

**Bylaws of the
Underground Construction Association Division
Of the
Society for Mining, Metallurgy & Exploration**

As Amended 10/04/2023

Article I – Name and Objective

Section 1 The organization will be called the Underground Construction Association of the Society for Mining, Metallurgy, and Exploration – (UCA of SME), hereafter referred to as the Division.

Section 2 The purpose of the Division shall be the multidisciplinary exploration of all professional concerns, which promote the wise and effective development and use of underground space, including the development of general public awareness of the potential of this important resource.

The Goals of the Division shall be the following:

1. To act as an advocate and proponent for the development and use of underground space and related facilities;
2. To act as an advocate and proponent for all firms and individuals, collectively, who represent any and all aspects of the wise and effective development and use of underground space and related facilities;
3. To provide a communications link, a forum, and educational services for members, related organizations and the general public;
4. To be a repository of information related to the development and use of underground space and related facilities.

The Division shall encourage education, scientific investigation, and research on technical, environmental, legal, economic, social and political issues associated with the development and use of the underground space and related facilities, and shall gather, correlate and disseminate information that improves our ability to characterize, design, construct, use and maintain underground space and related facilities.

The Division shall promote professional competency and good practices in all professions involved in all aspects of the development and use of underground space and related facilities.

Article II – Membership

Section 1 Membership in the Division is open to all with a professional interest in the underground industry. Members of the Division must be members of SME, and elect the UCA option on the membership form.

Participation by all persons with a professional interest in the development or use of underground space and related facilities shall be encouraged, including individuals and organizations engaged in underground construction, mining, geotechnical services, equipment manufacturing, civil engineering, geology, geography, architecture, law, economics, conservation, planning, sociology, or any other profession or activity involved in the development or use of underground space and related facilities.

Section 2 Members of the Division shall be classified as individual professional members and student members. Members in all classes have all the rights and privileges of membership except as noted below.

- A. An “individual professional member” shall be a person.
- B. A “student member” shall be a person who is a full-time graduate or undergraduate student in good standing.

Section 3 Sponsors shall be classified as either corporate or sustaining sponsors. In addition to the ability to name individual professional members, sponsors shall be given other rights and privileges as determined by the Executive Committee.

- A. A “corporate sponsor” shall be a firm, corporation, society, agency of government, or other organization. Corporate sponsors shall be entitled to designate two individual professional members with all the rights and privileges thereof.
- B. A “sustaining sponsor” shall be a firm, corporation, society, agency of government, or other organization electing to give greater support to Division activities through the payment of larger dues. A sustaining sponsor shall be entitled to designate five individual professional members with all the rights and privileges thereof.

Section 4 Admission to and continuation of membership shall be contingent upon (1) membership in SME and (2) a professional interest in the development or use of underground space and related facilities.

Section 5 Each professional or registered member shall be entitled to one vote on each matter submitted to a membership vote.

Section 6 Each member shall receive a subscription to the Division’s official journal in addition to all other benefits received as a member of SME.

Article III – Finances

Section 1 The Division may solicit voluntary contributions subject to approval of SME, and it may accept contributions.

Section 2 The disbursement of funds received by the Division shall be authorized by the Executive Committee of the Division, and recommended to the SME Board of Directors for final approval.

Section 3 Upon the dissolution of the Division, all funds remaining after payment of its debts and obligations shall be turned over and paid to an organization exempted under section 501(c)(3) of the Internal Revenue Code of 1954. This section of the Bylaws is not amendable during the existence of the Division.

Section 4. SME's Board of Directors shall select the 501(c)(3) organization to receive the funds of the Division upon its dissolution. SME's Board may, in its sole discretion, select another Division of SME, new or existing, that in SME's judgement best matches the purposes, goals, and mission of the Division.

Article IV – Officers and Directors

Section 1 Division Officers and Directors. The Officers of the Division shall be the Chair, the Vice Chair; Secretary/Treasurer ex-officio non-voting (the SME Executive Director will serve as the Secretary/Treasurer); and the immediate Past Chair. The Division Officers should be rotated to represent, to the maximum extent possible, the diversity of fields of interest of the Division membership as qualified candidates become available. In addition to the Officers, there shall be not more than sixteen (16) and not less than twelve (12) Directors of the Division at any time. Each year four (4) members will be sought by the UCA Nominating Committee to fill three (3) of four (4) specific interest categories (contractors, engineers, owners and suppliers) and a Director-at-Large position which may include members associated with industry companies in other areas of expertise, including but not limited to the specific target categories. The Officers and Directors together shall operate and be known as the “Executive Committee” of the Division and may be individually referred to as an “Executive Committee Member.” Student Members are not eligible to serve on the Executive committee until which time they become a Professional or Registered Member.

Section 2 Nomination and Election of Executive Committee Members.

A. Officers. The Nominating Committee shall propose and submit to the Chair of the Division, on or before April 15 of the year that the term for the Vice Chair of the Division will expire, one or more nominees to serve as the Vice Chair for the following term of service. The Chair shall submit the nominee(s) to the Executive Committee for discussion and election of the new Vice Chair. At the Annual Meeting, the previous Vice Chair automatically becomes the new Chair, the previous Chair automatically becomes the new Past Chair, and the previous Past Chair is excused from service as an Officer of the Division.

B. Directors. The Nominating Committee shall propose and submit to the Chair of the Division, on or before April 15 of the year that the term for a Director of

the Division will expire, one or more nominees to serve as Director for the subsequent term of service. The Chair shall submit the nominees to the Executive Committee for discussion and election of the new Director(s).

- C. The Secretary/Treasurer shall arrange for the names of newly elected Officers and Directors, along with biographies, to be published in Tunneling and Underground Construction.

Section 3 Terms of Service. Each Officer shall serve for a term of two years, with their term of service beginning on July 1 of every odd year. Each Director shall serve for a term of four (4) years or, if elected to fill a vacated position, until the completion of an unexpired term. No Director will be allowed to serve more than two (2) full consecutive terms in addition to the completion of an unexpired term, if so appointed.

Section 4 Resignation, Removal, and Replacement of Executive Committee Members. In the event of the resignation, disability or other indisposition of any Officer or Director of the Division, or neglect in the performance of their duties, the Executive Committee shall declare their position vacant. Any Executive Committee Member who shall have unexcused absences from two consecutive meetings of the Executive Committee shall be deemed to have vacated their position on the Executive Committee and the vacancy shall be filled as provided herein. The Executive Committee shall have the authority by an affirmative vote of a majority of the Executive Committee to excuse an Executive Committee Member from attendance. SME Board of Directors may also remove an Officer of the Division for cause. Removal of an Officer or Director of the Division shall not be accomplished in violation of the SME bylaws.

Article V – Committees

Section 1 General Provisions.

- A. The affairs of the Division will be accomplished through the organization and efforts of the Executive Committee and other standing committees and task forces. The Executive Committee shall have general supervision over the activities of all other committees and task forces.
- B. The standing committees identified in this Article of the Bylaws shall be established by the Executive Committee and the Executive Committee may establish other committees as needed. The Executive Committee shall authorize and appoint the chair for these standing committees and all other authorized committees and task forces and assign them such duties and authorities as it deems necessary to carry on the work of the Division. The chair of each committee or task force may appoint additional committee and task force members, in consultation with the Executive Committee.
- C. Task forces may be established to represent a discipline or specialty of underground construction issues of current interest for the purpose of meeting

a need for technical education or programming consistent with the goals of the Division. The Executive Committee Chair shall appoint task forces and their chairs as needed, in consultation with the Executive Committee. Task forces shall be established and authorized to function for not longer than one year, unless specifically authorized otherwise by the Executive Committee.

- D. Committee chairs and members, other than the Executive Committee, generally should not serve for a term exceeding one-year and the term of service usually should end on June 30 of each year. However, the term of service for committee chairs and members, other than for the Executive Committee, may be renewed at the discretion of the Executive Committee Chair.
- E. Resignation, Removal, and Replacement of Committee Chairs and Members. Any Officer or committee chair who has the authority to appoint a committee chair or committee member also has the authority to remove that person from their position for failure to perform the duties in an adequate manner, provided such action is not in conflict with SME bylaws. Should a vacancy occur for this reason or because a member is indisposed or resigns from a committee position, the same authority and process originally employed to fill the position may be used to secure a replacement to serve out the term of the position.

Section 2 Executive Committee. The Executive Committee shall consist of the Officers and Directors defined in Article IV. The Chair shall manage the affairs of the Division between meetings of the Executive Committee. The Chair shall perform the usual duties of the office, including presiding at meetings of the Executive Committee, and shall serve as an ex-facto member of all committees. The Vice Chair shall discharge the duties of the Chair when the Chair is absent. The Executive Committee shall meet on call of the Chair or any three of its members. A quorum shall be constituted with a majority of Executive Committee Members present, one of whom must be the Chair or Vice Chair.

Section 3 Program Oversight Committee. The Program Oversight Committee is responsible for oversight of the biennial North American Tunneling (NAT) Conference, Fox Conference and other programs as identified and approved by the Executive Committee for the current year. The Program Oversight Committee Chair will be the Executive Committee Chair. The Oversight Program Committee members shall consist of the Executive Committee Vice Chair and such other members as the Chair may appoint.

Section 4 Program Planning Committees. Program Planning Committees are responsible for the execution of the biennial NAT Conference, Fox Conference and other programs as identified and approved by the Executive Committee for the following year. Program Planning Committees shall consist of at least one Executive Committee Member nominated at the beginning of the programming cycle by the Program Oversight

Committee. Recurring programs, such as annual or biennial conferences, may develop Program Planning Committee guidelines to facilitate efficient continuous execution of the program. These guidelines require approval by the Program Oversight Committee.

Section 5 Nominating Committee. The Nominating Committee shall be chaired by the Past Chair of the Executive Committee or, if the current Past Chair is not available, a previous Past Chair of the Executive Committee. The Nominating Committee members will include the current Chair and Vice Chair of the Executive Committee and up to three at-large Division members who have previously served or are currently serving in a leadership role. Two of the at-large Division members will include the Young Members Committee Chair and the Women in Tunneling Committee Chair.

ARTICLE VI - Duties of Officers and Other Representatives

Section 1 The duties of the Chair are as follows:

- A.** Preside at the annual business meeting of the Division, which will take place at the time of NAT or Rapid Excavation and Tunneling Conference;
- B.** Preside at the annual Division functions;
- C.** Call other meetings as required to transact the business of the Division;
- D.** Coordinate the programs for the meeting of the Division;
- E.** Transact all business of the Division not specifically delegated to other Officers by these Bylaws;
- F.** Keep SME Headquarters advised of actions taken;
- G.** Arrange the program for the annual social function and meeting of the Division held at the conclusion of his/her term as Chair:
 - Speaker (if one is desired)
 - Identifies guests (other Divisional, Society, and Institute Officers)
- H.** Install incoming officers at the end of the Annual Business Meeting; and
- I.** Keep the Vice Chair apprised of goals and activities so that the Vice Chair can function effectively in the event the Vice Chair has to act for the Chair.

Section 2 The Vice Chair shall act for the Chair if the Chair is unable to function or attend any meetings. The Vice Chair shall assist the Chair as directed.

Section 3 The Program Oversight Committee Chair shall represent the Division on the SME Program Committee.

Section 4 The Program Planning Committee Chairs shall represent the Division on the SME Program Coordination Committee.

ARTICLE VII – Amendments

These Bylaws may be amended by affirmative action by letter ballot of a majority of the UCA Executive Committee whose properly executed ballots are received on or before the day previously announced for canvass of the vote and by consent of UCA of SME.

Proposals to amend these Bylaws shall be made by the UCA Division Executive Committee. They shall be considered by the Executive Committee and announced to the UCA members in *Tunneling and Underground Construction* for 60 days, together with any comments made by the Executive Committee thereon. Following the required 60 day announcement period, the Executive Committee shall provide a proper vehicle for a vote of the Executive Committee Members on such proposals in an expedient manner. If favored by a majority, the amendments shall thereupon be submitted to the SME Board of Directors for final approval.