The Geological Society of America
Leadership Workshop
2022
Workshop Objectives

* Provide basic information about non-profit organizations
* Overview of GSA’s structure
* Set the stage for GSA’s leaders to be even more effective in leading the organization
  * Share desired leadership processes
  * Address policies such as Conflict of Interest, Ethics, etc.
Non-Profit Basics
Purpose: influence members and society--promulgate ideas, create standards, mobilize public opinion, affect public policy

Empower members to achieve a common good

Foster interconnections

Membership
Non-Profits are Mission-Based

- Mission distinguishes the “third sector” from government and business
- Internal Revenue Code defines tax-exempt categories and grants benefits according to mission
- Taxes, penalties can apply when non-profits operate outside their “mission envelope” or IRS regulations
- Loss of non-profit status can result
Categories of IR Code 501(c) Tax Exempt Organizations

* 501(c)(3)—religious, **charitable**, scientific, public safety and educational organizations;

* 501(c)(4)—civic leagues or organizations established for the promotion of public welfare;

* 501(c)(5)—labor, agricultural or horticultural organizations; and

* 501(c)(6)—business leagues, chambers of commerce, boards of trade that are not organized for profit
GSA’s Tax Status Conveys...

- Exemption from federal and/or state corporate income taxes
- Contributions to GSA are deductible by the donor
- Public charity status under IRC 509(a)(2)-exempt from certain tax, distribution and other requirements
- Possible exemption from state sales and property taxes (varies by state)
- Ability to apply for grants and other public or private allocations available only to IRS-recognized, 501(c)(3) organizations
- Use of non-profit postage rates
Unrelated business income (UBI) must be reported, may be taxable

- GSA reports UBI, currently has one UBIT liability

- Cannot support candidates for public office

- May lobby within certain expenditure limits

- Reminder—seek tax and legal advice
Lobbying by 501(c)(3) Organizations

* Frequently possible to conduct government affairs programs, IRC 4911(c)(2) contains expenditures test
* PACS, supporting candidates are not permitted
* Sliding scale up to $1 million based on exempt-purpose expenditures
* Up to 25% on grass-roots lobbying
* Detailed disclosure on 990 and membership dues statements required
3 Keys to Success for Associations

- Reputation for value—providing a portfolio of “good stuff”
- Enjoyable community based on trust
- Nimble infrastructure—fast, fluid, flexible and responsive
The Geological Society of America as a Non-Profit organization
To advance geoscience research and discovery, service to society, stewardship of Earth, and the geosciences profession
GSA’s Vision

To be the premier geological society supporting the global community in scientific discovery, communication, and application of geoscience knowledge
GSA Society Values
GSA Aspirations

* Advance Scientific Discovery, Rigor, and Integrity
* Support Professional Development of Students and Early Career
* Provide the Best Venues and Events to Share Your Science
* Further geosciences in policy and society
* Maintain the sense of GSA Community
<table>
<thead>
<tr>
<th>Key Components of GSA’s Global Mission</th>
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<tbody>
<tr>
<td>* Scientific Research</td>
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<td>* Scientific Communication</td>
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<td>* Geoscience Multidisciplines</td>
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<td>* Technological Innovation</td>
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<td>* Education</td>
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<td>* Outreach</td>
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<td>* Public Policy</td>
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<td>* Scientific Integrity</td>
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<td>* Sustainability</td>
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<td>* Professional Development</td>
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<td>* Workforce Development</td>
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<td>* Support students</td>
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<td>* Diverse Community</td>
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<td>* Ethics and Justice</td>
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<td>* Philanthropy</td>
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</table>
GSA’s Strengths

- Clear and compelling Vision and Mission
- Highly respected society with a global reputation
- Committed, engaged Council & leaders who are comfortable dealing with complexity
  - Willingness, capability to shape GSA’s future
- Competent and dedicated staff
- Effective and improving technology systems
GSA Structure
GSA HDQ - 2021

Council

Finance Director

Executive Director

GSA Foundation

Office of the ED

Meetings and Events

Education
Communication Outreach

Publications

Corporate Services

IT

Sales & Service
<table>
<thead>
<tr>
<th>Office of the Executive Director</th>
<th>Governance &amp; Administration</th>
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<tbody>
<tr>
<td></td>
<td>Liaison to GSA International (ED)</td>
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<td>Government Policy</td>
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<td>Diversity &amp; Careers</td>
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<td>Ethics &amp; Compliance</td>
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<td>Membership</td>
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<td>Sponsorship</td>
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<td>Human Resources</td>
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<td>Facilities</td>
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GSA Components

GSA Members (21,000)

- 22 Divisions
- 6 Sections
- 75 Associated Societies
Governance

- Council
  - Ad Hoc Committees
  - Council Committees
  - Society Committees
  - Sections/Divisions
    - ED
      - GSA Staff
GENERAL DUTIES AND POWERS (from GSA Bylaws, Article V)

* Duties. The management of the affairs and the property of the Society shall be the responsibility of the Board, which shall also be known as the Council. The Council shall have the authority, power and responsibility for the general management, control and general supervision of the affairs, business, activities, property and assets of the Society so that the corporate activities are consistent with the stated purposes of the Society and that no act is committed by the Society in contravention of its Articles of Incorporation or Bylaws.
GSA Council

* 17 voting members
  * 9 At-large Councilors + Student Advisory Council Chair
  * 1 Councilor represents GSA Geographic Sections
  * 1 Councilor represents GSA Scientific Divisions
  * 1 Councilor represents Non-North American Members
  * 4 Officers – President-elect, President, Immediate Past President, and Treasurer

* Executive Director serves as Council Executive Secretary and is *ex-officio, non-voting*
Powers. In pursuance of such supervision, the Council, through its Councilors, shall have and exercise all such powers as are granted it by law and by the Articles of Incorporation and Bylaws.
GSA Councilors Duties

* Attend and participate in all Council Meetings
  * Two formal regularly scheduled meetings/year +/- other virtual meetings as necessary
  * Electronic discussions and votes
* Serve on an average of two GSA Society and/or Ad Hoc committees
* Serve as liaison to one or two GSA Scientific Divisions (Attend their management Board Meetings)
* Encouraged to attend Geographic Section Meetings
GSA Councilors Duties

- May be called upon by the GSA Executive Director or President for **ad hoc advise or service**
- Financially **support the GSA Foundation**
- **Support other GSA activities and programs as appropriate**
GSA Cycle of Activity (FY)

- **Summer:**
  - Some Committee meetings (Nomination Committee)
  - ExCom/Directors Retreat (August)
- **Fall:**
  - Annual Meeting
    - Council Meetings
    - Division Management Board Meetings
    - Committee Meetings
    - Other Annual Meeting Activities
GSA Cycle of Activity (FY)

* Winter:
  * Strategic Plan Review Committee meeting
  * Some Committee meetings

* Spring:
  * Most Committee meetings
  * Council Meeting in Boulder or virtually
  * Section Secretaries, Division Chairs and Associated Societies meet
  * Annual Corporate meeting
  * Section Meetings
Executive Committee

* **Members**
  * 4 Officers
  * Council Member-at-large
  * Executive Director – *ex officio, non-voting*
  * GSAF Executive Director - *ex officio, non-voting*

* **Duties**
  * Empowered to act for the Council between its regular meetings. All actions shall be subject to ratification by the Council at its first meeting following such action.
GSA Foundation

* Created December 1980 as a 501(c)3
  * GSA Council approves a list of potential GSAF Trustees
  * Transfers restricted and unrestricted funds to GSA
  * Develops corporate partners and sponsorship
  * Conducts funding campaigns for GSA
The mission of the Geological Society of America Foundation is to develop and provide funds to support the goals and programs of the Geological Society of America. These funds are distributed according to the needs of the Society and in a manner consistent with the desire of the donors.
GSA Foundation

* Executive Director/Director of Development
  * Director of Individual Giving
    * Assistant Director of Development
* Office Manager
* Board of Trustees (16)
  * Chair
  * Vice Chair
  * Treasurer
Legal Responsibilities of GSA’s Council & Leadership
Council Roles & Responsibilities

- Council is governing body accountable for direction of the society’s affairs.
- Ultimate legal responsibility for society’s actions and inactions lies with Council.
- Usually can legally act only by consensus at a meeting.
- May delegate authority to others.
- Individual Council members have no management authority unless delegated by Council.
Committee Roles & Responsibilities

- Have no management authority unless delegated by Council.
- Some states’ laws prohibit delegation of certain functions to committees—elect officers, fill vacancies on board or committees, amend bylaws, approve merger or dissolutions.
Geographic Sections and Scientific Divisions are formal entities of GSA defined in GSA Bylaws

* Sections and Divisions are required to have bylaws
* All activities of either must be pre-approved by Council
* Sections and Divisions may elect their own officers from their GSA membership
* Sections and Division may raise funds for activities with approval by Council
* Sections and Divisions submit annual reports and budgets to Council for approval
Executive Director Roles & Responsibilities

* Employed by the Council.
* Manages and directs all activities of the society subject to the policies of the Council.
* Employs, may terminate employment and fixes compensation of staff.
* Defines duties of staff, delegates responsibilities.
* Operates in best interests of society within approved budget.
Council focuses on broad issues facing the science and the society

Executive Director provides leadership to Council on broad issues and brings continuity, a deep understanding of the society, its financial realities and possibilities, staff capabilities and limitations

President and ED are collegial

Overlap and shift in roles is common
Employee Roles & Responsibilities

- Have management authority as specifically designated in bylaws or by Council.
- Are accountable to Executive Director.
Member Roles & Responsibilities

* No management authority.
* Responsible for voting in GSA leadership & governance.
* Responsible for acting within GSA Code of Ethics & Professional Conduct.
* May petition for amendment of Constitution or Bylaws.
* May convene a special meeting of the society.
The responsibility and authority of being in the governance structure requires:

* Duty of care
* Duty of loyalty
* Duty of obedience

*1) n. from the Latin fiducia, meaning "trust," a person (or a business like a bank or stock brokerage) who has the power and obligation to act for another (often called the beneficiary) under circumstances which require total trust, good faith and honesty.
Duty of Care

- Exercise ordinary and reasonable care in performance of duties
- Exhibit honesty and good faith
- Exhibit high ethical & professional standards
- Act in the best interests of the society
- Undertake reasonable inquiry
- Protected from personal liability with reasonable indication that actions are taken with due care and in good faith
Duty of Loyalty

- Faithfulness to the society
- Undivided allegiance when making decisions affecting the society
- Cannot put personal interests above the interests of the society
- Must disclose all actual and potential conflicts of interest
Duty of Obedience

Must act in accordance with:

- Constitution, Bylaws, Council Rules
- Geographic Section & Scientific Division Bylaws & rules
- GSA Code of Ethics and Professional Conduct
- GSA Code of Conduct for Events
- Applicable laws and regulations
- Protected by GSA Whistleblower and Non-retaliation Policy
Reliance on Experts

* Officers and Councilors may rely on written or oral information from 3 types of experts believed to be competent and reliable:
  * Society officers or employees
  * Legal counsel, or public accountants
  * Committees
Willful Ignorance, Intentional Wrongdoing

- Must not remain willfully ignorant of the society’s affairs
- Must not intentionally cause injury or damage to persons or property
- Personal liability can result from such actions
7 Legal Issue Areas for Associations

- Employment issues
- Contract issues
- Professional Codes of Ethics
- Publishing liability
- Conflict of Interest
- Apparent Authority
- Antitrust issues
Conflicts of Interest

- Cannot put personal interests above interests of the society: business, professional, financial, family interests.
- Cannot operate with conflicting duties of loyalty to competing organizations.
- Requires full and thorough disclosure and considerable scrutiny by Council.
The association can be held liable for the unauthorized actions of officers, directors and other volunteers even if the association does not know about, approve of or benefit from those actions as long as the volunteer reasonably appears to outsiders to be acting with the association’s approval (its apparent authority).
Avoiding Apparent Authority Liability

- Ensure scope of agent’s (officers, councilors, committee members) authority is clear to third parties.
- Ensure that scope of authority vested is clear to agents.
- Manage and control appearance of authority.
Ethical Responsibilities

* Disclosure at time of assuming leadership role
* Be knowledgeable of GSA Code of Ethics and Professional Conduct
* Take relevant training
* Be a positive example for others
Antitrust for Associations

* The Sherman Antitrust Act prohibits “contracts, combinations, or conspiracies…in restraint of trade.
* Typical claims include price-fixing, unreasonable membership restrictions, certification, information exchange programs
* Severe consequences, stiff fines, jail sentences
Protecting GSA and Volunteers

- Incorporation
- State limited liability laws
- Volunteer Protection Act of 1997
- Indemnification
- Director and Officer liability insurance
- Personal injury, publisher’s liability insurance
- Employment practice insurance
- Risk management
Be completely prepared before making decisions.

Become actively involved in deliberations.

Make decisions deliberately, without undue haste or pressure.

Insist that meeting minutes accurately reflect vote counts by reading them before approving.

Request legal consultation on matters that have unclear legal ramifications.
Request assessment by accountants of matters with significant financial implications.

Obtain and review periodic audited and unaudited financial statements.

Attend meetings and read publications to remain fully apprised of policies and activities.

Review Constitution, Bylaws and Council Rules

Review all GSA’s Codes of Conduct

Avoid completely any conflicts of interest, fully disclose potential conflicts.
GSA’s Insurance Coverage

* Property
* Business Income
* Data Processing
* General Liability
* Business Automobile
* Umbrella Liability
* Foreign Package
* Worker’ Compensation
* Executive Liability Program (D&O)
* Crime Coverage
* Business Travel Accident
* Cybersecurity
Fiduciary, Association Liability Insurance

- Protects volunteer leaders and GSA
- Provides funds for defending against or settling claims
- Defense can be costly
- Discrimination, harassment, wrongful termination, inefficient administration, waste of assets, misleading reports, libel and slander, failure to deliver services, acts beyond granted authority
GSA Council Leadership Processes
3 Philosophical Approaches for Governing Bodies

* Strategic—strong core values, clear mission. Discusses what matters to the profession or cause.

* Policy-making—defines limitations for staff, addresses short- and long-term financial needs. Reviews reports and ratifies recommendations.

* Operational—hands-on management of activities and programs. Directors are committee chairs and make implementation decisions.
3 Functional Roles of the Council

* **Corporate role** — employ ED, oversee implementation of strategic plan, oversee program portfolio and resources of organization

* **Legislative role** — establish internal operational policy, approve positions on external issues of interest to membership

* **Adjudicatory role** — choose between positions presented, compromise/create alternatives, decide not to decide
We will ensure that our energies focus on the mission statement, goals and objectives.

We will achieve our goals through knowledge-based decision-making.

We understand that the board is responsible to the membership for all decisions, actions, outcomes, acting for all members and component groups for the common good.
We will work toward consensus. While valuing diverse, constructive opinions, we will respect and support the decisions of the group.

We will function as a team with a commitment to excellence. We will treat each other with trust, respect, and dignity, working together with openness, honesty and integrity while fostering camaraderie and mutual support.
We will create an environment that will encourage personal growth and the development of leadership and individual skills and talents of both staff and members.

We will delegate to committees and staff and not micromanage their decisions.

We recognize the necessity for the confidentiality of certain information.
We will be innovative and progressive in a responsible manner.

We will be the cheerleaders of the society.

... Two Last Principles
Getting the Most Out of Meetings

* Every meeting must have a written agenda.
* Stick to the agenda, take items out of sequence only when necessary.
* Must have a quorum present.
  * GSA majority = 50% +1 of voting members
  * Council = 9 Councilors
* Formal board/meeting action requires a motion.
* Permit everyone who wishes to speak to do so.
* Speak only when recognized by the chair.
* The chair should remain impartial, vote only to break a tie or if there is a secret ballot.
* Maintain decorum always.
* Always keep written minutes. (Recorded) (names are not recorded for motions and votes)
4 Essential Knowledge Bases

1. Sensitivity to members’ views
2. Foresight about the industry, profession or issue area
3. Insight into capacity and strategic position
4. Awareness of ethical implications
7 Levels of Consensus

1. Unqualified “yes”
2. Perfectly acceptable
3. I can live with it
4. Don’t fully agree
5. Willing to support
6. No sense of unity
7. Do not agree
Successful association leaders must:

* Utilize skills as organizational architects or designers who know how to put the parts together

* Facilitate to make sure that the parts work with excellence together—Council, ED, staff, systems, infrastructure
Questions?
Leadership Orientation: Ethics at GSA

January 14, 2022
Nan Stout, Ethics & Compliance Officer
Nan Stout
Ethics & Compliance Officer
nstout@geosociety.org
Agenda

- GSA – Ethics Milestones
- Ethics Program Structure
- Side-by-Side Comparison of GSA’s Code of Ethics & Events Code of Conduct
- How You Can Support GSA’s Commitment to Ethics
GSA – Ethics Milestones

1997 • Aspirational Code of Conduct

2016 • Events Code of Conduct

2018 • Ad hoc Ethics Committee recommends formal approach

2019 & 2020 • Ethics Program launched – new policies, procedures, enforcement

2017 - 2020:
• Found 7 ethics policy violations (out of 15 formal complaints).
• In egregious cases, Council has terminated membership/fellowship status and banned offenders from meetings for several years.
GSA’s Ethics Program is structured to promote professional behavior and, when needed, to enforce and refine our policies.

1. We set clear conduct standards
   - Code of Ethics & Professional Conduct (members only)
   - Events Code of Conduct (members & non-members who attend GSA events)
   - Ethical Guidelines for Publishing

2. We take complaints seriously
   - Ethics Committee oversight
   - Standard complaint-handling procedures
   - Safeguards protect confidentiality and give parties a fair opportunity to be heard

3. We enforce violations and apply lessons-learned
   - GSA Council oversight and final decision-making authority*
   - Punitive actions for proven violations
   - Restorative action and community building
GSA has 2 main ethics policies (non-publishing)

- **Code of Ethics & Professional Conduct**
  - Members only
  - Covers professional conduct everywhere it occurs – even at non-GSA events
  - Enforceable

- **Events Code of Conduct & RISE**
  - All participants – Members/Non-Members
  - Covers all GSA-sponsored events and meetings (including committee meetings)
  - Enforceable
What is RISE?

What’s included in RISE?
- Conspicuous posters and slides at GSA Events
- Talking points for GSA leaders to help promote respectful, inclusive behavior
- Trained RISE Liaisons know how to respond and escalate concerns

RISE brings the Events Code of Conduct to life by reminding participants that GSA events must be respectful and inclusive.
## Ethics Policies - TOPICS

<table>
<thead>
<tr>
<th>Topic</th>
<th>Code of Ethics</th>
<th>Events Code of Conduct</th>
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<tbody>
<tr>
<td>Specific Member responsibilities:</td>
<td>Yes</td>
<td>No</td>
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<tr>
<td>• Comply with the Code and related policies;</td>
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<tr>
<td>• Cooperate if asked to take part in an investigation of an allegation of a Code violation; and</td>
<td></td>
<td></td>
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<tr>
<td>• Will not represent ourselves as a spokesperson for the GSA without express authorization by President and Executive Director</td>
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<tr>
<td>Research misconduct, including fabrication, falsification, and plagiarism.</td>
<td>Yes</td>
<td>Yes - abstracts</td>
</tr>
<tr>
<td>Discrimination, Harassment, Bullying, &amp; Retaliation</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Conflicts of Interest</td>
<td>Yes</td>
<td>No</td>
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## Ethics Policies - COVERAGE/PROCESS

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<tr>
<th></th>
<th>Code of Ethics</th>
<th>Events Code of Conduct</th>
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<tbody>
<tr>
<td><strong>Who is covered?</strong></td>
<td>Members only - all professional activities regardless of location</td>
<td>All participants in GSA-sponsored activities</td>
</tr>
<tr>
<td><strong>Formal complaint?</strong></td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td><strong>Who investigates?</strong></td>
<td>Ethics Committee*</td>
<td>Events Code Committee**</td>
</tr>
<tr>
<td><strong>Opportunity to be heard?</strong></td>
<td>Yes</td>
<td>Yes</td>
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<td><strong>Confidentiality?</strong></td>
<td>Yes</td>
<td>Yes</td>
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*Past Past President, Executive Director, E&C Officer  
**President, Executive Director, Director of Meetings, E&C Officer
## Ethics Policies – DECISIONS/ENFORCEMENT/OVERSIGHT

<table>
<thead>
<tr>
<th>Final decision maker?</th>
<th>Code of Ethics</th>
<th>Events Code of Conduct</th>
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<tr>
<td></td>
<td>GSA Council</td>
<td>GSA’s President and Executive Director</td>
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<tr>
<th>Potential consequences?</th>
<th>Code of Ethics</th>
<th>Events Code of Conduct</th>
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<td></td>
<td>It varies…</td>
<td>Could range from a warning to banning someone from current/future GSA events.</td>
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<tr>
<th>Case Tracking</th>
<th>Yes - anonymized</th>
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<tr>
<td>Reports to Council</td>
<td>Yes – 2x/year</td>
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See the [2020 Annual Ethics Report](#) for anonymized information and analysis of the types of cases GSA has handled from 2017 to 2020.
How can you support GSA’s commitment to ethics?

1. **Stay informed**
   - Keep this presentation as a reference
   - Check out GSA’s Ethics Homepage for more information on policies, resources, and updates

2. **Include personalized RISE messages on the agenda when you lead GSA meetings**
   - Spend 1-2 minutes reminding participants about RISE
   - Use the RISE SLIDE (see last page) for content ideas or include it in your slide deck or agenda
   - Make a few genuine comments explaining what you see as the value of making sure GSA meetings are respectful and inclusive

3. **Become a RISE Liaison**
   - Watch a 20-minute video and complete a training verification form. Click [here](#) for more information and instructions.
RISE Slide

Let’s make this event respectful and inclusive!

SHOW RESPECT

● Keep questions concise and on topic.
● Be considerate and listen with an open mind.
● Avoid saying or doing anything that is or is likely to be perceived as harassment or bullying.

BE INCLUSIVE

● Demonstrate that you welcome a diversity of individuals and their identities.
● Show that you value differing perspectives.
● Avoid exclusionary comments and behaviors based on any identity-based factors.

SPEAK UP AND ACT RESPONSIBLY

● Report concerns to ethics@geosociety.org
● Comply with GSA’s Events Code of Conduct.
Questions? Comments?