

CONFERENCE OF GOVERNMENT MINING ATTORNEYS, INC.

—BYLAWS—

**ARTICLE I
NAME AND PURPOSES**

Section 1. Name.

The organization governed by these bylaws shall be known as the Conference of Government Mining Attorneys, Inc., or COGMA.

Section 2. Purposes.

The purposes of COGMA are:

A. To promote the exchange of ideas among attorneys employed by the various state governments and by the federal government with regard to natural resources law with an emphasis on surface mining law (as used in these bylaws, the term *surface mining law* particularly includes the Surface Mining Control and Reclamation Act of 1977 (SMCRA), 30 U.S.C. §§ 1201-1328, as amended; the federal regulations implementing SMCRA at 30 C.F.R. Chapter VII; and the approved state surface coal mining regulatory programs);

B. To aid in the sound development of the law relating to surfaces mining and natural resources law ;

C. To foster cooperation and dialogue between individuals employed by the various state governments and by the federal government with regard to the promulgation, interpretation, and enforcement of surface mining law and natural resources law;

D. To present educational programs and otherwise share information relevant to surface mining law and natural resources law; and

E. To provide a stable mechanism for achieving these purposes and performing all functions necessary or appropriate thereto, including the acquisition and expenditure of grant moneys.

**ARTICLE II
MEMBERSHIP AND VOTING**

Section 1. Membership.

Any attorney who is regularly employed by a state government or by the federal government

in a legal, administrative, or other capacity involving the promulgation, interpretation, or enforcement of surface mining and natural resources law may participate as a member of COGMA.

Section 2. Voting.

Except as otherwise provided by these bylaws, any decision on any matter that is likely to affect the long-term interests of COGMA shall be made at the annual business meeting by majority vote. A voice vote may be conducted on any matter, and if the voice vote is not unanimous, then a roll-call vote shall be taken of the members present at the annual business meeting.

**ARTICLE III
MEETINGS**

Section 1. Annual Conference and Business Meeting.

A. An annual conference meeting of the members which may be referred to as the *Conference, the Conference of Government Mining Attorneys, or COGMA* shall be held at time and place set by the Chair with the concurrence of the Executive Committee. The annual business meeting shall take place during the annual Conference. Any failure to hold the annual business meeting or the Conference shall not affect the legal status of COGMA or the capacity or tenure of any officer.

B. Any member of COGMA present at the annual business meeting may offer to host the annual conference and business meeting with the support of the state or federal agency for whom the member is employed subject to the concurrence of the members from the state or federal agency who would host the annual conference and who are present at the annual meeting. Any member so qualified and willing to host the next annual meeting shall make to the Chair, preferably before adjournment of the current annual meeting, an oral offer to host the meeting. The offer shall include a proposed location, a brief description of the personnel and other resources that could be utilized to plan and implement the meeting, and any other information that might be useful in deciding among alternative offers. The Chair shall present each such offer to the members at the annual meeting, if possible, and preferably before the election of new officers, or otherwise to the Executive Committee, for a vote on whether to accept the offer.

C. The subjects presented at the annual conference shall fulfill the purposes of COGMA as set forth in Article I, and include topics important to the understanding and development of surface mining law and natural resource laws that involve the extraction and development of coal and other natural resources with the goals of developing an understanding of the law, educating its members, and exchanging ideas.

D. Attendance at the Conference meetings shall be limited to members as defined in Article II. Section 1; provided however, non-attorney agency personnel involved in the administration of surface mining and natural resource law on behalf of agencies shall be encouraged to attend the conference as non-voting members. Law students shall also be permitted and encouraged to attend the conference at reduced rates. Other persons who wish to attend may request permission of the executive committee which shall allow attendance on a case by case basis with the goal of encouraging and

promoting a full and open discussion of issues involved in the regulation of mining and other extractive natural resource entities.

Section 2. Special Meetings.

The Chair shall call a special meeting of the members of COGMA upon the written request of four members. The Chair shall give the Secretary, and the Secretary shall give the members, timely, advance, written notice of any special meeting, including its location, time, and purpose. Such meeting may take place telephonically.

ARTICLE IV OFFICERS

Section 1. Elected Officers.

COGMA shall have the following elected officers, who shall be elected at the annual meeting, using the voting procedures specified in article II section 2, of these bylaws, from candidates who are members of COGMA, who shall serve on the Executive Committee, and shall have the following additional duties:

- A. *Chair.* (1) The Chair shall--
- (a) Preside at all meetings of the officers and preside at the annual meeting for any official business, including voting;
 - (b) Serve as the Conference Committee Chair to oversee the planning and implementation of and shall preside at the annual conference and business meeting; and
 - (c) in conjunction with the Treasurer, complete, as necessary, the annual compliance assessment for maintaining an online banking account;
 - (d) in conjunction with the Treasurer, complete, as necessary, the annual compliance assessment for maintaining an online credit card processing account;
- and
- (e) Perform such additional functions as may be necessary or appropriate to serve the purposes of COGMA.
- (2) The Chair is expressly empowered to speak for COGMA, both orally and in writing. In electing the Chair, the members shall favorably consider any qualified candidate employed by an agency whose members have expressed support for hosting of the next annual meeting.
- (3) Where members from more than one agency will host the annual meeting, the Chair shall be an employee of the agency in whose locality the meeting will be held.

- B. *Vice Chair.* (1) The Vice Chair shall--
- (a) Assist the Chair in performing his or her assigned duties; and
 - (b) Act in the stead of the Chair or the Secretary when the Executive Committee determines that either or both of those officers is unable or has become unqualified to perform

his or her assigned duties.

(2) When acting in the stead of the Chair or the Secretary, the Vice Chair shall have only one vote. In electing the Vice Chair, the voting members shall favorably consider any qualified candidate who is employed by a state or federal agency whose members have expressed a substantial interest in hosting the second-subsequent annual meeting.

C. *Secretary.* (1) The Secretary shall-

(a) Keep, and make available to any member of COGMA upon request, written minutes of each Executive Committee meeting and of the annual meeting;

(b) At the annual business meeting, orally inform the officers and members of COGMA concerning the general activities of, and any significant or otherwise noteworthy business transacted by, the officers and the Executive Committee since the previous annual business meeting;

(c) Except as provided for by the Treasurer, monitor, obtain, and maintain current copies of, advise the other officers on, and ensure compliance with any reporting or other legal requirements relating to COGMA's status as a nonprofit corporation, including the Alabama Nonprofit Corporation Act or other law as applicable;

(d) Oversee retention and maintenance of a registered office; and oversee the retention, maintenance, and the activities of a registered agent to represent COGMA in its state of incorporation;

(e) Maintain and transfer to his or her successor the official copy of these bylaws, including any amendments thereto;

(f) Provide to COGMA's state of incorporation and to the other officers and members of COGMA, upon request or at such other times as may be necessary or appropriate, copies of these bylaws and any proposed or final amendments thereto;

(g) Maintain and make available to the other officers and members of COGMA, as necessary or appropriate, an up-to-date, computer-based, membership mailing list, and may publish and distribute a membership directory; and

(h) Act in the stead of the Treasurer when the Executive Committee determines that the Treasurer is unable or has become disqualified to perform his or her assigned duties.

(2) When acting in the stead of the Treasurer, the Secretary shall have only one vote.

D. *Treasurer.* (1) The Treasurer shall:

(a) oversee and be responsible for the management of COGMA's funds in accordance with these bylaws, and particularly with the procedures specified in article VI, including complying with any taxation or other financial reporting requirements relating to COGMA's status as an I.R.C. §501(c)(6) nonprofit corporation;

(b) by May 15th of each year file the appropriate informational income tax return, known as a Form 990-N e-Postcard;

(c) in conjunction with the Chair, complete, as necessary, the annual compliance assessment for maintaining an online banking account, including ensuring at least two signatories exist on the bank account at all times; and

(d) in conjunction with the Chair, complete, as necessary, the annual compliance assessment for maintaining an online credit card processing account.

(2) The Treasurer has the discretion to nominate an Assistant Treasurer to aid in fulfilling the obligations of Treasurer. The Assistant Treasurer must be a member of COGMA and approved by

the Executive Committee. The Assistant Treasurer shall be added to all COGMA financial accounts and may participate in the Executive Committee as a non-voting member.

Section 2. Terms of Officers.

Each elected officer shall serve for a term starting with the adjournment of the annual business meeting at which he or she is elected and ending with the adjournment of the next annual business meeting. If the successor to any elected officer is not elected at the annual business meeting, the term of that officer shall end on the day on which his or her successor is elected, and the term of the successor shall start on the day after his or her election. Where the term of any officer ends prematurely, due to resignation, disqualification, or otherwise, the Executive Committee, using the voting procedures specified in article V, section 1. C, of these bylaws, may elect a member of COGMA to serve as his or her replacement.

Section 3. Transition Procedures.

A. *Outgoing Officers.* (1) *Unfinished Business.* After the end of his or her term in office, any outgoing officer may continue to act on behalf of COGMA in accordance with these bylaws to the extent required for the completion of any unfinished business.

(2) *Transfer of Documents.* Promptly after the end of his or her term in office, each outgoing officer shall transfer to his or her incoming counterpart officer, or other incoming officer as specified in this section or otherwise required by these bylaws, all documents and other information in his or her possession relating to COGMA's official business, including transfer by each of the following outgoing officers to each of the following incoming officers the following information:

(a) *Outgoing Secretary.* To the incoming Secretary—

- (i) The minutes of each Executive Committee meeting and annual meeting conducted during the preceding three years;
- (ii) A copy of the current financial reporting and other requirements relating to COGMA's status as a nonprofit corporation, including the Alabama Nonprofit Corporation Act or other law as applicable;
- (iii) A copy of the up-to-date membership mailing list;
- (iv) The name, registered office address, and telephone number of the agent who represents COGMA in its state of incorporation; and
- (v) The official copy of these bylaws, including any amendments thereto.

(b) *Outgoing Treasurer.* To the incoming Treasurer, the financial information specified in article VI, section 4. A(1) of these bylaws, and all other available financial information necessary for complying with any taxation or other financial reporting requirements relating to COGMA's status as an I.R.C. §501(c)(6) nonprofit corporation, including notice of any impending financial reporting or other deadlines.

(c) *Outgoing Chair.*

- (i) To the incoming Treasurer, the financial information specified in article VI, section 4.B, of these bylaws; and
- (ii) To the incoming Chair—
 - (A) A computer file and hard copy of the Annual Conference and business meeting planning outline and any other written

materials prepared in connection with planning and implementing the annual Conference and business meeting; and

- (B) Any other information that may be necessary or useful in planning and implementing the next annual Conference and business meeting.

B. *Incoming Officers.* Promptly after the start of his or her term in office, each of the following incoming officers shall, at a minimum, perform the following specified tasks:

(1) *Chair.* (a) Convene a meeting of the Executive Committee to discuss and assist the Conference Committee Chair with initial planning for the next annual Conference and business meeting.

(b) Establish and convene the Conference Committee and otherwise initiate planning for the next annual conference, with particular emphasis on setting and notifying the members of a firm time and place.

(2) *Treasurer.* (a) Notify each financial institution that holds COGMA's funds of the change in persons authorized to spend COGMA's funds; and

(b) Perform the record keeping specified in article VI, section 4. C, of these bylaws.

(3) *Secretary.* Notify COGMA's state of incorporation and resident agent, as necessary or appropriate, of the change in COGMA's officers and of any amendment to these bylaws adopted at the annual meeting.

ARTICLE V COMMITTEES

Section 1. Executive Committee.

A. *Committee Members.* (1) The Executive Committee shall consist of the elected Chair, Vice-Chair, Secretary, and Treasurer.

(2) *Chair Ex-Officio.* The immediate previous Chair shall serve as the Chair Ex-Officio for a term beginning with the adjournment of the annual meeting for which he or she is Chair and ends with the adjournment of the next annual meeting. The Chair Ex-Officio shall advise the Chair and other members of the Executive Committee on any and all matters pertaining to the planning of the annual meeting, as well as the oversight and management of the organization. The Chair Ex-Officio shall be a non-voting member of the Executive Committee.

(3) The Assistant Treasurer, if one has been nominated and approved, shall serve as a non-voting member of the Executive Committee.

B. *Duties.* The Executive Committee—

- (1) Shall act on behalf of COGMA between annual business meetings on any routine matter or any other matter that is likely to affect the long-term interests of COGMA

but must be resolved before the next annual meeting;

(2) Shall assist the Chair with planning and implementing the annual conference and business meeting including concurring, as appropriate, with the time and place of the conference;

(3) In accordance with article IV, section 2, of these bylaws, may elect any replacement officer, and

(4) As necessary, and with the prior concurrence of the members as appropriate, may withhold or withdraw from any unqualified person the right to participate as a member or officer of COGMA.

C. *Decision Process.* The Executive Committee may decide any routine matter by informal consensus and shall decide any other matter by majority vote.

D. *Ad Hoc Committees.* The Executive Committee may create any ad hoc committee that may be necessary or appropriate and may appoint members of COGMA to serve on such a committee for a term no longer than the term of the officers.

E. *Meetings.* The Executive Committee may meet and conduct business on behalf of COGMA in person or by telephone conference call, as necessary or appropriate to further the purposes of COGMA between annual meetings.

F. *Quorum.* Where any officer is unable or becomes unqualified to participate in a duly convened meeting of the Executive Committee, the remaining officers shall constitute a quorum.

G. *Ratification or Rescission of Decisions.* Using the voting procedures specified in article II, section 2, of these bylaws, the members may ratify any decision, and may rescind any executory decision, made by the Executive Committee.

Section 2. Conference Committee.

A. *Role of Chair.* The Chair shall establish and preside over a Conference Committee to plan and implement the annual conference and meeting.

B. *Membership, Organization, and Procedures.* Except as provided for the management of COGMA's funds in article VI of these bylaws, the membership, organization, and procedures of the Conference Committee shall be at the sole discretion of the Chair. It is recommended that the Conference Committee include other members of COGMA, as officers and to otherwise assist in planning and implementing the annual conference and business meeting. The Chair Ex-Officio shall serve as Vice Chair of the Conference Committee.

ARTICLE VI MANAGEMENT OF FUNDS

Section 1. Definitions.

As used in these bylaws, the terms:

A. *Funds and COGMA's funds* mean any moneys rightfully belonging to COGMA, including any moneys made available to COGMA under a grant; and

B. *Spend* and, with appropriate modifications, its derivative terms mean to spend, borrow, commit, convert, or otherwise diminish or deplete.

Section 2. Acquisition, Receipt, and Maintenance of Funds.

A. *Deposit and Notice.* Any person who receives any of COGMA's funds shall promptly:

(1) Deposit them in COGMA's behalf in an account established in accordance with paragraph B of this section; and

(2) Notify the Treasurer in writing of the source and amount of the funds received, except that the Treasurer shall not be required to provide such notice.

B. *Deposit Accounts.* The Treasurer shall maintain one or more insured accounts for the deposit of COGMA's funds in one or more established financial institutions under terms that provide for the accrual of any available interest and for disbursement of the funds only after receipt by the institution of a check or other financial instrument countersigned by an authorized person under these bylaws to spend COGMA's funds. Promptly after any transition to one or more new COGMA officers, or as otherwise necessary or appropriate, the Treasurer shall provide to each such financial institution a revised list of persons authorized to spend COGMA's funds and obtain information about COGMA funds.

C. *Grants.* Any officer may represent COGMA in accepting a grant to cover all or part of the cost of the annual conference and business meeting.

D. *Attendance Fees.* The Executive Committee shall impose and collect in COGMA's behalf a fee to be paid by each member of COGMA who attends the annual Conference and business meeting. The Executive Committee may waive payment of all or part of the attendance fee by any member of COGMA, as necessary or appropriate to further the purposes of COGMA. The attendance fee shall be set at an amount reasonably approximating the cost of planning and implementing the annual Conference and business meeting, less the anticipated proceeds of any grant received by COGMA for that purpose, plus COGMA's other operating expenses for the year preceding the annual Conference and business meeting, less any surplus funds as specified in paragraph E of this section, divided by the number of members who are anticipated to attend the annual Conference/ meeting.

E. *Surplus Funds.* To provide seed money for planning and implementing the next annual Conference and business meeting, it is desirable that after accounting for all receipts and expenditures associated with planning and implementing the annual Conference and business meeting, COGMA have remaining funds not exceeding \$15,000. Any such funds in excess of \$15,000 shall constitute surplus funds, which shall be used to defray the cost of the next annual Conference and business meeting, as specified in paragraph D of this section, or to provide scholarship funds to law students interested in the practice of energy, environmental, natural resources, or mining law.

Section 3. Expenditure of Funds.

A. *General Limitations.* No person may spend COGMA's funds for any purpose not specified in article I, section 2, of these bylaws, or without complying fully with the procedures specified in this article.

B. *Authorized Persons, Amounts, and Specific Limitations.* The following persons are authorized to spend COGMA's funds, up to the maximum overall amounts and with the limitations specified in parentheses after each designated person or class of persons:

- (1) Any elected officer, other than the Treasurer (\$300);
- (2) The Treasurer (COGMA's current funds, plus any reasonably anticipated funds that will have been received by or become payable to COGMA prior to the adjournment of the next annual meeting);
- (3) The Chair (the maximum amount and limitations imposed on the Treasurer, but not to exceed the reasonable cost of planning and implementing the annual Conference and business meeting); and
- (4) One other Conference Committee officer or member, as identified to the Treasurer in advance, in writing, by the Chair (the maximum amount and limitations imposed on the Chair, but only in such reasonable amounts and for such purposes as are specified on written invoices issued by established entities for goods or services provided in the normal course of business in connection with planning and implementing the annual Conference and business meeting)

C. *Control Procedures.* Any person who spends COGMA's funds shall:

- (1) Prior to the expenditure--
 - (a) *Oral Notice and Approval.* Inform and receive the oral approval of the Treasurer concerning the general nature and amount of the expenditure, except that the Treasurer shall not be subject to this subparagraph (1)(a);
 - (b) *Written Voucher.* Describe the specific amount and purpose of the proposed expenditure on a written voucher, sign his or her name to the voucher, and obtain on the voucher the concurring signature of another person who is authorized under paragraph B of this section to spend COGMA's funds; the written voucher may consist of either a electronic copy of one or more signed originals, or of a check, drawn on an account maintained in COGMA's behalf and signed by a person who is authorized to spend COGMA's funds, for an amount owed by COGMA to an established entity, as specified on an accompanying written invoice issued by the entity in the normal course of business; and
- (3) Promptly following the expenditure, transmit the voucher or, as necessary or expedient, a copy thereof, to the Treasurer. In any case where a copy of a voucher other than a check and accompanying receipt is transmitted to the Treasurer, the person who spends COGMA's funds shall retain, and provide to the Treasurer upon request, the original voucher for a period of twelve months after the copy is sent. In any case where a copy of a voucher comprising a check and accompanying receipt is transmitted to the Treasurer, the person who spends COGMA's funds shall retain, and provide to the Treasurer upon request, the accompanying receipt for a period of twelve months after the copy is sent.

Section 4. Recordkeeping.

A. *Treasurer. (1) Written Accounting.* The Treasurer shall maintain, on a current basis, using standard accounting practices, an ongoing, detailed, written accounting of COGMA's funds,

including the nature and amount of each receipt and expenditure and appropriate supporting documentation. Promptly following the end of his or her term in office, the outgoing Treasurer shall update the accounting through the end of his or her term and transfer it, along with any appropriate supporting documentation or other information, to his or her successor.

(2) *Processing of Vouchers.* Upon receiving a voucher, including a copy, submitted in accordance with Section 3 of this article, the Treasurer shall review the voucher, record the expenditure in the written accounting of COGMA's funds specified in subparagraph (1) of this paragraph, retain the voucher for transfer to and review and ultimate disposal by his or her successor, and take such other action as may be necessary or appropriate with regard to the expenditure.

B. *Chair.* The Chair shall keep, on a current basis, using standard accounting practices, a separate, ongoing, detailed, written accounting of each receipt and expenditure, with appropriate supporting documentation, associated with planning and implementing the annual conference and meeting. The Chair may delegate the preparation of all or any part of this accounting to any officer or member of the Conference Committee other than the Treasurer of COGMA. Promptly after the adjournment of the annual conference/meeting, the outgoing Chair shall submit the completed accounting to the incoming Treasurer, along with any previously unsubmitted vouchers associated with planning and implementing the annual conference/ meeting.

C. *Incoming Treasurer.* After receiving from the outgoing Treasurer the written accounting and supporting documentation specified in paragraph A of this section, and receiving from the Chair the written accounting and vouchers Specified in paragraph B of this section, the incoming Treasurer shall process the vouchers in accordance with paragraph A(2) of this section, compare the written accountings submitted by the Treasurer and the Chair, and take any action necessary or appropriate to resolve any discrepancy. Following the resolution of any discrepancy, or if there is no discrepancy, the incoming Treasurer shall maintain the accounting prepared by the Chair in the secured COGMA files.

**ARTICLE VII
AMENDMENTS**

Section 1. Authority and Voting.

The members may amend these bylaws, using the procedures set out in article II, section 2. except that a two-thirds concurring vote of the eligible members shall be required to adopt any proposed amendment.

Section 2. Notice of Proposed Amendments.

Reasonably in advance of the annual business meeting at which the vote on any proposed amendment is taken, the Secretary shall provide to the members of COGMA the written text of the proposed amendment.