

IGS Bylaws

Adopted at the constitutive meeting in Paris, on 10 November 1983 Formally registered in Geneva, Switzerland, on 28 June 1984

Amended at the General Assembly in Vienna, Austria on April 1986

Amended at the General Assembly in The Hague, The Netherlands, on 30 May 1990 Amended by postal ballot, Woerden, The Netherlands, on 17 July 1992

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Amended by E-Mail Ballot on 18 November 2019

Amended at the General Assembly in Rome, Italy on 20 September 2023

1.0 NAME

1.01 A Society is being instituted which will be managed according to the United States Civil Code relating to Associations and in accordance with these bylaws.

1.02 The Society shall be designated the International Geosynthetics Society. Its legal address shall be in the United States of America.

1.03 For the purposes of this document the following terms are defined:

- 'Society' and 'IGS' mean the International Geosynthetics Society as registered in the United States of America
- 'Council' & 'IGS Council' mean the governing body of the IGS comprising elected and co-opted members.
- 'Council Members' are individuals who are members of the IGS Council either via election or co-option.
- 'Organization' is any registered operational entity and includes companies, groups of companies, academic institutions, trade associations and professional industry bodies.
- 'Official correspondence' is written communication that commits the IGS to an action.
- 'Significant recommendation' is a proposal which commits the IGS to expenditure in excess of a limit defined periodically by the Council.

2.00 THE OBJECTIVES OF THE SOCIETY SHALL BE:

2.01 To provide an understanding and promote the appropriate use of geosynthetic technology throughout the world by:

2.01.01 collecting evaluating and disseminating knowledge on all matters relevant to geosynthetics including geosynthetics related products and associated technologies.

2.01.02 promoting seminars, symposia, conferences, etc.

2.01.03 publishing or sponsoring papers or books.

2.01.04 maintaining reference libraries and collections, which relate to the scientific and technological objectives of the Society.

2.02 To improve communication and understanding regarding geosynthetics and their applications by:

2.02.01 providing, through its meetings and published proceedings, a means of communication and understanding between clients, designers, manufacturers and users of geosynthetics, the civil engineering and construction industry and the world at large.

2.02.02 establishing and nurturing liaisons with other bodies, which have, or could have, interest in geosynthetics and their application.

2.03 To promote the advancement of the state of the art of geosynthetics and their applications by:

2.03.01 encouraging research and development in industry, universities, laboratories, and other organizations.

2.03.02 affording recognition of achievement in the advancement of the science and the practical use of geosynthetics.

2.03.03 encouraging academic institutions to provide courses on geosynthetics and their applications.

2.03.04 encouraging, through its Members, the harmonization of geosynthetics test methods, equipment and design criteria.

2.04 To encourage honorable and ethical behavior from its Members at all times in accordance with the IGS Code of Ethics.

3.00 MEMBERSHIP

3.01 The Society shall consist of Individual Members, Corporate Members and Associate Corporate Members.

3.01.01 Members must be engaged in, or associated with, the research, development, teaching, design, testing, manufacture or use of geosynthetic products or systems and their applications or be otherwise interested in such matters.

3.01.02 Corporate Members are organizations including manufacturers, contractors, distributors, laboratories, governmental institutions, universities, consultants. For any ballot or General Assembly or Corporate Committee meeting, each Corporate Member shall designate one person to act as its official representative to the Society.

3.01.03 Associate Corporate Members are organizations which are nominated as an Associate Corporate Member by an IGS Corporate Member. Associate Corporate Members remain as such for as long as they are associated with a Corporate Member

3.01.04 Existing or previous Corporate Members cannot become Associate Corporate Members.

3.01.05 Individual and Corporate Members may be organized into national or regional Chapters.

3.01.06 Individual Members will either be Regular Members, Honorary Members or Student Members.

3.02 Honorary Membership may be bestowed by Council upon individuals on the basis of: distinguished position, scientific achievement, outstanding service to the Society, or major contributions to the promotion of geosynthetics and their applications.

3.03 Membership of the International Geosynthetics Society will terminate upon resignation or dismissal.

3.04 The Society shall not be a commercial enterprise and shall operate on the principles of a not-for-profit organization.

4.00 ADMISSION TO AND RESIGNATION FROM THE SOCIETY

4.01 Admission

4.01.01 Application for Membership shall be submitted in writing to the Secretary or to any Officer who will forward it to the Secretary. If an individual applicant is joining a Chapter as well as the Society, the application shall be submitted to the Chapter and the Chapter will submit a master Membership list to the Secretary.

4.01.02 The application should include adequate evidence of the applicant's eligibility for Membership as well as agreement to pay the appropriate subscription fee. Qualifications for eligibility and admissions are as follows:

- suitable technical qualifications or experience, AND
- proof of engagement in the design, sale, or manufacture of geosynthetics, OR
- proof of responsibility and experience for the selection, use, applications, or testing of geosynthetics, OR
- proof or experience in teaching or conducting research on geosynthetics, OR
- proof of involvement with an association, publication or event group working with the geosynthetics industry, OR
- proof of interest in such matters.

4.01.03 The Secretary will consider all applications for approval.

4.01.04 Membership in the Society will officially begin with the payment of the subscription fee or the approval by the Secretary whichever is the latest.

4.01.05 Honorary Members shall not be liable for Membership subscription fees during the period of the Honorary Membership.

4.02 Resignation

4.02.01 Any Member may resign at any time by written notice delivered to the Secretary.

4.02.02 Such resignation shall not relieve the Member from the obligation to pay the subscription fee for the year in which the resignation takes place.

4.03 Dismissal

4.03.01 Members who act counter to the objectives and policies of the IGS can be dismissed for cause by a majority decision of the Council.

4.03.02 Dismissal for cause cases must formally be considered by the Council. Members being considered for dismissal for cause must be afforded an opportunity to make representation to the Council before it reaches its decision.

4.03.03 Members may also be dismissed for non-payment of the subscription fees. The Secretary will administer dismissal for non-payment. Non-payment is defined as >90 days in arrears.

5.00 SUBSCRIPTION AND INCOME

5.01 Subscription - all memberships

5.01.01 Subscription fees shall be determined at each meeting of the General Assembly.

5.01.02 Subscription fees may increase each year in line with inflation, up to a maximum rate.

5.01.02.01 The maximum rate for individual Members may be set at a different level to the maximum rate for Corporate Members.

5.01.02.02 The maximum rate(s) is set by ballot at the General Assembly. 5.01.02.03 Annual increases in membership fees are decided by the Council as part of the annual budget.

5.01.03 Changes (other than annual inflation increases), including any discount schemes and rates may be recommended by the Council for approval by ballot at the General Assembly.

5.02 Subscription - individual members

5.02.01 There will be one "base rate" annual subscription fee for individual members who join via a Chapter.

5.02.02 The same "base rate" applies to individuals who join in a country where no Chapter exists.

5.02.03 For individuals who join via a Chapter, a discounted rate may be offered in countries outside the World Bank's list of High-Income countries.

5.02.03.01 Such discounted rates are recommended by the Council for approval by ballot at the General Assembly.

5.02.04 Members may choose to join the Chapter of the country where they are based or where they are most active professionally. They may not join a Chapter elsewhere simply to pay a lower subscription fee.

5.02.05 In countries where a member opts not to join the existing Chapter a "non-Chapter base rate" annual subscription fee will apply. This non-Chapter base rate will always be higher than the "base rate" fee for joining via a Chapter.

5.03 Payment of subscription

5.03.01 The annual subscription fee is due on the thirty-first day of January each year.

5.03.02 Any Member whose payment is in arrears:

- may be submitted to penalty charges as established by the Council.
- may not take part in membership votes.
- after due notice may be dismissed for non-payment.

5.03.03 Corporate Members are required to pay the subscription fee for their associate Corporate Members

5.04 Other IGS income

5.04.01 In addition to entrance fees and subscription fees from Members, the Society may receive income from:

- gifts, legacies, etc.
- other activities such as sale of publications, sponsored conferences etc.

5.04.02 Other income may be used as a fund for financing awards for the Society for promoting geosynthetics and their applications.

5.04.03 Other income funds shall be administered as required by the Council.

6.00 VOTES

6.01 Votes

6.01.01 Regular Members and Honorary Members have one vote. Student Members have no voting rights.

6.01.02 Corporate Member votes shall carry a weight of five in all General Assembly ballots and electronic ballots held in lieu of General Assemblies. In all other ballots, they shall carry a weight of one, regardless of whether they attend as individuals or Corporate representatives.

6.01.03 For any ballot or General Assembly or Corporate Committee meeting, each Corporate Member shall designate one person to act as its official representative to the Society.

6.01.04 Associate Corporate Members have one vote.

6.02 Proxy

6.02.01 Each Member may appoint any other Member present at a meeting to act as proxy. Notice of authority to act as proxy must be given in writing to the Secretary. No Member shall represent more than one other Member by proxy.

7.00 GENERAL ASSEMBLY

7.01 General Assembly meetings

7.01.01 An Ordinary General Assembly shall normally be held concurrently with each IGS International Conference (ICG) or at an alternative time and place decided by the IGS Council. Typically, Ordinary General Assemblies will be held within 4 years of the previous assembly but must be held within 5 years.

7.01.02 An Extraordinary General Assembly may be convened at any time to transact special business.

7.01.03 The Secretary shall convene an Extraordinary General Assembly within four months of a request signed by one fifth of the Member votes or a direction from the Council.

7.01.04 The Secretary shall give at least TWO months' notice of Ordinary or Extraordinary General Assemblies.

7.01.05 In place of Extraordinary General Assemblies called by the Council, Electronic consultation and ballots of the Members may be employed.

7.02 Function of the Assembly

7.02.01 The business of an Ordinary General Assembly will include:

- the debate on and the approval of reports by the President and Treasurer on the Council and Society's activities,
- the appointment of the Financial Committee,
- the approval of the subscription fees,
- and the announcement of the new President and Vice-President and the commencement of their terms of office
- the announcement of any changes in Council membership
- the announcement of the date and place of the next Ordinary General Assembly.

7.02.02 Any Member may add an item to the agenda of the General Assembly by submitting a written statement to the Secretary 30 days prior to the opening of the General Assembly.

7.03 Procedures at Assemblies

7.03.01 Only Members in possession of a valid voting card may vote at General Assemblies.

7.03.02 No item of business shall be transacted at the Assemblies unless a quorum comprising 100 Members is present or represented. In the event a quorum is not present or represented at a General

Assembly, then the business of the General Assembly will be undertaken via electronic ballot within three months.

7.03.03 Votes of the General Assembly shall be taken by a show of voting cards. A secret vote shall be taken if demanded by not fewer than 50 Members of the Society who are present or represented.

7.03.04 Ballots and votes of the General Assembly shall be carried by a simple majority of votes except for those on amendments to the bylaws and of dissolution, which must be decided by a 2/3 majority of votes cast. In the event of any tie, whether on a show of hands or in an open ballot, the chair may decide that the vote he/she has cast is the deciding vote. Votes with a majority of less than 20% of Members of the Society present or represented will be confirmed by electronic ballot of the Membership.

7.04 The minutes of the General Assembly proceedings shall be sent to all Members within 90 days and again prior to the next General Assembly.

8.00 THE COUNCIL

8.01 Function of the Council

8.01.01 The Council is responsible for the management of the Society in accordance with the bylaws, objectives and policies of the Society.

8.01.02 The Council decides upon the working program of the Society and supervises its finances.

8.01.03 The Treasurer will present to the Council a statement of the previous fiscal year, accounts within nine months of the end of each fiscal year.

8.02 Structure of the Council

8.02.01 The Council shall consist of at least 10 and no more than 16 elected Members (excluding the President and Vice President). These are all elected from the Membership. The length of the term is the time period between two consecutive Ordinary General Assemblies held concurrently with an International Conference. Half of the elected Members should be elected in conjunction with an Ordinary General Assembly held concurrently with an International Conference; the other half should be elected at the midpoint between those Ordinary General Assemblies. Before each vote, the Council shall decide the exact number of seats submitted to a vote. All votes shall be undertaken by electronic ballot. All votes shall be confidential.

The Council may also include Co-opted Members – see below Student Members are not eligible to join the Council.

8.02.02 The Council should be broadly representative of the different sectors of the Membership of the Society.

8.02.03 The Council may, at its discretion, co-opt onto the Council up to five Members of the Society, in addition to the elected Members, for any of the following reasons:

- to ensure that the Council Membership will be broadly representative of the different industrial, scientific, or regional sectors of the Society.
- to fill an unexpected vacancy.

Such co-opted Members shall enjoy the same voting rights as elected Members. Co-opted Members shall retire or stand for election at the first ballot after the date of co-option.

8.02.04 Members of the Council are not eligible for election for more than two consecutive terms of office. However, an officer will be allowed to complete his/her full term, as a Council Member, despite other restrictions.

8.02.05 The newly appointed Officers and Council Members shall take office within seven days following the Ordinary General Assembly.

8.03 Council Procedure

8.03.01 The Council requires a quorum to meet validly. This quorum shall comprise, at minimum, the President or the Vice-President, and the Secretary or the Treasurer of the Society, and eight other Council Members present or represented.

In the event that a Council meeting does not have a quorum, those Members present may continue and the minutes of the proceedings of the meeting may be reviewed, approved and adopted by the Council by electronic ballot within 3 months.

8.03.04 Each Member of the Council has one vote. Each Member is entitled to vote by proxy for one other Member.

8.03.05 In the event of any tie vote the chair has an additional casting vote.

Voting by secret ballot shall be used whenever requested by at least one third of the Council Members that are present or represented.

8.03.06 Members who are unable to attend a Council meeting may send written comments or questions to the Secretary who will place the comments or questions on the agenda.

8.03.07 Minutes of the Council proceedings shall be forwarded to all Council Members within two months of the meeting.

8.04 The Council meetings

8.04.01 The Council meets at least once each year, and all Council members are expected to attend every meeting.

8.04.02 The Secretary shall send to every Member of the Council the agenda and the relevant documents of any Council Meeting at least one month in advance.

8.04.03 Emergency meetings may be called on two weeks' notice, upon request of three Officers or one quarter of the Council Members. They must be called to elect Officer(s) during the period between Ordinary General Assemblies. Council Members may be consulted by electronic ballot.

8.04.04 The time and place of each meeting will be determined at the previous meeting.

8.04.05 Council meetings shall only be attended by Council Members, the Secretariat and guests specifically invited by the Officers.

9.00 OFFICERS

9.01 Officers

9.01.01 The Officers of the Society shall be:

- One President
- One Vice-President
- One Immediate Past President
- One Secretary
- One Treasurer

9.01.02 No more than one person employed by a given Organization may simultaneously be an officer of the IGS.

9.02 Election of Officers

9.02.01 The President and the Vice-President are elected by electronic ballot to serve until the next Ordinary General Assembly held concurrently with an International Conference. Through their election, they automatically become Members of the Council. Member

9.02.03 The President and Vice-President cannot be elected for two consecutive terms to the same office, except if they have been elected by an electronic ballot and commenced their term concurrently with an International Conference.

9.02.02 The Treasurer and Secretary are elected by the Council from the Council Members, to serve until the next Ordinary General Assembly. The number of terms that the Treasurer and the Secretary can serve is not limited.

9.03 Responsibility of Officers

9.03.01 The President will normally chair Council and General Assembly Meetings. In his/her absence, or at his/her request, the Vice-President shall act in his/her place. In the absence of both the President and the Vice-President, the Past President or the most senior Member of the Council shall chair.

The responsibility of the Society will be committed by the joint signature of its President (or Vice- President) and one of the other Officers.

9.03.02 The Secretary shall conduct the correspondence on behalf of the President and shall conduct the ordinary business of the Society. He/she shall prepare an agenda for, and record minutes of all Council and General Assembly meetings.

9.03.03 The Secretary, the Treasurer, the President or a Member of the Finance Committee authorized by the Officers are empowered to sign checks on behalf of the Society. The Officers shall decide which signatures are sufficient.

9.03.04 The Treasurer shall keep financial records and accounts and prepare a balance sheet as well as income and expenditure statements for presentation to Council and General Assembly meetings. The previous Treasurer shall be responsible for the closure of the fiscal year in which they step down.

9.03.05 The Treasurer shall be empowered to accept on behalf of the Society any donation or contribution from individuals or companies.

9.03.06 The Treasurer may repay expenses incurred by Officers, Council Members or other authorized Members in carrying out their duties for the Society within the rules outlined by the Council.

10.00 CHAPTERS

10.01 The Society, through the Council, may support the organization of local groups of Members of the Society, which shall be called Chapters.

All Members of Chapters shall be IGS Members.

Chapters shall take no actions that contravene IGS bylaws or policies.

Chapters may establish chapter membership categories for organizations. IGS Corporate Membership is independent of any chapter affiliation.

11.00 COMMITTEES

11.01 Setting up of Committees

11.01.01 The Council may appoint Committees to undertake specific duties. The Committees report to and function under the rules and guidance provided by the Council.

11.01.02 The Council appoints the chair of each Committee, preferably from within the Council. The chair shall be responsible for arranging all Committee functions and meetings.

11.01.03 Committees may be open to all interested parties or IGS Members or Council Members as defined by the Council. Voting rights within Committees will similarly be defined by Council, dependent on the nature of the Committee.

11.02 Committee procedure

11.02.01 The appointed chair and four Members of the Committee (or half of its Members), whichever is the lesser figure, shall comprise a quorum.

11.02.05 Officers of the Society shall be ex-officio Members of all Committees.

11.02.06 A record shall be kept of all attendees of any Committee meeting.

11.02.07 Minutes of all meetings will be kept. Copies of minutes and all documents issued shall be available to the Members of the Committee and the Council.

11.02.08 The Council shall approve significant committee recommendations before implementation. These can be adopted by electronic vote.

12.00 LANGUAGE

12.01 The official language of the Society is English.

12.02 Chapters may use their own language for internal matters.

13.00 AMENDMENTS TO THE BYLAWS AND DISSOLUTION OF THE SOCIETY

13.01 Bylaws

13.01.01 No alteration or amendment of these bylaws shall be made except at an Ordinary, or an Extraordinary General Assembly or electronic ballot.

13.01.02 Amendments to the bylaws may be initiated by the Council or by a Membership vote representing one fifth of the eligible voting Members of the Society

13.01.03 Notice of proposed amended bylaws shall be circulated 30 days prior to ballot.

13.01.04 In the event of any matter arising for which there is no provision in these bylaws, the Council may consider the matter and act at their discretion in the best interest of the Society.

13.02 Dissolution of the Society

13.02.01 Any proposal seeking to dissolve the Society shall be initiated by the Council or by a Membership representation of one fifth of the eligible voting Members of the Society.

13.02.02 Only an Ordinary or Extraordinary General Assembly can decide to dissolve the Society. A majority of 2/3 of the votes cast is required.

13.02.03 Notice of the proposed dissolution shall be included with the notice and agenda of the General Assembly.

13.02.04 In the event of a decision to dissolve, the General Assembly shall seek recommendations from the Council regarding the clearing of all debts and the disposal of the assets of the Society.