the Corporation may inspect and receive copies of all books and records of the Corporation required to be kept by the By-Laws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Corporation and if the person submits a request in writing. Any person entitled to inspect and copy the Corporation's books and records may do so through his or her attorney or other duly authorized representative. A person entitled to inspect a Corporation's books and records may do so at a reasonable time no later than five (5) working days after the Corporation's receipt of a proper written request. The Board may-establish reasonable fees for the copying the Corporation's books and records by members. The Corporation shall provide requested copies of books or records no later than five (5) working days after the Corporation's receipt of a proper written request.

ARTICLE X
FISCAL YEAR

Calendar Year

10.01 The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI
INDEMNIFICATION

11.01 Indemnification. Every director, officer, agent or employee of the Corporation and every former director,

officer, agent or employee of the Corporation shall be indemnified and held harmless by the Corporation to the fullest extent permitted by the TBOC against all expenses, liabilities and losses, including counsel fees, reasonably incurred or imposed upon such present or former director, officer, agent or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a director, officer, agent or employee of the Corporation, or any settlement thereof. Subject to the provisions of the TBOC, the right to indemnification shall include the right to be paid by the Corporation the expenses (including attorney's fees) incurred in defending any such action, suit or proceeding in advance of final disposition.

11.02 Non-Exclusivity of Rights. The rights conferred on any person by this Bylaw are not exclusive of any other right which such person may have or hereafter acquire under any applicable statute, provision of the Articles of Incorporation, Bylaws, agreement, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding office. The Corporation is specifically authorized to enter into individual contracts with any or all of its directors, officers, employees or agents respecting indemnification and advances to the fullest extent not prohibited by the TBOC or any other applicable law.

11.03 Survival of Rights. The rights conferred on any person by this Bylaw will continue as to a person who has ceased to be a director, officer, employee or other agent and will inure to the benefit of the heirs, executors and administrators of such a person.

11.04 Insurance. To the fullest extent permitted by the TBOC, or any other applicable law, the Corporation, upon approval by the Board of Directors, may purchase insurance on behalf of any person required or permitted to be indemnified pursuant to this Bylaw.

11.05 Saving Clause. If this Bylaw or any portion hereof is invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each director, officer and employee to the full extent not prohibited by any applicable portion of this Bylaw that has not been invalidated, or by any other applicable law. If this Article XI is invalid due to the application of the indemnification provisions of another jurisdiction, then the Corporation shall indemnify each director, officer, employee or agent to the full extent permitted under applicable law.

ARTICLE XII
SPECIAL PROCEDURES CONCERNING MEETINGS

Meeting by VideoConference/Teleconference

12.01 The members, Board, and any committee of the Corporation may hold a meeting by electronic conference-call procedures in which all persons participating in the meeting can hear each other. The notice of a virtual meeting must state the platform for the meeting as well as all other matters required to be included in the notice. Participation of a person in a virtual meeting constitutes presence of that person at the meeting.

Decision Without Meeting

12.02 Any decision required or permitted to be made at a meeting of the members, Board, or any committee of the Corporation may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all of the persons entitled to vote on the matter or if consent to the decision is validated by email response by all of the persons entitled to vote on the matter. The original signed consents or email responses shall be placed in the Corporation minute book and kept with the Corporation's records.

Voting by Proxy

12.03 A person who is authorized to exercise a proxy may not exercise the proxy unless the proxy is delivered to the Officer presiding at the meeting before the business of the meeting begins. The Secretary or other person taking the minutes of the meeting shall record in the minutes the name of the person who executed the proxy and the name of the person authorized to exercise the proxy. If a person who has duly executed a proxy personally

attends a meeting, the proxy shall not be effective for that meeting. A proxy filed with the Secretary or other designated Officer shall remain in force and effect until the first of the following occurs:

(a) An instrument revoking the proxy is delivered to the Secretary or other designated Officer.
(b) The proxy authority expires under the terms of the proxy.
(c) The proxy authority expires under the terms of the By-Laws.

ARTICLE XIII
AMENDMENTS TO BY-LAWS

Procedure

13.01 The By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted either by an affirmative vote of a majority of the membership at a meeting at which a quorum is present or by a majority vote of the Board at a meeting at which a quorum is present. The notice of any meeting at which the By-Laws are altered, amended, or repealed, or at which new By-Laws are adopted shall include the text of the proposed By-Law provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions. The following types of By-Law amendments may be adopted only by the members:

(a) Setting or changing the authorized number of Directors.
(b) Changing from a fixed number to a variable number of Directors or vice versa.
(c) Increasing or extending the terms of Directors.
(d) Increasing the quorum for membership meetings.
(e) Repealing, restricting, creating, expanding, or otherwise changing the proxy rights of members.
(f) Authorizing or prohibiting cumulative voting.

ARTICLE XIV
MISCELLANEOUS PROVISIONS

Legal Authorities Governing Construction of By-Laws

14.01 The By-Laws shall be construed in accordance with the laws of the State of Texas. All references in the By-Laws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Legal Construction

14.02 If any By-Law provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the By-Laws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the By-Laws.

Headings

14.03 The headings used in the By-Laws are used for convenience and shall not be considered in construing the terms of the By-Laws.

Seal

14.04 The Board may provide for a corporate seal.

Parties Bound

14.05 The By-Laws shall be binding upon and inure to the benefit of the members, Directors, Officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the By-Laws.

ARTICLE XV
SPECIAL BY-LAW AMENDMENTS

Background

15.01 At a meeting of the Board of Directors on July 12, 2026, the Board of Directors voted to approve special, interim amendments to these By-laws. These amendments call for the election of the Vice President to occur in 2026 and every even-numbered year thereafter. Previously, the election for the Vice President occurred in odd-numbered years. This change to elections in even-numbered years is designed to correspond with the Society's management of the Goldschmidt Conference in odd-numbered years and to enable the newly elected Vice President to serve one-year in such role before focusing on the next Goldschmidt Conference during the Vice President's second year in office.

Interim Amendments

15.02 Notwithstanding anything contained in these By-laws to the contrary,

(a) The election of the Vice President described in Sections 5.02 and 5.03 of these By-laws will take place in even-numbered years, with the newly elected Vice President assuming office on the following January 1 for a two-year term.

(b) The Vice President currently serving in this Office in 2026 will serve one year as Vice President, one year as President and then 3 years as Past President.

(c) During the years 2027-2031, all of the current Vice Presidents and Past Presidents shall serve on the Executive described in Section 6.04.

(d) During the years 2027-2031, the Executive shall choose three of its members to serve on the Goldschmidt Forum.

(e) This Article XV shall sunset at the end of 2031.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Corporation and that the foregoing By-Laws constitute the By-Laws of the Corporation. These By-Laws were duly adopted at a meeting of the Board of Directors held on 10-28, 1990, and amended at meetings of the Board of Directors held on May 10, 1992; October 25, 1992; October 23, 1994; November 5, 1995; March 31, 1996; October 27, 1996; June 1, 1997; August 22, 1999;
May 19, 2001; August 20, 2004; April 25, 2007; July 13, 2008; June 21, 2009; June 13, 2010; August 14, 2011;
March 14, 2012; June 23, 2012; December 20, 2012; August 25, 2013; August 13, 2017; July 9, 2023; and September 9, 2026.

Date: September 9, 2026

Benjamin Tutolo, University of Calgary, Canada